



SINO HUA-AN INTERNATIONAL BERHAD
(732227-T)

2013 annual report



Sino Hua-An International Berhad
(732227-T)



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proxy form

notice of the eighth annual general meeting

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting ("AGM") of the Company will be held at the Banyan, Casuarina and Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 23 May 2014 at 9:30 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon. *[Please refer to Explanatory Note (i)]*
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2013. *(Resolution 1)*
3. To re-elect the following Directors who retire by rotation pursuant to Article 95 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Ms. Lim See Tow *(Resolution 2)*
 - (b) Mr. Fu Qiang *(Resolution 3)*
4. To re-elect Mr. Liu Xueqiang who retires in accordance with Article 101 of the Company's Articles of Association and being eligible, has offered himself for re-election. *(Resolution 4)*
5. To pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 ("the Act"):- *(Resolution 5)*

"THAT pursuant to Section 129(6) of the Act, Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid who is over the age of 70 years, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next AGM."
6. To re-appoint Messrs. Morison Anuarul Azizan Chew as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. *(Resolution 6)*
7. **As Special Business**

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

ORDINARY RESOLUTION 1

- **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

(Resolution 7)

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

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

notice of the eighth annual general meeting

ORDINARY RESOLUTION 2

(Resolution 8)

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT approval be and is hereby given to Sino Hua-An International Berhad Group ("the Group") to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as stated in Part A Section 1.4 of the Circular to Shareholders dated 28 April 2014, which are necessary for its day-to-day operations, to be entered into by the Group on the basis that this transaction is entered into on terms which are not more favorable to the Related Party involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate");

THAT the Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate, shall only continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by resolution passed at the general meeting, the authority is renewed; or
- (b) the expiration of the period within which the AGM after that date 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 resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

ORDINARY RESOLUTION 3

(Resolution 9)

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SINO HUA-AN INTERNATIONAL BERHAD

"THAT subject always to the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities, and the approvals of all relevant governmental and/or regulatory authorities, the Company be authorised, to the extent permitted by the law, to buy back such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors deem fit and expedient in the interest of the Company provided that:-

- i) The aggregate number of shares bought-back does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at any point in time;
- ii) The maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium of the Company; and

notice of the eighth annual general meeting

- iii) The shares purchased are to be treated in either of the following manner:-
- (a) cancel the purchased ordinary shares; or
 - (b) retain the purchased ordinary shares as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; or
 - (c) retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

- i) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting of the Company,

whichever occurs first;

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

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(Resolution 10)

"THAT the proposed amendments to the Company's Articles of Association as set out in Part C of the Circular to Shareholders dated 28 April 2014, be and are hereby approved;

AND THAT the Directors and Secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Company's Articles of Association."

8. To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
CHIN MUN YEE (MAICSA 7019243)
Company Secretaries

Kuala Lumpur
28 April 2014

notice of the eighth annual general meeting

EXPLANATORY NOTE TO ORDINARY AND SPECIAL BUSINESS: -

i) **Item 1 of the Agenda**

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

ii) **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Act at the Eighth AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Seventh AGM of the Company held on 20 May 2013 (hereinafter referred to as the "Previous Mandate").

As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without having to convene a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM.

The proceeds raised from the General Mandate will provide flexibility to the Company for purposes of funding any future investment project(s), working capital, acquisitions, expansion and/or diversification proposals.

iii) **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

The Shareholders' Mandate under Ordinary Resolution No. 2 was intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on 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.

By obtaining the Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

iv) **Proposed Renewal of Authority for Share Buy-Back of up to 10% of the issued and paid-up share capital of Sino Hua-An International Berhad**

The proposed adoption of Ordinary Resolution No. 3 is to renew the authority granted by the shareholders of the Company at the Seventh AGM held on 20 May 2013. The proposed renewal will allow the Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities.

v) **Proposed Amendments to Articles of Association**

The Proposed Amendments of Articles of Association are to streamline the Company's Article of Association to be aligned with the recent amendments to the Bursa Securities Main Market Listing Requirements.

notice of the eighth annual general meeting

Statement Accompanying Notice of Annual General Meeting Pursuant to Paragraph 8.28(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. The following are the Directors standing for re-election pursuant to Article 95 of the Company's Articles of Association at the Eighth AGM:-
 - (a) Ms. Lim See Tow
 - (b) Mr. Fu Qiang
2. Mr. Liu Xueqiang is standing for re-election pursuant to Article 101 of the Company's Articles of Association at the Eighth AGM.
3. Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid is standing for re-appointment pursuant to Section 129(6) of the Act at the Eighth AGM.
4. The details of the above Directors standing for re-election/re-appointment are set out in their respective profiles which appear in Pages 8 to 11 of this Annual Report.

Notes:

1. In respect of deposited security, only members whose names appear in the Record of Depositors on 19 May 2014 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
4. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote at the same meetings subject always to a maximum of two (2) proxies at each meeting, except where Paragraphs (5) and (6) below apply. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of authority, must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed of holding the above meeting and at any adjournment thereof.

corporate information

BOARD OF DIRECTORS

Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar
(DK, DKYR, SPNS, SPMP, PPT)
Executive Chairman

Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid
(DPTJ, KMN, DSN, PJK)
Senior Director
Independent Non-Executive Director

Liu Guodong
Managing Director

Cedric Choo Sia Teik
Executive Director

Zhu Qinghua
Executive Director (resigned on 5 December 2013)

Liu Xueqiang
Executive Director (appointed on 27 February 2014)

Fu Qiang
Independent Non-Executive Director

Lim See Tow
Independent Non-Executive Director

AUDIT & RISK MANAGEMENT COMMITTEE

Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid
(DPTJ, KMN, DSN, PJK)
Chairman
Senior Director
Independent Non-Executive Director

Lim See Tow
Independent Non-Executive Director

Fu Qiang
Independent Non-Executive Director

NOMINATION COMMITTEE

Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid
(DPTJ, KMN, DSN, PJK)
Chairman
Senior Director
Independent Non-Executive Director

Lim See Tow
Independent Non-Executive Director

Fu Qiang
Independent Non-Executive Director

REMUNERATION COMMITTEE

Lim See Tow
Chairperson
Independent Non-Executive Director

Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid
(DPTJ, KMN, DSN, PJK)
Senior Director
Independent Non-Executive Director

Fu Qiang
Independent Non-Executive Director

Liu Guodong
Managing Director

PRINCIPAL BANKERS

RHB Bank Berhad
(Kuala Lumpur, Malaysia)

**The Hongkong and Shanghai
Banking Corporation Limited**
(Hong Kong)

China Construction Bank
(Linyi City, Shandong Province,
People's Republic of China)

Agricultural Bank of China
(Linyi City, Shandong Province,
People's Republic of China)

COMPANY SECRETARIES

Chua Siew Chuan
(MAICSA 0777689)

Chin Mun Yee
(MAICSA 7019243)

AUDITORS

Messrs. Morison Anuarul Azizan Chew
(AF001977)
(an independent member of Morison International)
Chartered Accountants

SHARE REGISTRAR

Securities Services (Holdings) Sdn Bhd
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur, Malaysia
Tel : (603) 2084 9000
Fax : (603) 2094 9940

REGISTERED OFFICE

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur, Malaysia
Tel : (603) 2084 9000
Fax : (603) 2094 9940

STOCK EXCHANGE

Bursa Malaysia Securities Berhad
(Main Market)

STOCK NAME AND CODE

HUAAN
(2739)

profile of directors



**Y.A.M. Tunku Naquiyuddin
Ibni Tuanku Ja'afar**
(DK, DKYR, SPNS, SPMP, PPT)
Executive Chairman

Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, a Malaysian aged 67, was appointed to the Board of Sino Hua-An on 21 March 2007. He is currently the Executive Chairman of Sino Hua-An.

He has a Bachelor of Science in Economics (Honours) degree from the University of Wales, Aberystwyth, United Kingdom. He was a Diplomat for five years and served as Second Secretary in Paris, France from 1972 to 1975. He was proclaimed Regent of Negeri Sembilan from 1994 until 1999. On 11 August 2006, he was appointed as Director of PIPO Overseas Ltd. He is currently on the boards of several public listed companies including Kian Joo Can Factory Berhad, Ann Joo Resources Berhad and Olympia Industries Berhad as well as Global Gold Holdings Limited and Noble Mineral Resources Limited, both of which are listed in Australia. He was previously also the Chairman of Antah Holdings Berhad and served on board of Sime Darby Berhad, Tractors (Malaysia) Berhad and Consolidated Plantations Berhad.

Y.A.M. Tunku Naquiyuddin is a keen environmentalist and was a Committee Member of the World Wide Fund for Nature (Malaysia) and a Council Member of the Business Council for Sustainable Development in Geneva. As an active and conscientious businessman, Y.A.M. Tunku Naquiyuddin's contributed to the business fraternity through his appointment as founding Chairman of the Federation of Public Listed Companies Berhad ("FPLC"), heading the initiatives to bridge bilateral business boundaries through the Malaysia-France Economic and Trade Association for eight (8) years and striving for Asia-Pacific co-operation through the Canada-ASEAN Centre of which he was a Council Member. He was nominated by the Minister of Finance to serve on the Committee of the Kuala Lumpur Stock Exchange from 1989 to 1994.

Y.A.M. Tunku Naquiyuddin is a major shareholder of Sino Hua-An and he has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.



**Y.Bhg Dato' Mohd Shahr Bin
Abdul Hamid**
(DPT), KMN, DSN, PJK)
Senior Director
Independent Non-Executive Director

Y. Bhg Dato' Mohd Shahr Bin Abdul Hamid, a Malaysian aged 78 has served on the Board of the Sino Hua-An since 21 March 2007. He is the Chairman of the Audit & Risk Management Committee and Nomination Committee as well a member of the Remuneration Committee. He was a Shell scholar in engineering (1954-1960) and he served Shell Malaysia Trading Sdn Bhd in various senior positions until 1971, when he was then invited to serve as Managing Director of Pernas Trading Sdn Bhd and Pernas Edar Sdn Bhd until 1977. In the years 1971 to 1974, he was appointed the leader of the Malaysian Trade Delegations to China ("The Canton Trade Fair") held twice a year in April and October. Subsequently, he was appointed as Managing Director of Gula Negeri Sembilan Sdn Bhd, to carry out the Project Reappraisal, following which he ventured into the housing development and fertilizer businesses. He served as director of Antah Holdings Berhad since 1 June 1984 until the reverse takeover exercise by Sino Hua-An in which he was duly appointed a director. He is also currently a Director in Ho Wah Genting Berhad and one of the founding members of the Lembaga Pemegang Amanah Yayasan Negeri Sembilan and a Trustee of Tuanku Ja'afar Educational Trust.

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

profile of directors



Liu Guodong
Managing Director

Mr. Liu Guodong, a Chinese People's Republic of China ("PRC") national aged 43, was appointed to the Board of Sino Hua-An on 22 March 2007. He is currently the Managing Director of Sino Hua-An. He is also a member of the Remuneration Committee.

He was the Managing Director of Linyi Yehua Coking Co., Ltd ("Yehua") since 15 December 2004 and was appointed as the legal representative of Yehua on 1 July 2005. He graduated from Linyi Teaching Institute with a Bachelor degree in Sports in 1995. Prior to joining Yehua, from 1994 to 2005, he was a self-employed businessman involved in the dealing of iron ore, coal and electrolysis aluminite powder. On 21 June 2005, he was appointed as a Director of PIPO Overseas Ltd, a wholly-owned subsidiary of Sino Hua-An. Overall, Mr. Liu has over ten (10) years of working experience in the related industry.

Mr. Liu is a major shareholder of Sino Hua-An and he has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company except as disclosed in the financial statements.



Cedric Choo Sia Teik
Executive Director

Mr. Cedric Choo Sia Teik, a Malaysian aged 41, was appointed to the Board of Sino Hua-An on 21 March 2007. He is currently the Executive Director of Sino Hua-An. He holds a B.A. Economics (Honours) majoring in Accounting and Finance degree from the University of Manchester, United Kingdom. He is also a Chartered Accountant and a fellow member of the Association of Chartered Certified Accountants ("ACCA"), United Kingdom and the Malaysian Institute of Accountants ("MIA"). In 1995, he began his career with Arthur Andersen & Co., in the Corporate Finance department and later with Ernst & Young in July 2002 upon the merger of the two firms in Malaysia. He left Ernst & Young in 2005 and joined Antah Holdings Berhad as an Executive Director on 16 June 2005. Upon conclusion of the Antah restructuring exercise, he joined Sino Hua-An as an Executive Director. On 11 August 2006, he was appointed as a Director of PIPO Overseas Ltd, a wholly-owned subsidiary of Sino Hua-An.

Overall, Mr. Choo has over ten (10) years of working experience in accounting and finance.

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

profile of directors



Liu Xueqiang
Executive Director

Mr. Liu Xueqiang, a Chinese PRC national aged 41, was appointed to the Board of Sino Hua-An on 27 February 2014. He is currently the Executive Director of Sino Hua-An and a Director of Yehua. He graduated with a degree in Marketing from the Qingdao Technology University, Shandong Province in 1998. Mr. Liu joined the military from 1992 to 1994 and was in-charge of the Shanxi Taiyuan Artillery Troops prior to building his career in the Huasheng Jiangquan Group in 1999. He worked in Sales and was later appointed to the level of a Supervisor of the Jiangquan Tiandi Ceramic Tile Company (2nd Factory). In February 2005, Mr. Liu joined Yehua and was subsequently promoted to Deputy General Manager of Yehua in 2011. Overall, Mr. Liu has over ten (10) years of working experience in the related industry.

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



Fu Qiang
Independent Non-Executive Director

Mr. Fu Qiang, a Chinese PRC national aged 62, was appointed to the Board of Sino Hua-An on 16 August 2010. He is a member of the Audit & Risk Management Committee, Nomination Committee and Remuneration Committee.

From 1987 to 1998, Mr. Fu was involved with the Linyi City Restructuring Committee, focussing principally on corporate restructuring works for local organisations in Linyi city. He held the position as a Senior Economist of the Shandong Employment Office in 1998. Since then, Mr. Fu has continued to assume an advisory role, monitoring and directing restructuring related matters, which include assisting numerous local organisations in their respective corporate, financial and operational restructuring exercises.

Mr. Fu has since published several articles in various financial magazines on subject matter relating to the securities market and corporate/share restructuring areas.

In 2002, Mr. Fu completed his post-graduate research in Business Administration from the China Technology University.

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

profile of directors



Lim See Tow

Independent Non-Executive Director

Ms. Lim See Tow, a Malaysian aged 39, has served on the Board of Sino Hua-An since 18 January 2008. She is a member of the Audit & Risk Management Committee, Nomination Committee and Chairperson of the Remuneration Committee. Ms. Lim is a member of the ACCA and MIA. She was with Messrs. Deloitte & Touche from 1999 to 2003. From 2005 to 2007, she was the Head of Finance & Special Project in Antah Holdings Berhad. Currently she is a Director in Clearwater Developments Sdn Bhd.

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

- Please refer to page 90 of the Analysis of Shareholdings - Director's Shareholdings of this Annual Report on the director's shareholdings in the Company.
- None of the Directors have any conviction for offences within the past 10 years other than traffic offences, if any.

the sino hua-an group



SINO HUA-AN INTERNATIONAL BERHAD

Paid-up capital : RM561,153,908.50
(1,122,307,817 shares @ RM 0.50 each)
Listed on the Main Market of Bursa Malaysia on 26 March 2007

INVESTMENT HOLDING

100%



FANCY CELEBRATIONS SDN BHD

Paid-up capital : RM2.00
(2 shares @ RM 1.00 each)

DORMANT

100%



PIPO OVERSEAS LIMITED

Paid-up capital : USD50,000
(50,000 shares @ USD1.00 each)

INVESTMENT HOLDING

100%



LINYI YEHUA COKING CO., LTD

Paid-up capital : USD98,000,000

PRODUCTION AND SALE OF METALLURGICAL
COKE AND BY-PRODUCTS

statement on corporate governance

The Malaysian Code on Corporate Governance ("MCCG 2012") sets out broad principles and specific recommendations on structures and processes which companies should adopt in making good corporate governance an integral part of their business dealings and culture. Sino Hua-An International Berhad group of companies ("the Group") fully supports and is committed to maintaining an effective and high standard of corporate governance and the development of best practices in its pursuit of business integrity and professionalism to enhance shareholders' value and financial performance of the Group.

The Board of Directors ("Board") of the Group regards corporate governance as vitally important to the success of the Group's business and is committed to applying the following principles, necessary to ensure that good governance is practiced in all of its business dealings in respect of its shareholders and relevant stakeholders:-

- The Board is the focal point of the Group's corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Group.
- All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
- All Board members are responsible to the Group for achieving a high level of good governance.

The Board is pleased to provide this statement, which outlines and describes how the Group has applied the main principles set out in the MCCG 2012 that has been in place throughout the financial year ended 31 December 2013, except otherwise stated.

The Board endeavors to comply with all the Principles and Recommendations of the MCCG 2012 in its effort to observe high standards of transparency, accountability and integrity for long term sustainability of business growth and to the best interest of the shareholders of the Company.

A. BOARD OF DIRECTORS

Board Charter

The Board Charter approved by the Board of Directors sets out explicitly the responsibilities assumed by the Board in the following areas: -

- retain full and effective control over the Group, and monitor management in implementing Board plans and strategies;
- ensure that a comprehensive system of policies and procedures is operative;
- identify and monitor non-financial aspects relevant to the business;
- ensure ethical behaviour and compliance with relevant laws and regulations, audit and accounting principles, as well as the Group's own governing documents and code of conduct;
- strive to comply and where possible exceed the minimum stipulations of the international best practices;
- define levels of materiality, reserving specific powers to the Board and delegating other matters with the necessary and appropriate written authority to the management;
- act responsibly towards the Group's relevant stakeholders; and
- be aware of, and commit to, the underlying principles of good governance and that compliance with corporate governance principles is reviewed regularly.

Having regard to its role, the Board takes cognizance of the key elements of the governance processes underpinning the operation of the Group with particular attention to the following: -

- review the strategic direction of the Group and adopt business plans proposed by Management which have been vigorously deliberated for the achievement thereof;
- approve specific financial and non-financial objectives and policies proposed by Management;
- review processes for the identification and management of business risk and processes for compliance with key regulatory and legal frameworks, policies and best practices;

statement on corporate governance

- delegate relevant authority to Management for capital expenditure and review investments, capital and funding proposals vide Board deliberation and approval;
- review succession planning for the Management team and endorse senior executive appointments, organisational changes and high level remuneration issues;
- provide oversight of the performance of the Management against targets and objectives; and
- provide oversight of reporting to shareholders on the direction, governance and performance of the Group as well as other processes that needed reporting or other disclosure requirements to the same.

The Board Charter is to be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. A copy of the Board Charter is published in the Company's website at www.sinohuaan.com.

Board Composition and Balance

The Company's Articles of Association provides that the Board shall comprise a maximum of twelve (12) Directors. Currently, the Board has seven (7) members comprising one (1) Executive Chairman, one (1) Managing Director, two (2) Executive Directors and three (3) Independent Non-Executive Directors (one of whom is a Senior Director).

The present composition of the Board complies with Paragraph 15.02 (1) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") whereby at least one-third (1/3) of the Board must be made up of Independent Directors.

The profiles of individual Directors are set out on Pages 8 to 11 of this Annual Report.

The Board collectively has wide and varied technical, financial, legal, management and commercial experience and is of persons of high caliber and integrity. The composition of the Board not only reflects the broad range of experiences, skills and knowledge required to successfully direct and supervise the Group's business activities, but also the importance of independence in decision making at the Board level.

All the Non-Executive Directors are independent from the Management and free from any business or other relationship that could materially interfere with the exercise of their independent judgment and act in the best interests of the Group and its shareholders. They have the capability to ensure that the strategies proposed by the Management are fully deliberated and examined in the long-term interest of the Group, as well as the shareholders, employees, customers, suppliers, authorities and the many communities in which the Group conducts its businesses.

The Board continues with the view that although with the representatives of major shareholders on the Board, its existing three (3) Independent Non-Executive Directors, with their extensive knowledge, experience and expertise would still be able to provide the necessary check and balance to the Board's decision-making process.

The Board takes cognizance of Recommendation 3.5 of the MCCG 2012 stating that the Board must comprise a majority of independent directors where the Chairman of the Board is not an independent director. However, given the fact that the Board is currently functioning well and able to discharge the duties expected of it in an effective and proper manner, the Board's composition shall remain until such time where it is deemed absolutely necessary and fitting to restructure the Board to fully adopt the abovementioned Recommendation.

Board Roles and Responsibilities

The Group is controlled and led by a Board which is primarily entrusted with the responsibility of charting the direction of the Group. The Board delegates certain responsibilities to the Board Committees, all of which operate within their defined terms of reference to assist the Board in the execution of its duties and responsibilities.

statement on corporate governance

Other than those matters be it material, significant, sensitive or otherwise, which call for the Board's attention, deliberation and approval, the responsibility for managing the Group's business activities is delegated to the Managing Director ("MD") of the Company, who is accountable to the Board.

The Executive Chairman is responsible for ensuring Board effectiveness and ensures that conduct and working of the Board are in an orderly and effective manner. The Executive Chairman is also responsible for conducting meetings of the Board and shareholders and ensuring all Directors are properly briefed during Board meetings and shareholders are properly informed of the subject matters which require their approval.

The Board, through the MD, is fully assisted by the Management in the day-to-day management of the financial and operational matters in accordance with the strategic direction established by the Board. The Board outlines the policies and objectives of the Group, which are carried out by the Management through the close supervision of the MD. The Board is mindful to include sustainable practices and procedures in the Company's business strategies that drive long term corporate growth, profitability and sustainability.

There is a clear division of responsibility between the Executive Chairman and MD. The Board has established the roles and responsibilities of the Executive Chairman which are distinct and separate from the roles and responsibilities of the MD. The segregation between the duties and responsibilities of the Executive Chairman and MD ensures an appropriate balance of roles, responsibilities and accountability at Board level. The Board has taken note of Recommendation 3.4 of the MCCG 2012 which states that the positions of the Chairman and CEO should be held by different individuals and the Chairman must be a non-executive member of the board. The Group complies with the requirement to have the position of the Chairman and CEO (the position of which is assumed by the MD) held by two separate and distinct individuals from the outset. Due to strategic reasons and work exigency, the Chairman currently assumes an executive position within the Group. However, the Group had taken proactive steps to check the perceived ascendancy and influence of the Executive Chairman with the presence of a Senior Director which is independent and non-executive.

Ethical Standards Through Code of Conduct

The Board has adopted the Code of Ethics and Business Conduct for all Board members, management, suppliers and clients, competitors as well as all employees of the Group, to always conduct oneself with integrity, accountability, transparency and professionalism when dealing with matters pertaining to the Group. A copy of the Code of Ethics and Business Conduct is published in the Company's website at www.sinohuaan.com.

Whistle-Blowing Policy

The Group has implemented a whistle-blowing policy, the objectives is to provide an avenue for all employees of the Group and members of the public to disclose any improper conduct in accordance with procedures as provided under the policy and to provide protection for employees and members of the public who report such allegation. A copy of the Whistle-Blowing Policy is published in the Company's website at www.sinohuaan.com.

Strategies to Promote Sustainability

The Group is committed to promote sustainability in its business as well as the environment in which it is operating in. Accordingly, the Group endeavors to practise, inter-alia, the following:-

- fair and just business conduct with all its business partners;
- ensuring employees welfare is adequately taken care of; and
- protection of the environment through conscientious efforts and investments made on technologies and facilities to ensure pollution level is sufficiently managed and kept to a minimum.

statement on corporate governance

Corporate Social Responsibility

Detailed information pertaining to the Company's corporate social responsibility activities for the year 2013 is set out in the Statement on Corporate Social Responsibility on Pages 28 to 29 of this Annual Report.

Board Meetings

The Board meets regularly to ensure that the Group is managed effectively, with a formal schedule of matters reserved for its deliberation. The agenda and Board papers for each item as well as the minutes of previous meetings are circulated in advance to the Board to give all Directors sufficient time to deliberate on the issues to be raised at the Board meetings.

The Board collectively deliberates, reviews and considers all corporate proposals prior to implementation. Corporate proposals are put to vote after thorough deliberation. In the event of an equality of votes for or against any particular proposal, the Chairman of the meeting shall have a second or casting vote, except when only two (2) Directors are competent to vote on the proposal. In this respect, no individual or group of individuals dominates the Board's decision making.

Where a potential conflict of interest arises, the Director concerned will declare his or her interest and abstain from the decision making process.

In discharging its duties, the Board met a total of five (5) times during the financial year ended 31 December 2013.

The record of attendance at the meetings of the Board of Directors for the financial year ended 31 December 2013 is as follows:-

Directors	No. of Board Meetings Attended	Percentage
Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar	5/5	100%
Liu Guodong	5/5	100%
Cedric Choo Sia Teik	5/5	100%
Zhu Qinghua (<i>resigned on 5 December 2013</i>)	4/5	80%
Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid	5/5	100%
Fu Qiang	4/5	80%
Lim See Tow	5/5	100%
Liu Xueqiang (<i>appointed on 27 February 2014</i>)	n/a	n/a

All the Directors have complied with the minimum 50% attendance requirement in respect of Board meetings as stipulated in the Listing Requirements of Bursa Securities.

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company.

All proceedings of the Board meetings are minuted and signed by the Chairman of the meeting in accordance with the provision of Section 156 of the Companies Act, 1965 ("the Act") and all minutes are properly filed and kept by the Company Secretaries at the registered office.

statement on corporate governance

Access to Information and External Advice

The Board has full and unrestricted access to all information pertaining to the Group's businesses and affairs as well as to the advice and services of the Senior Management of the Group to enable them to discharge their duties. The Directors may request additional information or clarification, particularly in respect of complex and technical issues tabled to the Board.

The Board is provided with comprehensive board papers on a timely basis prior to board meetings. This is to ensure and to enable the Directors to discharge their duties and responsibilities competently and in a well-informed manner. The Directors meet, review and approve all corporate announcements, including the announcement of the quarterly financial results, prior to releasing them to Bursa Securities.

Senior Management and external advisers may be invited to attend Board meetings when necessary, to report on matters relating to their areas of responsibility, and to furnish the Board with explanations and comments or to provide clarification on issue(s) that may be raised by any Director.

The Chairman of the respective Board Committees are also required to report the outcome of the Committee meetings to the Board and such reports are incorporated as part of the minutes of the Board meetings.

Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English Language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute book and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.

Directors are also empowered to seek such external independent professional advice as they may require, at the expense of the Company, to enable them to make well-informed decisions.

Company Secretaries

All members of the Board have direct access to the advice and services of the Company Secretaries. The Board ensures that the Company Secretaries appointed have the relevant experiences and skills.

The Company Secretaries have regularly updated the Board on any regulations and guidelines, as well as any amendments as and when issued by Bursa Securities, Securities Commission, the Companies Commission of Malaysia and other relevant regulatory authorities.

The Company Secretaries also ensure that deliberations at the Board meetings and the respective Board Committee meetings are properly recorded and minuted, and subsequently be communicated to the Management for their action.

Thus far, the Board is satisfied with the performance and support rendered by the Company Secretaries in the discharge of their functions and responsibilities.

Directors' Training

All the members of the Board have attended the Mandatory Accreditation Programme (MAP) conducted by the Research Institute of Investment Analyst Malaysia (RIIAM) and Bursatra Sdn Bhd, the training arm of Bursa Securities, except for Mr. Liu Xueqiang who was appointed on 27 February 2014.

All the Directors of the Company are encouraged to attend training programs to equip themselves with the relevant knowledge and to keep abreast of industry developments and trends to discharge their duties effectively.

statement on corporate governance

During the financial year, the Directors had on several and separate occasions independently attended various relevant trainings, seminars and dialogues to keep themselves abreast with the latest updates and developments within the industry. Amongst others, the training programmes/seminars/forums attended by the Directors during the financial year are as follows:

- Presentation on ASEAN Corporate Governance scorecard 2013
- Workshop on Risk Management and Internal Control
- Seminar on Advocacy session on corporate disclosure for directors
- Training on Future of Corporate Reporting
- Seminar on Corporate Governance in light of the Malaysian Code of Corporate Governance ("MCCG") 2012
- Seminar on Social media for investor relations - is corporate Malaysia ready?
- Training on Sustainability for directors and practitioners
- Forum on Governance in China: Beyond communism and nationalism
- Rothchild Dialogue Retreat: Philanthropy and Impact Investing

Moving forward, the Board, with the assistance of the Nomination Committee will ensure that the Directors will continue to undergo relevant training programmes, as and when they deem fit and appropriate, to further enhance their skills, knowledge and experience in order to fulfill their duties as Directors.

Appointment of Directors

The Nomination Committee established by the Board is responsible for evaluating and nominating suitable candidates to the Board to ensure the proper Board balance and size as well as to fill vacant seats on Board Committees.

The appointment of any additional Director is made as and when it is deemed necessary by the existing Board upon recommendation from the Nomination Committee with due consideration given to the mix of expertise and experience required for an effective Board.

In line with the recommendations of the MCCG 2012, the Board takes cognizance of gender diversity in the boardroom as recommended by the MCCG 2012 to promote the representation of women in the composition of the Board. Presently, there is one (1) female Director on the Board of the Company. While the Nomination Committee and the Board have not established a policy formalizing its approach to boardroom diversity or set any target on gender diversity policy, the Board endeavors to ensuring diversity and inclusiveness in its composition and deliberations. In this respect, should there be any person(s) the Board deems fit and appropriate and possesses the necessary and relevant attributes, caliber and capabilities to contribute effectively to the Group, such person(s) may be considered to participate in governing the Group, either by way of Board member or otherwise.

Re-Election / Re-Appointment of Directors

The Articles of Association provide that at least one-third (1/3) or the number nearest to one-third shall retire from office once at least in every three (3) years but shall be eligible for re-election. In accordance with the Company's Articles of Association, two (2) of the Directors, namely Mr. Fu Qiang and Ms. Lim See Tow are due to retire at this forthcoming Annual General Meeting ("AGM") and being eligible, would be standing for re-election.

Article 101 of the Company's Articles of Association provides that any director so appointed shall hold office only until the next annual general meeting when he shall retire but shall then be eligible for re-election but he shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Mr. Liu Xueqiang, who was appointed on 27 February 2014 is subject by retirement by virtue of Article 101 of the Company's Articles of Association, and being eligible, would be standing for re-election.

Meanwhile, Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid, a Director who is over the age of 70 years will be retiring at the forthcoming AGM pursuant to Section 129(6) of the Act and is seeking for re-appointment.

statement on corporate governance

The performance of the Directors who are subject to re-election and re-appointment and at the forthcoming AGM has been assessed by the Nomination and Remuneration Committee who had submitted the recommendations to the Board for deliberations and approval.

The Board has determined that the performance of the above Directors who are subject to re-election and re-appointment respectively at the forthcoming AGM, have continue to demonstrate the necessary commitment to be fully effective members of the Board. Hence, the Board unanimously recommends that the shareholders vote in favour of the re-election and re-appointment of the above Directors at the forthcoming AGM.

Tenure of Directors

The Recommendation 3.2 of the MCCG 2012 states that the tenure of an independent director should not exceed a cumulative terms of nine (9) years. Upon completion of the nine (9) year terms, an independent director may continue to serve on the board subject to the Director's re-designations as a Non-Independent Director. The Board must justify and seek shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than nine (9) years. There are no independent directors whose tenure exceeds a cumulative term of nine (9) years in the Company.

In line the Recommendation 3.1 of the MCCG 2012, the Nomination Committee and Board had performed an annual review on the independency of independent directors and the independent directors had declared their independency in writing.

Time Commitment and Protocol for accepting new directorships

On the appointment of a new Director, the new Director is required to commit sufficient time to attend to the Company's matters before accepting his appointment to the Board.

Directors are required to notify the Chairman before accepting any new directorship and to indicate the time expected to be spent on the new appointment. Any Board member, shall not hold more than five (5) directorships in listed companies at any one time.

Board Committees

The Board has established a number of Board Committees to assist the Board in the execution of its duties and responsibilities. Each committee operates under their respective approved term of reference and has the authority to examine particular issues and report to the Board with their recommendations. The final decisions on all matters are determined by the Board as a whole.

(a) Audit and Risk Management Committee ("ARMC")

The membership and Terms of Reference of the ARMC are as stated in the ARMC Report of this Annual Report. A summary of the activities of the ARMC during the year, including an evaluation of the independent audit process, is set out in the ARMC Report on Pages 31 to 37 of this Annual Report.

The ARMC met a total of five (5) times during the financial year ended 31 December 2013.

The External Auditors have direct access to the Chairman and members of the ARMC without the presence of the Executive Directors/Management for independent discussions.

statement on corporate governance

(b) Nomination Committee ("NC")

The NC comprises exclusively of Independent Non-Executive Directors and the members of NC are as follows:-

Chairman	:	Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid (Senior Director; Independent Non-Executive Director)
Members	:	Fu Qiang (Independent Non-Executive Director)
	:	Lim See Tow (Independent Non-Executive Director)

The NC shall recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors and to assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities, including core competencies of Non-Executive Directors.

The NC may meet at least once a year or more frequently as deemed necessary. During the financial year ended 31 December 2013, the NC had two (2) meetings and reviewed the following matters:-

- the effectiveness of the board as a whole and of the committees of the Board and the contribution and performance of each individual Director;
- the Terms of Reference of the NC; and
- the Directors who are subject to retirement by rotation at the forthcoming Annual General Meeting ("AGM"), and are eligible for re-election.

During the year under review, Y. Bhg. Dato' Mohd Shahar bin Abdul Hamid, the Senior Director cum Independent Non-Executive Director, was re-designated as Chairman of the NC to be in line with the Recommendation 2.1 of the MCCG 2012.

(c) Remuneration Committee ("RC")

The RC comprises the following members and majority of them are Non-Executive Directors as recommended by the MCCG 2012:-

Chairperson	:	Lim See Tow (Independent Non-Executive Director)
Members	:	Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid (Senior Director; Independent Non-Executive Director)
	:	Fu Qiang (Independent Non-Executive Director)
	:	Liu Guodong (Managing Director)

The Remuneration Committee may meet at least once a year or more frequently as deemed necessary. During the financial year ended 31 December 2013, the RC had two (2) meetings.

The key functions of the RC include to review and assess the remuneration packages of the Executive Directors in all forms, with or without other independent professional advice or other outside advice and to recommend to the Board the policy and framework for Directors' remuneration as well as the remuneration and terms of service of Executive Directors.

statement on corporate governance

Remuneration of Directors

The NC and RC have carried out the annual review of the overall remuneration policy for the Executive Directors and recommendations have been submitted to the Board for approval.

The remuneration of the respective Directors is benchmarked against that of various companies in the industry as well as other companies if deemed relevant. Additionally, the remuneration is determined to ensure it commensurates with the level of experience, responsibility and contribution made to the Group by the respective Directors.

None of the Executive Directors participated in any way in determining their individual remuneration. The Directors' fee for the Non-Executive Directors is determined by the Board as a whole with individual Directors abstaining from decisions in respect of their individual remuneration.

There were no formal remuneration policies and procedures in place yet but the Board Charter provides that:-

- Non-executive members receive no share options nor significant benefits from Sino Hua-An, other than their directors' fees;
- The MD/CEO's remuneration will depend on the achievement of the goals set at the beginning of each year. The goals are divided between quantified organizational achievement and personal achievement.; and
- Executive members will receive no fees but will be paid as employees of the company in accordance with their contracts of employment with the company.

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

Category	Fees RM'000	Salary & Other Emoluments RM'000	Benefits-in-Kind RM'000	Allowances RM'000
Non-Executive Directors	97	–	–	14
Executive Directors	–	1,250	–	–

The number of Directors of the Group/Company whose total remuneration during the financial year under review that fall within the following bands are as follows:-

Executive Directors	Number
RM200,001 – RM250,000	2
RM250,001 – RM300,000	1
RM300,001 – RM350,000	–
RM350,001 – RM400,000	–
RM400,001 – RM450,000	1
Non-Executive Directors	
Below RM50,000	3

statement on corporate governance

B. RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

Investor Relations and Shareholders' Communication

The Group appreciates feedback from its valued shareholders and consistent with this, it is the intention of the Board that the shareholders are well informed of all major developments that have an impact on the Group.

The various channels of communication with the shareholders are as follows:-

- The Annual Report;
- The AGM;
- The various disclosures and announcements made to Bursa Securities;
- Newspaper articles and published interviews with business journalists;
- Regular updates, dialogues, meeting, presentations with institutional shareholders as well as ad-hoc responses to enquiries from stakeholders; and
- The Group website, namely www.sinohuaan.com

Besides the mandatory reporting and the public announcements of the Group's financial results to Bursa Securities, regulatory bodies and other relevant authorities, the Group keeps the members of the investing community and the shareholders abreast of its developments through press releases and active investor relations programmes.

During the financial year, the Directors and the Management had held several meetings and dialogues with research analysts, fund managers, asset management firms and institutional investment funds to keep them abreast with the business of the Group as well as the environment and industry within which the Group operates in.

The AGM is a crucial mechanism and the principal forum for dialogue between the Group and its shareholders. Shareholders are given ample notice to prepare or present questions to the Board at the AGM. The AGM is also an opportunity for shareholders to direct questions to the Board in relation to the Group's financial performance and the Group's activities. The Chairman and the Board will respond to queries and undertake to provide sufficient explanation and clarification on issues and concerns raised by the shareholders.

Poll Voting

The Board noted the Recommendation 8.2 of the MCCG 2012 which states that the Board should encourage poll voting. During the last AGM held on 20 May 2013, the Chairman informed the shareholders of their right to demand a poll vote at the commencement of the meeting. Nonetheless, no request for poll voting was received during the AGM.

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

Leverage on Information Technology for Effective Dissemination of Information

The Group has an existing website, namely www.sinohuaan.com which is updated regularly, for shareholders and the public to gain access to corporate information, news and events relating to the Group. Investors and members of the public who wish to contact the Group on any matters pertaining to their shareholdings, investments and/or the Group's business undertakings can channel their enquiries through e-mail via the said Group's website.

statement on corporate governance

Corporate Disclosure Policy

The Group has adopted a Corporate Disclosure Policy, the objectives of which are as follows:-

- To raise awareness and provide guidance to the Board, management, officers and employees on the Group's disclosure requirements and practices;
- To provide guidelines and policies in disseminating corporate information to, and in dealing with, shareholders, stakeholders, analysts, media, regulators and the investing public;
- To ensure compliance with all applicable legal and regulatory requirements on disclosures of material information; and
- To build good investor relations with the investing public that inspires trust and confident.

The Board is ultimately responsible for ensuring that the Corporate Disclosure Policy is implemented effectively and the disclosure requirements as set out are duly fulfilled. A copy of the Corporate Disclosure Policy is published in the Company's website at www.sinohuaan.com.

C. ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board is responsible to ensure that the financial statements are prepared in accordance with the Act and the applicable approved accounting standards in Malaysia. With assistance from the ARMC, the Board scrutinised the financial aspects of the Audited Financial Statements and reviewed the statutory compliance aspects of the Audited Financial Statements to ensure that the reports present a true and fair view of the financial position of the Group.

The Directors confirm that the financial statements continue to be prepared on the going concern basis and are satisfied that the Group will continue to secure adequate resources at the time of approving the financial statements, to continue in business for the foreseeable future. The ARMC has drawn reference from the Corporate Governance Guide - 2nd Edition issued by Bursa Malaysia in its evaluation of the performance and independence of the Group's External Auditors. Additionally, the Group had also obtained confirmation from the External Auditors that they are independent in accordance with the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.

The Statement on Directors' Responsibility in respect of the preparation of the Audited Financial Statements of the Group is set out on Page 30 of this Annual Report.

Relationship with External Auditors

The Board via the ARMC maintains a formal and transparent professional relationship with the Group's External Auditors. The External Auditors regularly are invited to attend all scheduled meetings of the ARMC during the period and attended the annual general meeting of the Company.

The ARMC also had private meetings discussions with the External Auditors at least twice in a year, without the presence of the Executive Directors and the Management.

statement on corporate governance

D. RISK MANAGEMENT AND INTERNAL CONTROLS

The Directors are fully aware that they have the overall and ultimate responsibility for the Group's system of internal controls. The Board also maintains a sound system of internal controls to safeguard the shareholders' investments and the Group's assets. However, such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board is committed to the identification of risk factors throughout the Group. Through the assistance of the ARMC, the Board is well informed on areas where there are significant business risks or exposure as well as the consistency of its risk measurement, monitoring and management.

The Group has an internal audit department, which reports to the ARMC and assists the Board in monitoring and managing risks and internal controls. The Internal Auditors have conducted regular reviews and appraisals of the effectiveness of the governance, risk management and internal controls processes of the Group during the financial year under review.

The Statement on Risk Management and Internal Control for the Group is presented on Pages 26 to 27 of this Annual Report.

This statement is made in respect of the financial year ended 31 December 2013 and in accordance with a resolution passed at the Board of Directors' Meeting held on 26 March 2014.

additional compliance information

The following information is provided in compliance with the Listing Requirements of the Bursa Malaysia Securities Berhad:-

1. Utilisation of Proceeds Raised from Corporate Proposals

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

2. Share Buy-Back

There was no share buy-back by the Company during the financial year.

3. Options, Warrants or Convertible Securities

The Company did not issue any options, warrants or convertible securities during the financial year.

4. Depository Receipt (DR) Programme

The Company did not sponsor any DR Programme during the financial year.

5. Sanctions and/or Penalty

There were no sanctions and/or penalty imposed on the Company, its subsidiaries, Directors or Management by the relevant regulatory bodies for the financial year.

6. Variation in Results

There was no variation between the financial results in the Audited Financial Statements 2013 and the unaudited financial results for the year ended 31 December 2013 announced by the Company.

7. Profit Guarantee

There was no profit guarantee for the financial year.

8. Non-Audit Fees

The amount of non-audit fees paid/payable to the External Auditors and their affiliated companies in the Group for the financial year ended 31 December 2013 is RM7,820.

9. Material Contracts

There were no material contracts entered into by the Company and its subsidiaries involving Directors and major shareholders' interest still subsisting at the end of the financial year ended 31 December 2013.

10. Recurrent Related Party Transactions of Revenue or Trading Nature

The details of the transactions with related parties undertaken by the Group during the financial year are disclosed in Note 25 to the Financial Statements on pages 79 to 81 of this Annual Report.

statement on risk management and internal control

INTRODUCTION

The Board, as guided by the “Statement on Risk Management and Internal Control: Guidance for Directors of Public Listed Companies” is pleased to provide the following Statement on Risk Management and Internal Control which outlines the nature and scope of risk management and internal controls of the Group during the financial year.

THE BOARD'S RESPONSIBILITIES

The Board acknowledges its responsibility to maintain a system of internal control and for reviewing its adequacy and integrity. The system is designed to manage rather than eliminate the risk of failure in achieving the Group's corporate objectives and can only provide reasonable but not absolute assurance against any material misstatement or financial losses.

THE RISK MANAGEMENT PROCESS

Apart from financial controls, the Group's system of internal controls also cover operational and compliance controls and, most importantly, risk management. As part of the risk management process, the Board assisted by the ARMC, is continuously identifying, assessing and managing significant business risks faced by the Group throughout the financial year.

The process will be regularly reviewed by the Board through the ARMC and is in accordance with the guidance as contained in the “Statement on Risk Management and Internal Control: Guidance for Directors of Public Listed Companies”.

THE INTERNAL CONTROL PROCESS

The other key features of the Group's internal control system include the following:-

- An organisation structure with defined lines of responsibility and appropriate reporting structure including proper approval and authorisation limit for approving capital expenditure and expenses within the Group;
- Internal policies and procedures are documented and regularly reviewed and updated from time to time through a series of manuals and guidelines for all major operations of the Group;
- Strategic planning and annual budgeting are undertaken for the key business units which relates to the manufacturing and sales of metallurgical coke and other by-products. Senior Management closely monitors the key performance indicators and financial and operating results to identify and where appropriate, to address significant variances;
- An Internal Audit Department which performs regular and systematic review of the internal controls to assess and provide sufficient assurance on the effectiveness of the systems of internal control and to highlight significant risks impacting the Group with recommendation for improvement; and
- The ARMC will regularly review reports by the Internal Audit Department and conducts annual assessment on the adequacy of the Department's scope of work and resources.

The Group continues to take measures to enhance and strengthen the internal control environment and systems of risk management.

The Board is pleased to report that the Managing Director and Financial Controller are satisfied that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects, based on the risk management and internal control systems of the Group. There was no material control failure that would have any material adverse effect on the financial results of the Group for the year under review and up to the date of issuance of the financial statements.

statement on risk management and internal control

The Board is of the view that the existing system of risk management and internal controls in place throughout the Group is sufficient to safeguard the Group's interest. Moving forward, the Group endeavors to continue to enhance the existing systems of risk management and internal controls, taking into consideration the changing business environment.

This statement is made in respect of the financial year ended 31 December 2013 and in accordance with a resolution passed at the Board of Directors' Meeting held on 26 March 2014.

statement on corporate social responsibility

The Group remains committed to the philosophy of giving back to the community by aligning its corporate and social activities to support worthy social causes as part of our contribution to society and nation building. In pursuing our corporate social responsibility, we have either participated actively or embarked on a variety of initiatives during the year. A glimpse of these activities during the year are described below.

Annually, the Group supports the Seremban Half Marathon ("SHM"), an initiative focused in developing promising disabled athletes and aspiring young children in various sporting events. The Group participated as one of the sponsors for the event with some cash contribution. Funds generated during the event is directed to the Junior Athletes Development Fund, managed by Persatuan Olahraga Negeri Sembilan, to support and provide opportunity to promising local athletes to further develop their talents. A portion of the said funds will also be channeled to provide aid to bright underprivileged students as well as supporting environmental and health causes such as the dengue prevention and awareness programmes.



The 2013 SHM event was held on 7 July 2013. More than 10,000 participants turned up for the 26th edition of the SHM.

statement on corporate social responsibility

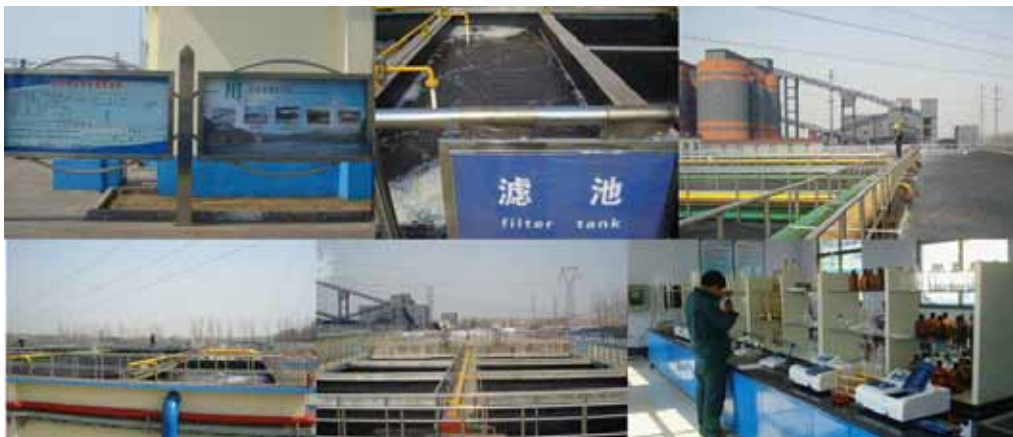
The Group also sponsored a charitable project organized by Rotary Club of Bukit Bintang entitled "Mission 70: Bridging the Divide". It was a youth transformation and mentoring programme which aims to transform the less fortunate, underprivileged and challenged youths from the Montfort Boys Town.

In addition to the above, the Group has also made donations to several charitable organization in Malaysia from time to time.



By virtue of the Group's operations and business undertakings carried out principally in the Shandong Province, China, the Group is conscious of the need to give back to the local community there. Our subsidiary, namely Linyi Yehua Coking Co., Ltd. ("Yehua") continues to adopt a policy of ensuring recruitment priority is given to the citizens of Linyi City, the area in which our plant is located. As a result, a substantial majority of our approximately 1,500 workforce are people from the Linyi area. Additionally, since 2009, Yehua had established collaboration with the Linyi Teachers' College to provide job attachments programme for technical training to the students in the chemistry faculty of the said college.

We endeavor to be an environmentally conscious Group. We take cognizance of the emissions from our plant and have taken the initiative to put in place environmentally protective measures and installed relatively advanced environmental protection equipment and mechanism to control the level of emissions released into the atmosphere. Additionally, we recycle the water used for the "quenching" process and have a waste water treatment plant within the vicinity to control the discharge of water pollutants and manage the water pollution level. We have spent approximately RMB65 million in 2009 to upgrade and further enhance the existing water treatment facility in order to ensure greater effectiveness and efficiency in the treatment of our waste water. The Group is committed towards careful use of natural resources such as water, in its effort to ensuring environmental sustainability.



statement on directors' responsibility

In accordance with the provisions of the Companies Act, 1965, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the applicable Malaysian Accounting Standards Board ("MASB") approved accounting policies, the Directors are required to prepare financial statements that give a true and fair view of the state of affairs of the Group and the Company as at the financial year and of the results and cash flows for that year then ended.

The Directors consider that in preparing the financial statements:-

- the Group and the Company have used appropriate accounting policies which are consistently applied;
- reasonable and prudent judgments and estimates were made; and
- all applicable MASB approved accounting standards in Malaysia have been followed.

The Directors are responsible for ensuring that the Group and the Company maintain proper accounting records which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 1965, the Listing Requirements of Bursa Securities and the applicable MASB Approved Accounting Standards in Malaysia.

The Directors have general responsibilities for taking such steps that are reasonably available to them to safeguard the assets of the Group, and to prevent and detect fraud and other irregularities.

This statement is made in accordance with a resolution passed at the Board of Directors' meeting held on 26 March 2014.

audit and risk management committee report

The Board of Sino Hua-An is pleased to present the report of Audit and Risk Management Committee of the Company for the financial year ended 31 December 2013.

The members of the Audit and Risk Management Committee are as follows:-

Chairman : **Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid**
Senior Director
Independent Non-Executive Director

Members : **Mr. Fu Qiang**
Independent Non-Executive Director

Ms. Lim See Tow
Independent Non-Executive Director

TERMS OF REFERENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

1. Composition

The Board shall appoint the Audit and Risk Management Committee members from amongst themselves, comprising no fewer than three (3) members, all of whom shall be non-executive directors, where the majority shall be independent directors.

In this respect, the Board adopts the definition of "independent director" as defined under the Listing Requirements of Bursa Securities.

All members of the Audit and Risk Management Committee should be financially literate and at least one (1) member:-

- (a) shall be a member of the Malaysian Institute of Accountants ("MIA"); or
- (b) if he is not a member of the MIA, he must have at least 3 years of working experience and:-
 - i. he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - ii. he must be a member of one (1) of the associations of the accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
- (c) fulfils such other requirements as prescribed by Bursa Securities.

No alternate director is appointed as a member of the Audit and Risk Management Committee.

Retirement and resignation

If a member of the Audit and Risk Management Committee resigns, dies, or for any reason ceases to be a member resulting in non-compliance to the composition criteria as stated above, the Board shall within three (3) months of the event appoint such number of the new members as may be required to fill the vacancy.

audit and risk management committee report

2. Chairman

The members of the Audit and Risk Management Committee shall elect a Chairman from amongst their member who shall be an Independent Non-Executive Director.

In the absence of the Chairman of the Audit and Risk Management Committee, the other members of the Audit and Risk Management Committee shall amongst themselves elect a Chairman who must be Independent Director to chair the meeting.

3. Secretary

The Secretary of the Audit and Risk Management Committee shall be the Company Secretary.

4. Terms of Office

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

5. Meetings

The Audit and Risk Management Committee shall meet regularly, with due notice of issues to be discussed, and shall record its conclusions in discharging its duties and responsibilities. In addition, the Chairman may call for additional meetings at any time at the Chairman's discretion.

Upon the request of the External Auditors, the Chairman of the Audit and Risk Management Committee shall convene a meeting of the Audit and Risk Management Committee to consider any matter the External Auditors believe should be brought to the attention of the directors or shareholders.

Notice of Audit and Risk Management Committee meetings shall be given to all the Audit and Risk Management Committee members unless the Audit and Risk Management Committee waives such requirement.

The Chairman of the Audit and Risk Management Committee shall engage on a continuous basis with Senior Management, such as the Chairman, Managing Director, Financial Controller, Head of Internal Audit and the External Auditors in order to be kept informed of matters affecting the Group.

The Financial Controller, the Head of Internal Audit and a representative of the External Auditors should normally attend the Audit and Risk Management Committee meetings. Other Board members and employees may attend Audit and Risk Management Committee meetings upon the invitation of the Audit and Risk Management Committee. However, the Audit and Risk Management Committee shall meet with the External Auditors without executive Board members present at least twice a year and whenever necessary.

Questions arising at any meeting of the Audit and Risk Management Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Audit and Risk Management Committee shall have a second or casting vote.

6. Minutes

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Audit and Risk Management Committee and also to the other members of the Board. The Audit and Risk Management Committee Chairman shall report on each meeting to the Board.

The minutes of the Audit and Risk Management Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

audit and risk management committee report

7. Quorum

The quorum for the Audit and Risk Management Committee meeting shall be the majority of members present whom must be independent directors.

8. Reporting

The Audit and Risk Management Committee shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Audit and Risk Management Committee shall report to the Board on any specific matters referred to it by the Board for investigation and report.

9. Circular Resolutions

A resolution in writing signed by a majority of the Audit and Risk Management Committee members shall be deemed valid and effectual as if it had been passed at a duly called and constituted meeting of the same. Any such resolution may be signed in counterparts by one (1) or more of its members, each of which shall be deemed to be an original, and such resolution shall be accepted as sufficiently signed by the member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message.

10. Objectives

The principal objectives of the Audit and Risk Management Committee is to assist the Board in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the holding company and each of its subsidiaries. In addition, the Audit and Risk Management Committee shall:-

- assess the risks inherent in the business and industry;
- ascertain the adequacy and effectiveness of the Group's control mechanism and risk mitigating strategies;
- oversee financial reporting;
- evaluate the internal and external audit process; and
- review conflict of interest situations and related party transactions.

11. Authority

The Audit and Risk Management Committee shall, in accordance with a procedure to be determined by the Board and at the expense of the Company:-

- (a) have explicit authority to investigate any activity within its terms of reference. All employees shall be directed to co-operate as requested by members of the Audit and Risk Management Committee;
- (b) have full and unlimited/unrestricted access to all information and documents/resources which are required to perform its duties as well as to the Internal and External Auditors and senior management of the Company and the Group;
- (c) obtain, at the expense of the Company, other independent professional advice or other advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary;
- (d) have direct communication channels with the External Auditors and person(s) carrying out the internal audit function or activity (if any); and
- (e) where the Audit and Risk Management Committee is of the view that the matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Audit and Risk Management Committee shall promptly report such matter to Bursa Securities.

audit and risk management committee report

12. Duties and Responsibilities

The duties and responsibilities of the Audit and Risk Management Committee are as follows:-

- (a) To review the quarterly and year-end financial statements of the Group, focusing particularly on:-
 - any change in accounting policies and practices;
 - significant adjustments arising from the audit;
 - the going concern assumption; and
 - compliance with accounting standards and other legal requirements.
- (b) To discuss issues and/or reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management), if any;
- (c) To review the External Auditor's management letter and management's response;
- (d) To do the following, in relation to the internal audit function:-
 - review the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review the internal audit plan, consider the internal audit reports and findings of the internal auditors, fraud investigations and actions and steps taken by Management in response to audit findings;
 - review any appraisal or assessment of the performance of members of the internal audit function;
 - approve any appointment or termination of senior staff members of the internal audit function; and
 - take cognizance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- (e) To monitor the integrity of the Company's financial statements;
- (f) To report its findings on the financial and management performance, and other material matters to the Board;
- (g) To consider the major findings of internal investigations and management's response;
- (h) To identify principal risks and ensure the implementation of appropriate systems to manage these risks;
- (i) To discuss with the External Auditors before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- (j) To consider the appointment of the External Auditors, the audit fee and any question of resignation or dismissal;

audit and risk management committee report

- (k) To establish policies governing the circumstances under which contracts for the provision of non-audit services can be entered into and procedures that must be followed by the External Auditors;
- (l) To assess and monitor the independence and qualification of the Company's independent auditor;
- (m) To review with the External Auditors his evaluation of the system of internal controls and his audit report;
- (n) To monitor the performance of the Company's internal audit function;
- (o) To determine the remit of the internal audit function;
- (p) To review the adequacy and effectiveness of risk management, internal control and governance systems;
- (q) To consider any related party transactions and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- (r) To verify the allocation of employees' share option scheme ("ESOS") in compliance with the criteria as stipulated in the by-laws of ESOS of the Company, if any;
- (s) To monitor the Company's compliance with relevant laws, regulations and code of conduct;
- (t) To consider other topics as defined by the Board; and
- (u) To consider and examine such other matters as the Audit Committee considers appropriate.

AUDIT AND RISK MANAGEMENT COMMITTEE MEETINGS

The Audit and Risk Management Committee held five (5) meetings during the financial year ended 31 December 2013. The record of attendance of the Audit and Risk Management Committee meetings is as follows:-

Details of attendance of Audit and Risk Management Committee Members

Name of Members	Date of Audit & Risk Management Committee Meetings				
	22.02.13	27.03.13	19.05.13	26.08.13	27.11.13
Y. Bhg. Dato' Mohd Shahr Bin Abdul Hamid	√	√	√	√	√
Ms. Lim See Tow	√	√	√	√	√
Mr. Fu Qiang	√	√	√	√	X

audit and risk management committee report

SUMMARY OF ACTIVITIES

During the financial year, the Audit and Risk Management Committee carried out the following activities:-

- (i) Reviewed the quarterly unaudited financial statements of the Group to recommend to the Board for approval;
- (ii) Reviewed the annual audited financial statements of the Company with the External Auditors prior to submission to the Board for their approval. The review was, inter-alia, to ensure compliance with:-
 - Provision of the Companies Act, 1965;
 - Listing Requirements of Bursa Securities;
 - Applicable approved accounting standards in Malaysia; and
 - Other legal and regulatory requirements.

In the review of the annual audited financial statements, the Audit and Risk Management Committee discussed with management and the External Auditors the accounting principles and standards that were applied and their judgment of the items that may affect the financial statements as well as issues and reservations arising from the statutory audit;

- (iii) Reviewed with the External Auditors:-
 - their audit plan, audit strategy and scope of work for the year;
 - the results of the annual audit, their audit report and management letter together with management's response to the findings of the External Auditors;
- (iv) Discussed the implications of any latest changes and pronouncements on Company and the Group issued by the statutory and regulatory bodies;
- (v) Reviewed the Circular to Shareholders in relation to Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed Renewal of Authority for Share Buy-Back of up to 10% of the issued and paid-up capital of the Company;
- (vi) Reviewed the recurrent related party transactions entered into between the Company and related parties; and
- (vii) Reviewed the quarterly Internal Auditor's Report.

INTERNAL AUDIT FUNCTION

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

The objective of the Group's internal audit function is to provide independent assurance to the Board that the Group's system of internal control is adequate and functioning as intended.

The Group's internal audit function consists of providing independent assurance on the adequacy and effectiveness of the risk management, internal control and governance processes and reports to the Audit and Risk Management Committee on a quarterly basis.

audit and risk management committee report

A structured risk assessment approach is used to examine all of the Group's activities and its inherent risks. Audits are prioritised according to an assessment of the potential risk exposures.

The internal audits cover the review of the adequacy of risk management, operational controls, compliance with established procedures, guidelines and statutory requirements, quality of assets, management efficiency and level of customer services, amongst others. These audits ensure that the instituted controls are appropriate, effectively applied and achieve acceptable risk exposures.

Internal audit function endeavors to monitor the risk governance framework and the risk management processes of the Group to ensure their adequacy and effectiveness. The total costs incurred for the internal audit function of the Group for the financial year 2013 amounted to RM60,817.

In conclusion, the Audit and Risk Management Committee is sufficiently supported by the internal audit function in the discharge of its duties and responsibilities. Further details on the internal audit function of the Group can be found in the Statement on Risk Management and Internal Control on page 26.

chairman's statement

“ On behalf of the Board of Directors of Sino Hua-An International Berhad, I am pleased to present the Annual Report together with the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2013. ”



Financial year 2013 overall has been a relatively interesting year for the Group. A ray of hope appears to have emerged and manifestations of resurgence both in the global economy and that of our metallurgical coke industry are seen peeking from the horizon.

Notwithstanding the seemingly resplendent landscape, it was however not entirely smooth sailing throughout the year for the Group as we had to contend with some vacillation in the metallurgical coke industry. Headwinds from what seemed to be remnants of the economic and financial exigencies from 2012 appear to have scuttled, albeit slightly, the recovery trend in the Group's financial performance. Such temporary setback stems primarily from China stepping up its efforts to remodel its economy by promoting domestic consumption at the expense of exports and investment as well as its intensifying initiative to rein in on its worrisome local government debt levels, runaway property prices, inflation and pollution, all of which have a stifling effect on the domestic economy. The anemic global demand for Chinese exports during the first half of 2013 aggravated the situation further. However, just as the engine of growth of the Chinese economy was appearing to be grinding to a halt, the Chinese Government launched a mini-stimulus in mid-2013 to jolt it back to life by way of injecting liquidity into the economy, re-loosening its monetary policies temporarily as well as heightening the spending on railway construction and other public and infrastructure works. Such measures have restored the Chinese domestic economy back in its track where growth accelerated to 7.8% and 7.5% in the third and fourth quarter respectively.

chairman's statement

Despite contrasting fortunes, the overall global economy appears to be on a surer footing towards the end of 2013. Of course for many countries, it was still a struggle, with the Eurozone in recession for much of the year and living standards in most of the developed world still below their 2007 peak. But by the end of the year, even the laggards had started to catch up, and for these countries, the long nightmare of recession, financial quandary and their aftermaths have begun to recede. The concerted efforts of central banks, particularly that in the US, Japan and Europe that showered money onto their economies and held interest rates low appears to have begun yielding the desired results enticing a recovery that had remained tepid for almost five years after the worst recession since the Great Depression.

As a result of the above, global growth for 2013 as a whole stood at 2.9%, with China continuing to be the vanguard to lead economic growth with 7.7%. US grew with a modest 2.7% while Japan and the EU at 2.4% and -0.3% respectively.

If the world economy in 2013 is to be succinctly described, it can be epitomized in two worthwhile anecdotes, notably (i) the structural shift from developed world towards the emerging world; and (ii) the cyclical climb out of a nasty recession. The first continued from the previous year (where emerging economies were seen to be at the driving seat while the more advanced and developed economies were embroiled in their respective crises), but at a slightly slower pace than before. Growth in China, at 7.7% might seem breathtakingly fast, but actually it was the slowest for 23 years. The pace of economic activity also generally slowed, but was still commendable, in other parts of Asia, Africa and Middle East with growth averaging around 5% or less. As for the second part, in the developed world what had started as an uneven and patchy recovery began to strengthen. The US, despite having to cope with feuding over its budget, seems to have sped up a little. It has been creating jobs and its housing market and Wall Street have moved up. In Europe, there was a better story too, though an uneven one. The north, led by Germany, had a solid year, reducing unemployment and boosting living standards. Across the Mediterranean the pattern was a little more disappointing, with Italy, Spain, Portugal and Greece all enduring a year of rising unemployment and uncertainties. However, the numbers have started to improve towards the end of 2013. Although in 2013, Europe and the euro are not completely out of trouble as yet, but the acute phase of their difficulties may appear to have passed.

Financial Performance and Operational Review

With the metallurgical coke industry on the mend, the Group had a generally commendable year for the financial year ended 31 December 2013, raking in a profit of RM15.344 million.

The Group registered a consolidated revenue of RM1.297 billion for the financial year ended 31 December 2013. This however represents a decrease of 3.05% from RM1.338 billion recorded in the preceding financial year. The fall in revenue was primarily attributed to a 12.08% decline in the average price of metallurgical coke from RMB1,636/tonne recorded in the financial year 2012 to RMB1,439/tonne this financial year as well as a slight decline in sales volume of approximately 2.83%. The extent of decline in the Group's revenue resulting from the easing of average price of metallurgical coke and fall in sales volume as mentioned above was however partly obviated by a sizeable increase in the overall contribution from the by-products of approximately 32.31%, stemming from robust pricing experienced in the majority of those by-products.

In tandem with the decrease in the average price of metallurgical coke, the average price for coking coal, being the primary raw material for the production of metallurgical coke, had also declined during the financial year ended 31 December 2013. With a decrease of about 14.92% seen in the average price of coking coal, the cost of sales recorded by the Group decreased to RM1.266 billion in this financial year under review, representing a decline of 10.26% from RM1.411 billion registered in the preceding financial year.

Based on the foregoing, the Group turned in a gross profit of RM30.936 million for this financial year ended 31 December 2013. With the inclusion of the Group's operating expenses (net of other income), the Group recorded a profit for the year amounting to RM15.344 million. This translates to an earnings per share of 1.37 sen.

As for the Group's financial position, it continued to show a relatively robust net assets position for the financial year ended 31 December 2013. Total assets of the Group stood at RM769.237 million while its total liabilities at only RM72.733 million. The Group's shareholders' fund was boosted by 12.2% from RM620.887 million to RM696.504 million in the financial year ended 31 December 2013 and this resulted from the profit generated during the year as well as a gain derived from foreign currency translation by virtue of the Renminbi strengthening against the Ringgit during the period.

chairman's statement

The Group continues to be in a net cash position with no external borrowings. The net assets per share of the Group stood at RM0.62 per share as at 31 December 2013.

Industry Overview and Future Outlook

Notwithstanding the fact that the Group managed to turn in an overall commendable financial performance in financial year 2013 as described above, we continue to adopt a cautiously optimistic stance moving forward. This is because there is a slew of contrasting views and interpretation of the seemingly capricious economic data being churned out periodically into the public domain.

On one side of the perspective, the World Bank reported that the storm clouds that have been hanging over the global economy in recent years are expected to gradually recede in 2014, with prospects improving for the US, European Union and the Asia Pacific. After years of recession, financial crisis, fiscal wars and a patchwork recovery, there remains only a few dark clouds on the horizon for the global economy. This was the conclusion of the World Bank's global forecast which was released in mid-January 2014. The Bank's economists expect growth to increase to 3.2% in 2014 from 2.9% in 2013 and to maintain that level for the next two years with economic growth showing some increase in all four of the world's largest economies, notably the US, EU, China and Japan.

The economic performance of advanced economies is slowly gaining momentum and this should provide some support to developing countries to chart some growth themselves. Based on economic data (available at the time of writing), the beleaguered euro area seems to have turned a corner and policy and financial uncertainty in the region have significantly eased. Ireland (which has exited its bailout program), Portugal and Spain have started growing again, albeit modestly, and the pace of contraction seems to have slowed in Greece and Italy. The monthly Eurostat report shows that factories in the Eurozone have begun to ramp up output towards the end of last year and such trend appears to be continuing moving into 2014. In the US, federal budget cuts are expected to have a smaller effect on growth in the coming future and uncertainty stemming from Washington, capped last fall when the federal government shut down over a budget impasse, is expected to pose less of a problem too. Furthermore, even Japan has been jolted out of its long slump by aggressive monetary and fiscal stimulus, colloquially called "Abenomics", that is helping to bring more balance to the global economy. China will again continue to be at the forefront leading the resurrection of the world economy in 2014 with its GDP expected growth of not less than 7.2%, helped by stronger growth in exports and continued robust domestic consumer demand. The outlook for a sustained strong Chinese economy is also supported by continued large-scale infrastructure spending on urban development and transportation networks, including a major new investment program for the development of "smart cities" in China. Two key megatrends that will support Chinese economic growth over the medium term are the sustained strong growth of Chinese consumer spending, assisted by growing household disposable incomes and the continued urbanization of China, with another 300 million people projected to live in urbanized areas by 2030.

On the contrasting side of the perspective however, there are reports which seem to suggest that it is not necessarily all clear sailing ahead. Although "green shoots" are seen sprouting, perceivably a manifestation of better times ahead, we take cognizance of the fact that there are still shadows of dark clouds hovering on the horizon. The US Federal Reserve's much talked about tapering of QE poses one of the most significant risks for the global economy this year, according to World Bank. Some lower-income economies may suffer from capital flight, reduced inflows of investment should interest rates rise and this could lead to defaults and domestic economic turbulence. Already an article from the Wall Street Journal reported in February 2014 that there were signs of tumbling stock prices around the world, disappointing economic reports in the US and China, hasty interest rate increases in major developing countries including Turkey, India and South Africa and Argentina, and whispers of disappointment in corporate earnings. These may be a harbinger to the possibility that the global economy may be faltering and not as rosy as it seemed to be at the start of 2014.

Additional headwind is also seen to be emanating on the political front, particularly in the Asia-Pacific region with India, Indonesia and Thailand scheduled to face their respective national elections this year. However, economists at the World Bank as well as numerous other analysts share the view that the Fed's so-called tapering and the geopolitical winds from Asia-Pacific will not be too potent a threat that will push global growth completely off its path.

chairman's statement

Notwithstanding the emergence of several seemingly “disappointing” economic data of late describing the economy of China, we need to appreciate that such postulation is made in comparison to the decades of double digit growth charted by China in its recent prior years. The current leadership of China appreciates the need to continue maintaining a certain minimum level of economic growth domestically vis-à-vis its endeavour to remodel the structure of its economy, control pollution level as well as addressing its huge local government debts and shadow banking activities. Accordingly, the leadership of China has implied that an economic growth of around 7% for the immediate years ahead is a given.

China's economy is huge and so is its liquidity reserves to keep its economy humming. China's GDP currently stands at roughly USD9 trillion, making its economy comfortably more than half the size of the US. That is more than three times the size of France or the UK and surpassing Japan by half as well as that of Brazil, Russia and India combined. With GDP growth of around 7%, inflation running at about 3% and a currency that is rising moderately against the US dollar, China is adding about USD1 trillion a year to global GDP. China's supposed economic slowdown to 7.5% in the final quarter of 2013 was not wholly unexpected, rather it was well sign-posted by a sharp slowdown in leading indicators. Those measures, including monetary growth and electricity usage however are no longer flashing red. Coincident indicators such as the Purchasing Managers' Index have also picked up momentum. Broad based domestic consumption has also held up well despite the fall in the trend of industrial production. Analysts from Bloomberg have tracked the trend of retail sales and consumption, adjusted for inflation and relative to the trend of industrial production, and have found that although not moving in a straight line, this indicator has been generally rising for three years. This could be a testimony that the rebalancing of China's economic structure is yielding the desired results. Another is the decline in the current account surplus to about 3% of GDP. Reducing the external surplus from more than 10% of GDP before 2008 to about 3% now – while limiting the fall in growth from 10% to about 7% – is quite a commendable balancing act.

As such, we are therefore inclined to believe that China will not experience any “hard landing”. Be that as it may, we are hopeful that the green shoots beginning to sprout at the moment do not turn into brown stubble, this time around.

A Note of Appreciation

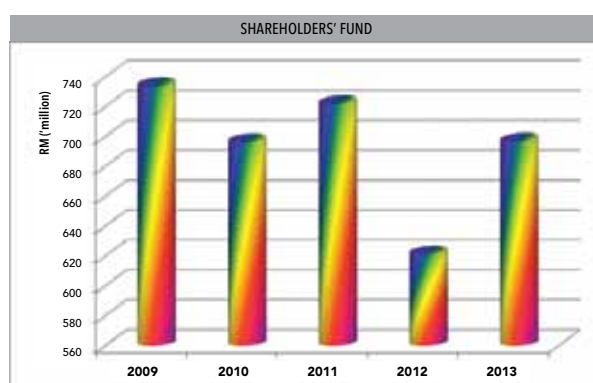
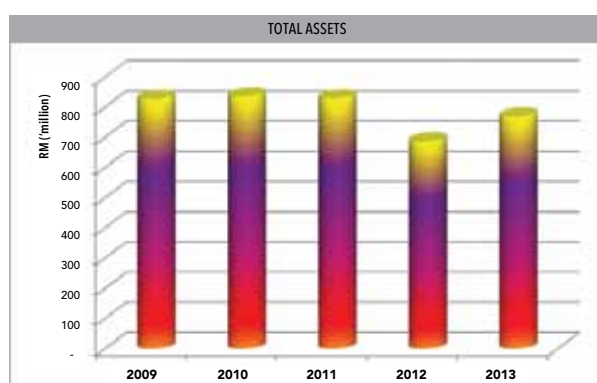
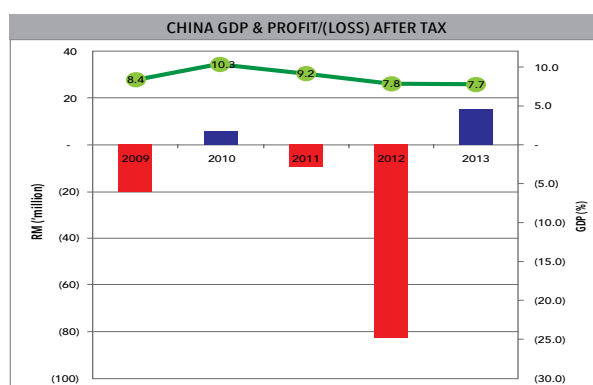
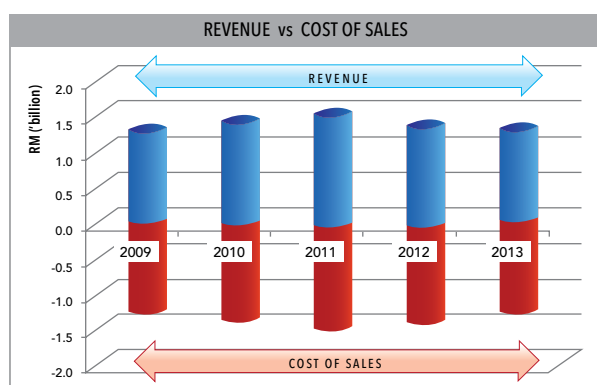
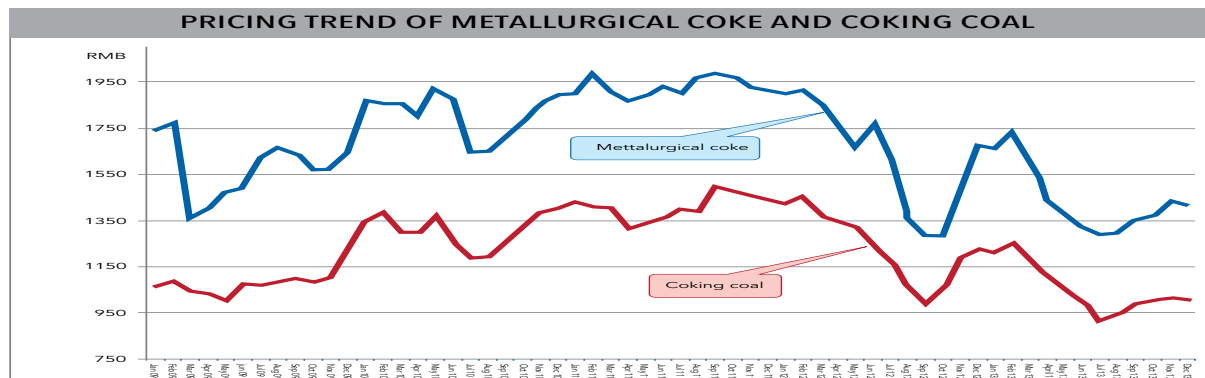
Based on the foregoing and barring any unforeseen turn of events, the Board is looking forward to a more sustained and robust business environment in the metallurgical coke industry for the ensuing financial years. With the support from my fellow Board members and management team, we are optimistic that the Group will be able to continuously create value for our shareholders.

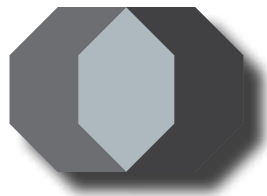
Towards this end, on behalf of the Board of Directors, I would like to record my gratitude to our loyal customers, suppliers, business partners and shareholders for their continuous support and confidence in the Group.

A special note of appreciation goes to the management team and employees of the Group for their relentless commitment, dedication, hard work and unwavering loyalty in ensuring the Group's continued success.

Y.A.M. TUNKU NAQUIYUDDIN IBNI TUANKU JA'AFAR
(DK, DKYR, SPNS, SPMP, PPT)
Executive Chairman

historical financial results





Sino Hua-An International Berhad
(732227-T)



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directors' report

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiary companies are disclosed in Note 5 to the financial statements.

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

FINANCIAL RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	15,344	13,802

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

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

DIVIDENDS

No dividend has been paid or declared by the Company since the end of the previous financial year.

The Board of Directors does not recommend any dividend to be paid for the financial year under review.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

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

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year under review.

directors' report

DIRECTORS

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

Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar
Liu Guodong
Cedric Choo Sia Teik
Y. Bhg. Dato' Mohd Shahar Bin Abdul Hamid
Lim See Tow
Fu Qiang
Liu Xueqiang (Appointed on 27 February 2014)
Zhu Qinghua (Resigned on 5 December 2013)

DIRECTORS' INTERESTS

According to the register of Directors' shareholdings, particulars of interests of Directors who held office at the end of the financial year in share and options over share in the Company are as follows:-

	Number of ordinary shares of RM0.50 each			
	At 1.1.2013	Acquired	Disposed	At 31.12.2013
Sino Hua-An International Berhad				
Direct interest				
Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar	12,073,700	—	—	12,073,700
Liu Guodong	178,000,057	—	—	178,000,057
Indirect interest				
Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar ⁽¹⁾	304,492,259	—	—	304,492,259

⁽¹⁾ Deemed interested by virtue of his interest in Rock Point Alliance Sdn Bhd, Syarikat Pesaka Antah Sdn Bhd and Syarikat Pesaka Radin Sdn Bhd and deemed interested by virtue of his family relationship with the relevant persons.

By virtue of their interests in the shares of the Company, Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar and Liu Guodong are deemed to have interests in the shares of all its subsidiary companies to the extent the Company has an interest.

Other than as disclosed above, according to the register of Directors' shareholdings, the Directors in office at the end of the financial year did not hold any interest in shares and options over shares in the Company or shares, options over shares and debentures of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Group and of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements) 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 as disclosed in Note 25 to the financial statements.

There were no arrangements during and at the end of the financial year which had the object of enabling the 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.

directors' report

OTHER STATUTORY INFORMATION

- (a) Before the statements of profit or loss and other comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:-
- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances:-
- (i) that would render the amount written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
 - (ii) that would render the values 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.
- (c) No contingent or other liabilities have become enforceable, or are 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 Company or its subsidiary companies to meet their obligations as and when they fall due.
- (d) At the date of this report, there does not exist:-
- (i) any charge on the assets of the Company or its subsidiary companies which has arisen since the end of the financial year which secures the liabilities of any other person; and
 - (ii) any contingent liability in respect of the Company or its subsidiary companies which has arisen since the end of the financial year.
- (e) In the opinion of the Directors:-
- (i) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
 - (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

directors' report

AUDITORS

The auditors, Morison Anuarul Azizan Chew, have expressed their willingness to accept re-appointment.

Signed in accordance with a resolution of the Directors.

**Y.A.M. TUNKU NAQUIYUDDIN
IBNI TUANKU JA'AFAR**

LIU GUODONG

KUALA LUMPUR
26 March 2014

statement by directors

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

We, **Y.A.M. TUNKU NAQUIYUDDIN IBNI TUANKU JA'AFAR** and **LIU GUODONG**, being two of the Directors of **SINO HUA-AN INTERNATIONAL BERHAD**, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 51 to 89 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2013 and of their financial performance and the cash flows for the financial year then ended.

The information set out in Note 29 to the financial statements have been prepared in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed in accordance with a resolution of the Directors.

**Y.A.M. TUNKU NAQUIYUDDIN
IBNI TUANKU JA'AFAR**

LIU GUODONG

KUALA LUMPUR
26 March 2014

statutory declaration

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

I, **FOONG CHONG THONG**, being the officer primarily responsible for the financial management of **SINO HUA-AN INTERNATIONAL BERHAD**, do solemnly and sincerely declare that the financial statements set out on pages 51 to 89 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)
abovenamed **FOONG CHONG THONG** at)
KUALA LUMPUR in the Federal Territory this)
26 March 2014)

FOONG CHONG THONG

Before me,

COMMISSIONER FOR OATHS

independent auditors' report

to the members of sino hua-an international berhad

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Sino Hua-An International Berhad, which comprise the statements of financial position as at 31 December 2013 of the Group and of the Company, and the 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 notes, as set out on pages 51 to 89.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. These standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of 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 the 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 entity's preparation of the 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 involves 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 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 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 on 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 by its subsidiary of which we acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the accounts and the auditors' reports of all the subsidiaries which we have not acted as auditors, which are indicated in Note 5 to the financial statements.

independent auditors' report

- (c) We are satisfied that the accounts 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 as required by us for those purposes.
- (d) The audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

OTHER REPORTING RESPONSIBILITIES

The supplementary information set out in Note 29 is disclosed to meet the requirements 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 solely made 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 any responsibility to any other person for the content of this report.

MORISON ANUARUL AZIZAN CHEW

Firm Number: AF 001977

Chartered Accountants

TAN POH LING

Approved Number: 2564/03/15 (J)

Partner of Firm

KUALA LUMPUR

26 March 2014

statements of financial position

as at 31 december 2013

		Group		Company	
	Note	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Non-Current Assets					
Property, plant and equipment	3	364,937	362,557	8	31
Prepaid lease payments	4	30,274	27,989	–	–
Investment in subsidiary companies	5	–	–	904,908	904,908
Goodwill on consolidation	6	107,818	107,518	–	–
		503,029	498,064	904,916	904,939
Current Assets					
Inventories	7	104,917	71,770	–	–
Trade receivables	8	62,155	34,518	–	–
Other receivables	9	16,850	42,649	64	64
Tax recoverable		15,137	15,171	–	–
Amount owing by related parties	10	34,951	8,066	–	–
Amount owing by a subsidiary company	11	–	–	229,113	212,389
Cash and cash equivalents	12	32,198	16,468	881	571
		266,208	188,642	230,058	213,024
Current Liabilities					
Trade payables	13	53,749	52,012	–	–
Other payables	14	18,699	12,960	100	100
Amount owing to related parties	10	–	289	–	–
Amount owing to a director		2	–	–	–
Amount owing to a subsidiary company	11	–	–	9,699	6,490
Borrowings	15	283	294	–	–
		72,733	65,555	9,799	6,590
Net current assets		193,475	123,087	220,259	206,434
		696,504	621,151	1,125,175	1,111,373
Financed By:					
Share capital	16	561,154	561,154	561,154	561,154
Reserves	17	(87,940)	(148,213)	553,891	553,891
Retained profits/ (Accumulated losses)		223,290	207,946	10,130	(3,672)
Total equity		696,504	620,887	1,125,175	1,111,373
Non-Current Liability					
Borrowings	15	–	264	–	–
		696,504	621,151	1,125,175	1,111,373

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

statements of profit or loss and other comprehensive income

for the financial year ended 31 december 2013

		Group		Company	
	Note	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	18	1,297,338	1,338,222	–	–
Cost of sales		(1,266,402)	(1,411,175)	–	–
Gross profit/(loss)		30,936	(72,953)	–	–
Other operating income		596	5,158	15,792	13
Administration and operating expenses		(16,155)	(15,061)	(1,990)	(9,722)
Finance cost	19	(33)	(5)	–	–
Profit/(Loss) before taxation	20	15,344	(82,861)	13,802	(9,709)
Taxation	21	–	–	–	–
Profit/(Loss) for the financial year		15,344	(82,861)	13,802	(9,709)
Other comprehensive income/(loss):					
Items that may be reclassified subsequently to profit or loss					
Exchange differences arising from translation of foreign operations		60,273	(17,872)	–	–
Total comprehensive income/(loss) for the financial year		75,617	(100,733)	13,802	(9,709)
Net profit/(loss) for the financial year attributable to:					
Equity holders of the Company		15,344	(82,861)	13,802	(9,709)
Total comprehensive income/(loss) for the financial year attributable to:					
Equity holders of the Company		75,617	(100,733)	13,802	(9,709)
Earnings/(loss) per share attributable to equity holders of the Company (sen):					
Basic and diluted	23	1.367	(7.383)		

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

statements of changes in equity

for the financial year ended 31 december 2013

	Attributable to Equity Holders of the Company						
	Non-Distributable				Distributable		Total Equity RM'000
	Share Capital RM'000	Share Premium RM'000	Reverse Acquisition Reserve RM'000	Foreign Currency Translation Reserve RM'000	Statutory Common Reserve Fund RM'000	Retained Profits RM'000	
Group							
At 1 January 2012	561,154	553,891	(799,823)	66,233	49,358	290,807	721,620
Loss for the financial year	-	-	-	-	-	(82,861)	(82,861)
Other comprehensive expense:							
- Exchange differences arising from translation of foreign operations	-	-	-	(17,872)	-	-	(17,872)
Total comprehensive expense for the financial year	-	-	-	(17,872)	-	(82,861)	(100,733)
At 31 December 2012	561,154	553,891	(799,823)	48,361	49,358	207,946	620,887
At 1 January 2013	561,154	553,891	(799,823)	48,361	49,358	207,946	620,887
Profit for the financial year	-	-	-	-	-	15,344	15,344
Other comprehensive income:							
- Exchange differences arising from translation of foreign operations	-	-	-	60,273	-	-	60,273
Total comprehensive income for the financial year	-	-	-	60,273	-	15,344	75,617
At 31 December 2013	561,154	553,891	(799,823)	108,634	49,358	223,290	696,504

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

statements of changes in equity

	Share Capital RM'000	Non- Distributable Share Premium RM'000	Distributable Retained Profits/ (Accumulated Loss) RM'000	Total RM'000
Company				
At 1 January 2012	561,154	553,891	6,037	1,121,082
Loss for the financial year	–	–	(9,709)	(9,709)
At 31 December 2012	561,154	553,891	(3,672)	1,111,373
At 1 January 2013	561,154	553,891	(3,672)	1,111,373
Profit for the financial year	–	–	13,802	13,802
At 31 December 2013	561,154	553,891	10,130	1,125,175

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

statements of cash flows

for the financial year ended 31 december 2013

		Group		Company	
	Note	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash flows from operating activities					
Profit/(Loss) before taxation		15,344	(82,861)	13,802	(9,709)
Adjustments for:					
Depreciation of property, plant and equipment	3	40,940	38,898	23	31
Amortisation of prepaid lease payments		888	853	–	–
Property, plant and equipment written off		482	–	–	–
Reversal of impairment loss on trade receivables		–	(393)	–	–
Unrealised exchange (gain)/loss		–	–	(15,780)	7,787
Interest income		(167)	(157)	(13)	(13)
Interest expense		33	5	–	–
Operating profit/(loss) before working capital changes		57,520	(43,655)	(1,968)	(1,904)
(Increase)/Decrease in working capital:					
Inventories		(33,147)	27,819	–	–
Trade receivables		(27,637)	33,665	–	–
Other receivables		25,799	8,044	–	–
Amount owing by/to related parties		(27,174)	10,218	–	–
Amount owing by/to a subsidiary company		–	–	2,265	2,167
Amount due to a director		2	–	–	–
Trade payables		1,737	(37,875)	–	–
Other payables		5,739	1,782	–	–
Foreign exchange reserve		–	1,267	–	–
Cash generated from operations		2,839	1,265	297	263
Interest paid		–	(5)	–	–
Tax paid		–	(4,958)	–	–
Net cash generated from/(used in) operating activities		2,839	(3,698)	297	263

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

statements of cash flows

		Group		Company	
	Note	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash flows from investing activities					
Purchase of property, plant and equipment		(4,453)	(2,149)	--	–
Interest received		167	157	13	13
Net cash (used in)/ generated from investing activities		(4,286)	(1,992)	13	13
Cash flows from financing activity					
Repayment of finance lease		(308)	(51)	–	–
Net cash used in financing activity		(308)	(51)	–	–
Net (decrease)/ increase in cash and cash equivalents		(1,755)	(5,741)	310	276
Effects of foreign exchange rate changes		17,485	(807)	–	–
Cash and cash equivalents at beginning of the financial year		16,468	23,016	571	295
Cash and cash equivalents at end of the financial year		32,198	16,468	881	571
Cash and cash equivalents at end of the financial year comprises:					
- Deposits with licensed banks		869	563	869	563
- Cash and bank balances		31,329	15,905	12	8
		32,198	16,468	881	571

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

notes to the financial statements

1. CORPORATE INFORMATION

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiary companies are disclosed in Note 5 to the financial statements.

The Company is a public limited liability company, incorporated under the Companies Act, 1965 and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

The principal place of business of the Company is located at Suite No. 9-8, Level 9 Wisma UOA Damansara II, No.6, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur.

The financial statements of the Group and of the Company for the financial year ended 31 December 2013 were authorised for issue in accordance with a resolution of the Board of Directors dated 26 March 2014.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

The financial statements of the Group and of the Company have been prepared on the historical cost convention unless otherwise indicated in the significant accounting policies below and in compliance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

The preparation of financial statements in conformity with MFRS requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. It also requires Directors to exercise their judgment in the process of applying the Group and Company's accounting policies. Although these estimates and judgment are based on the Directors' best knowledge of current events and actions, actual results may differ. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2(c).

Accounting standards, amendments to accounting standards and interpretations that are effective for the Group and the Company's financial year beginning on or after 1 January 2013 are as follows:-

- MFRS 10, "Consolidated Financial Statements"
- MFRS 11 "Joint arrangements"
- MFRS 12, "Disclosures of Interests in Other Entities"
- MFRS 13, "Fair Value Measurement"
- The revised MFRS 127, "Separate Financial Statements"
- The revised MFRS 128, "Investments in Associates and Joint Ventures"
- Amendments to MFRS 101 "Presentation of items of other comprehensive income"
- Amendment to MFRS 119, "Employee benefits"
- Amendment to MFRS 7, "Financial Instruments: Disclosures"
- Amendments to MFRS 10, 11 & 12 "Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance"
- Annual improvements 2009 – 2011 Cycle
- IC Interpretation 20 "Stripping costs in the production phase of a surface mine"

The impact of the above accounting standards, amendments to accounting standards and interpretation effective during the financial year is not material to the financial results and position of the Group and the Company.

notes to the financial statements

The Group has decided to early adopt the amendments to MFRS 136 "Impairment of assets" which removed certain disclosures relating to the recoverable amount of CGUs which had been included in MFRS 136 by the adoption of MFRS 13.

Accounting standards, amendments to accounting standards and interpretations that are applicable for the Group and the Company in the following periods but are not yet effective:-

Financial year beginning on/after 1 January 2014

Amendments to MFRS 132 Financial Instruments: Presentation

These amendments clarifies the meaning of "currently has a legally enforceable right of set-off" that the right of set-off must be available today (not contingent on a future event) and legally enforceable for all counterparties in the normal course of business and is not contingent on a future event. It clarifies that some gross settlement mechanisms with features that are effectively equivalent to net settlement will satisfy the MFRS 132 offsetting criteria.

IC Interpretation 21 Levies

This Interpretation provides guidance that accounting for an obligation to pay a levy that is not income tax. The interpretation clarifies that a liability to pay a levy is recognised when the obligating event occurs. Obligating event is the event identified by the legislation that triggers the payment of the levy.

Financial year beginning on/after 1 January 2015

MFRS 9 Financial Instruments

This Standard addresses the classification and measurement of financial assets and financial liabilities. All financial assets shall be classified into two measurement categories: those measured as at fair value and those measured at amortised cost at initial recognition. This classification depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the instrument. The Standard retains most of the MFRS 139 requirements for financial liabilities. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income, unless this creates an accounting mismatch.

The impact of MFRS 9 is still being assessed. Aside from the above mentioned, the adoption of the accounting Standards, amendments to accounting standards and interpretations are not expected to have a material impact to the financial statements of the Group and the Company.

Accounting standards, amendments to accounting standards and interpretations that are not relevant and not yet effective for the Group and the Company are as follows:-

- Amendments to MFRS 139 Novation of Derivatives and Continuation of Hedge Accounting
- Amendments to MFRS 10, MFRS 12 and MFRS 127 "Investment Entities"

(b) Functional and presentation currency

Items included in the financial statements the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency.

notes to the financial statements

(c) Significant accounting estimates and judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on historical experience and other relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

(i) Depreciation of property, plant and equipment

The costs of property, plant and equipment of the Group and of the Company are depreciated on a straight-line basis over the useful lives of the assets. Management estimates the useful lives of the property, plant and equipment as disclosed in Note 2(g)(ii). These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could have impact on the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amounts of the Group's and of the Company's property, plant and equipment at 31 December 2013 are disclosed in Note 3 to the financial statements.

(ii) Impairment of goodwill on consolidation

The Group determines whether goodwill is impaired at least on an annual basis, in accordance with the accounting policy disclosed in Note 2(j). This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of the Group's goodwill on consolidation at 31 December 2013 are disclosed in Note 6 to the financial statements.

(iii) Income taxes

The Group has exposure to income taxes in numerous jurisdictions. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgement is involved especially in determining tax base allowances and deductibility of certain expenses in determining the Group-wide provision for income taxes. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will have impact on the income tax and deferred tax provisions in the period in which such determination is made.

(iv) Impairment of loans and receivables

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. Objective evidence of impairment is determined based on the evaluation of collectability and aged analysis of accounts. A considerable amount of judgement is required in assessing the ultimate realisation of these loans and receivables, including the current creditworthiness and the past collection history of each loan and receivable. If the financial conditions of loans and receivables with which the Group deals were to deteriorate, resulting in an impairment of the ability to make payments, additional impairment may be required.

notes to the financial statements

(d) Reverse acquisition

The Company completed the acquisition of the entire equity interest in PIPO and its subsidiary ("PIPO Group") via the issuance of 800,000,000 new ordinary shares of RM0.50 each in the Company at an issue price of RM1.00 per share on 26 March 2007.

Upon completion of the acquisition of PIPO, the Company became the legal holding company of PIPO. Due to the relative values of PIPO and the Company, the former shareholders of PIPO became the majority shareholders through the issuance of 800,000,000 new ordinary shares of RM0.50 each at an issue price of RM1.00 per share in the Company, controlling about 88% of the issued and paid-up share capital of the Company. Further, the Company's continuing operations and key executive management are those of PIPO. Accordingly, the substance of the business combination is that PIPO acquired the Company in a reverse acquisition.

MFRS 3 requires that the consolidated financial statements are issued under the name of the legal holding company, though they are a continuation of the financial statements of the legal subsidiary. In order to comply with MFRS 3, the following have been reflected in the consolidated financial statements:-

- (i) the assets and liabilities of the Company and PIPO Group have been recognised at their book values immediately prior to the reverse acquisition;
- (ii) the pre-acquisition retained earnings recognised in the consolidated financial statements are those of PIPO Group;
- (iii) the amount recognised as issued equity instruments in the consolidated financial statements is the sum of:
 - the issued and paid-up share capital of PIPO immediately before the reverse acquisition; and
 - the cost of achieving the combination;
- (iv) the equity structure appearing in these consolidated financial statements (i.e. the number and type of equity instruments issued) reflects the equity structure of the Company.

(e) Basis of consolidation for subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Group. The group controls an entity when the group is exposed to, 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.

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 in circumstances where the size of the Group's voting rights relative to the size and dispersion of holdings of other shareholders to direct the activities of the investee that significantly affect the investee's return.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Business combinations are accounted for using the acquisition method on the acquisition date. The consideration transferred includes the fair value of assets transferred, equity interest issued by the Group and liabilities assumed. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

notes to the financial statements

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets. Acquisition-related costs are recognised in the profit or loss as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recognised as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Inter-company transactions, balances and unrealised gains and losses on transactions between group companies are eliminated. Accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the policies adopted by the Group.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions. Any difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities, any non-controlling interests and other components of equity related to the disposed subsidiary. Any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset depending on the level of influence retained.

(f) Investments in subsidiaries

In the Company's separate financial statements, investments in subsidiaries are carried at cost less accumulated impairment losses. On disposal of investments in subsidiaries, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

(g) Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

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.

Gains and losses on disposals are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised in net in the profit or loss.

notes to the financial statements

(ii) Depreciation and impairment

Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use. Other property, plant and equipment are depreciated on the straight line method to allocate the cost to their residual values over their estimated useful lives as follows:-

Building	20 years
Plant and machinery	10 years
Office furniture and equipment	5 years
Motor vehicles	5 years

Depreciation methods, useful lives and residual values are reviewed at end of each reporting period, and adjusted as appropriate.

At the end of the reporting period, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount in accordance with accounting policy Note 2(k).

(h) Lease

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate of interest on the remaining balance of the liability. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

(i) Prepaid lease payments

Leasehold land that normally has an indefinite economic life and its risk and rewards incidental to ownership is not transferred to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as prepaid lease payments that is amortised over the lease term.

(j) Goodwill arising on consolidation

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

notes to the financial statements

(k) Impairment of non-financial assets

Assets that have an indefinite useful life, such as goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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.

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 profit or loss unless it reverses a previous revaluation in which it is charged to the revaluation surplus. 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 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 financial year in which the reversals are recognised.

(l) Inventories

Inventories comprising raw material, work-in-progress and finished goods are valued at the lower of cost and net realisable value after adequate allowance has been made for all deteriorated, damaged, obsolete or slow-moving inventories.

Cost is determined using the weighted average cost method. The cost of work-in-progress and finished goods comprise cost of raw materials, direct labour, other direct costs and appropriate proportions of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

(m) 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 with original maturities of three month or less, and are used by the Group and the Company in the management of their short term commitments. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(n) Provisions for liabilities

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

notes to the financial statements

(o) Foreign currencies

(i) Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary items denominated in foreign currencies measured at fair value are translated using the spot exchange rates at the date when the fair value was determined. Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss, except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income.

(ii) Foreign operations

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

- assets and liabilities of foreign operations are translated at the closing rate prevailing at the reporting date;
- income and expenses for each statement of profit and loss and other comprehensive income presented are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and
- all resulting exchange differences are taken directly to other comprehensive income through the translation reserve.

On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

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 through the translation reserve.

(p) Financial assets

(i) Classification

The Group classifies its financial assets based on the purpose for which the financial assets were acquired at initial recognition in the following categories:-

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 a designated and effective hedging instrument) or financial assets that are specifically designated into this category upon initial recognition.

notes to the financial statements

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period, which are classified as current assets.

Available-for-sale financial assets

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

They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

(ii) Recognition and initial measurement

Regular purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset.

Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in profit or loss.

(iii) Subsequent measurement

Gains and losses

Financial assets at fair value through profit or loss and available-for-sale financial assets are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets at fair value through profit or loss, including the effects of currency translation, interest and dividend income are recognised in profit or loss in the period in which the changes arise.

Changes in the fair value of available-for-sale financial assets are recognised in other comprehensive income. Impairment losses and exchange differences on monetary assets are recognised in profit or loss, whereas exchange differences on non-monetary assets are recognised in other comprehensive income as part of fair value change.

Interest and dividend income on available-for-sale financial assets are recognised separately in profit or loss. Interest on available-for-sale debt securities calculated using the effective interest method is recognised in profit or loss. Dividend income on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payments is established.

notes to the financial statements

Impairment of financial assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. For an equity instrument, a significant or prolonged decline in fair value below its cost is also considered objective evidence of impairment.

An impairment loss in respect of loans and receivables and held-to-maturity investments 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 available-for-sale financial assets is recognised in profit or loss and is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortization) and the asset's current fair value, less any impairment loss previously recognised. Where a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income, the cumulative loss in other comprehensive income is reclassified from equity to profit or loss.

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 financial 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 profit or loss.

If, in a subsequent period, the fair value of a financial asset measured at amortised cost 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 profit or loss.

(iv) De-recognition

Financial assets are de-recognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Receivables that are factored out to banks and other financial institutions with recourse to the Group are not derecognised until the recourse period has expired and the risks and rewards of the receivables have been fully transferred. The corresponding cash received from the financial institutions is recorded as borrowings.

When available-for-sale financial assets are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss.

(q) Financial liabilities

Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in profit or loss.

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

notes to the financial statements

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.

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

(r) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount presented in the statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(s) Revenue recognition

Sale of goods

The Group is engaged in manufacturing and sale of metallurgical coke and other related by-products. Sales of goods is recognised when significant risk and rewards have been transferred to the buyer at the fair value of consideration received or receivable, net of discounts, returns and rebates, if any.

Interest income

Interest income is recognised as it accrues using effective interest method in profit or loss.

Dividend income

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

(t) Income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

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 financial years.

Deferred tax is recognised, using the liability method, on temporary differences arising between the amounts attributed to assets and liabilities for tax purposes and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

(u) Employee benefits

(i) Short term employee benefits

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

notes to the financial statements

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the reporting date.

(ii) **Defined contribution plans**

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. The Group contributes to the statutory pension schemes as defined by the laws of the countries in which it has operations.

(v) **Equity instruments**

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

(w) **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting and are regularly reviewed by the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

notes to the financial statements

3. PROPERTY, PLANT AND EQUIPMENT

Group	Building RM'000	Plant and machinery RM'000	Office furniture and equipment RM'000	Motor vehicles RM'000	Construction work-in- progress RM'000	Total RM'000
Cost						
At 1 January 2013	312,854	272,728	951	4,037	344	590,914
Additions	–	129	8	–	4,316	4,453
Transfers	2,842	1,096	345	–	(4,283)	–
Written off	–	(1,385)	(7)	(149)	–	(1,541)
Exchange differences	36,047	31,424	92	465	39	68,067
At 31 December 2013	351,743	303,992	1,389	4,353	416	661,893
Accumulated depreciation						
At 1 January 2013	88,434	136,569	686	2,668	–	228,357
Charge for the financial year	15,297	25,227	177	239	–	40,940
Written off	–	(920)	(6)	(133)	–	(1,059)
Exchange differences	11,099	17,226	72	321	–	28,718
At 31 December 2013	114,830	178,102	929	3,095	–	296,956
Cost						
At 1 January 2012	322,487	280,059	884	3,107	–	606,537
Additions	–	633	92	722	1,311	2,758
Transfers	141	524	–	302	(967)	–
Written off	–	–	(3)	–	–	(3)
Exchange differences	(9,774)	(8,488)	(22)	(94)	–	(18,378)
At 31 December 2012	312,854	272,728	951	4,037	344	590,914
Accumulated depreciation						
At 1 January 2012	76,183	116,381	586	2,680	–	195,830
Charge for the financial year	14,660	24,048	120	70	–	38,898
Written off	–	–	(3)	–	–	(3)
Exchange differences	(2,409)	(3,860)	(17)	(82)	–	(6,368)
At 31 December 2012	88,434	136,569	686	2,668	–	228,357
Carrying amount						
At 31 December 2013	236,913	125,890	460	1,258	416	364,937
Carrying amount						
At 31 December 2012	224,420	136,159	265	1,369	344	362,557

Included in the property, plant and equipment of the Group are motor vehicles acquired under lease financing with carrying amount of RM747,000 (2012: RM820,000).

notes to the financial statements

Company	Office furniture and equipment RM'000
Cost	
At 1 January 2013/31 December 2013	160
Accumulated depreciation	
At 1 January 2013	129
Charge for the financial year	23
At 31 December 2013	152
Cost	
At 1 January 2012/31 December 2012	160
Accumulated depreciation	
At 1 January 2012	98
Charge for the financial year	31
At 31 December 2012	129
Carrying amount	
At 31 December 2013	8
Carrying amount	
At 31 December 2012	31

4. PREPAID LEASE PAYMENTS

	2013 RM'000	Group 2012 RM'000
Cost		
At 1 January	33,365	34,408
Exchange differences	3,845	(1,043)
At 31 December	37,210	33,365
Accumulated amortisation		
At 1 January	5,376	4,674
Amortisation for the financial year	888	853
Exchange differences	672	(151)
At 31 December	6,936	5,376
Carrying amount	30,274	27,989

Leasehold land of the Group represents two land use rights granted by the government of the People's Republic of China ("PRC") to a subsidiary for industrial usage. One of the land use rights is for a term of 29 years commencing from 4 December 2005 to 4 December 2034 and another for a term of 50 years commencing from 12 February 2007 to 12 February 2057 respectively.

notes to the financial statements

5. INVESTMENT IN SUBSIDIARY COMPANIES

(a) Investment in subsidiary companies

	Company	
	2013 RM'000	2012 RM'000
Unquoted shares, at cost		
In Malaysia	*	*
Outside Malaysia	904,908	904,908
	904,908	904,908

* Represents RM2

(b) The subsidiary companies and shareholdings therein are as follows:-

Name of company	Country of incorporation	Effective interest		Principal activities
		2013 %	2012 %	
Fancy Celebrations Sdn Bhd	Malaysia	100	100	Dormant
PIPO Overseas Limited#	British Virgin Islands	100	100	Investment holding
Subsidiary company of PIPO Overseas Limited:				
Linyi Yehua Coking Co, Ltd#	People's Republic of China	100	100	Manufacturing and sales of metallurgical coke and other related by-products

Audited by another member firm of Morison International which is a separate and independent legal entity from Morison Anuarul Azizan Chew.

notes to the financial statements

6. GOODWILL ON CONSOLIDATION

	2013 RM'000	Group 2012 RM'000
Cost		
At 1 January	107,518	107,599
Exchange differences	300	(81)
At 31 December	107,818	107,518

(a) Impairment test for goodwill on consolidation

The Group undertakes an annual impairment assessment on its cash-generating units ("CGUs") identified based on its trading and manufacturing operating segment, being the lowest level of asset for which the management monitors the goodwill of the Group.

(b) Key assumptions used to determine recoverable amount

The recoverable amount the Group's CGU has been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates.

The key assumptions used for the value-in-use calculations are as follows:-

	2013	2012
Revenue growth rate over 5 years	4.5% per annum	3.2% per annum
Terminal growth rate	0.0%	1.0%
Pre-tax discount rate	8.5%	9.0%

Management determined the revenue growth rates, selling prices and direct costs during the budget period based on future expectations of changes in the market. Management estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the CGU.

The Group's review includes an impact assessment of changes in key assumptions. Based on the sensitivity analysis performed, the Board of Directors concluded that no reasonable change in the assumptions above would cause the carrying amount of the CGUs to exceed its recoverable amounts.

7. INVENTORIES

	2013 RM'000	Group 2012 RM'000
Raw materials	83,018	64,540
Work-in-progress	2,477	2,794
Finished goods	19,422	4,436
	104,917	71,770

notes to the financial statements

8. TRADE RECEIVABLES

	Group	
	2013 RM'000	2012 RM'000
Trade receivables	62,155	34,518
Less: Impairment losses	–	–
	62,155	34,518

The normal credit period granted by the Group to the trade customers ranges from 30 to 90 days (2012: 30 to 90 days). The currency exposure profile of trade receivables is Chinese Renminbi.

The ageing analysis is as follows:-

	Group	
	2013 RM'000	2012 RM'000
Neither past due nor impaired	62,155	33,693
1 to 30 days past due but not impaired	–	825
Individually impaired	–	–
Collectively impaired	–	–
	62,155	34,518

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. These debtors are mostly long term customers with no history of default in payments.

The Group's trade receivables that are past due at the reporting date but not impaired relate mainly to customers who have never defaulted on payments but are slow paymasters, hence, periodically monitored.

Movements in allowance for impairment during the financial year are as follows:-

	Group	
	2013 RM'000	2012 RM'000
At beginning of the financial year	–	401
Allowance made during the financial year	–	–
Reversal of allowance made in prior years	–	(393)
Exchange differences	–	(8)
At end of the financial year	–	–

notes to the financial statements

9. OTHER RECEIVABLES

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Other receivables	12,624	16,616	–	–
Bill receivables	3,341	7,731	–	–
Trade deposits	814	18,232	–	–
Deposits	53	52	46	46
Prepayment	18	18	18	18
	16,850	42,649	64	64

Trade deposits represent deposits paid to suppliers for raw material purchased at the reporting date.

10. AMOUNT OWING BY/(TO) RELATED PARTIES

(a) Amount owing by related parties

This represents trade transactions with the normal credit period granted by the Group to trade customers. The amount is denominated in Chinese Renminbi.

(b) Amount owing to related parties

This represents trade transactions with the normal credit period granted to the Group by trade purchasers. The amount is denominated in Chinese Renminbi.

11. AMOUNT OWING BY/(TO) A SUBSIDIARY COMPANY

These represent unsecured interest free advances and are repayable on demand. The currency profile of the balances are disclosed in Note 27.

12. CASH AND CASH EQUIVALENTS

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash and bank balances	31,329	15,905	12	8
Deposits with licensed banks	869	563	869	563
	32,198	16,468	881	571

Interest rates on deposits with licensed banks range from 2.16% to 3.40% (2012: 2.15% to 3.55%) per annum and have average maturity period of 1 to 7 days (2012: 1 to 7 days).

notes to the financial statements

13. TRADE PAYABLES

The normal credit period granted to the Group from the trade purchasers ranges from 30 to 90 days (2012: 30 to 90 days). The currency exposure profile of trade payables is in Chinese Renminbi.

14. OTHER PAYABLES

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Other payables	944	1,096	29	29
Accruals	11,903	4,723	71	71
Deposits	5,852	7,141	–	–
	18,699	12,960	100	100

15. BORROWINGS

Borrowings comprise finance lease liabilities which are effectively secured as the rights to the leased assets will return to the lessor in the event of default. Finance lease liabilities are payable as follows:-

	Group	
	2013 RM'000	2012 RM'000
Gross minimum lease payments		
- Payable within one year	311	336
- Payable within two to five years	–	280
	311	616
Less : Future finance charges	(28)	(58)
	283	558
Present value of lease liabilities:-		
- Repayable within one year (current)	283	294
- Repayable within two to five years (non-current)	–	264
	283	558

Interest is charged at rate of 5.15% (2012: 5.15%) per annum. The currency profile of the borrowings are denominated in Chinese Renminbi.

notes to the financial statements

16. SHARE CAPITAL

	Group/Company			
	2013		2012	
	Number of shares '000	Amount RM'000	Number of shares '000	Amount RM'000
Ordinary shares of RM0.50 each:-				
Authorised	2,000,000	1,000,000	2,000,000	1,000,000
Issued and fully paid	1,122,308	561,154	1,122,308	561,154

17. RESERVES

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
<u>Non-distributable</u>				
Share premium	553,891	553,891	553,891	553,891
Reverse acquisition reserve	(799,823)	(799,823)	–	–
Foreign currency translation reserve	108,634	48,361	–	–
Statutory common reserve fund	49,358	49,358	–	–
	(87,940)	(148,213)	553,891	553,891

(a) Reverse acquisition reserve

Reverse acquisition reserve arose from the reverse acquisition of the Company by PIPO during the financial year ended 31 December 2007.

(b) Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(c) Statutory common reserve

In accordance with the relevant PRC regulations and the subsidiary company's Articles of Association, the subsidiary company in PRC is required to allocate its profit after tax to the statutory common reserve fund.

The subsidiary company in PRC is required each year to transfer 10% of its profit after tax as reported under PRC statutory financial statements to the statutory common reserve funds until the balance reaches 50% of the registered share capital of the said subsidiary company. This reserve can be used to make up any loss incurred or to increase share capital. Except for the reduction of losses incurred, any other application should not result in this reserve balance falling below 25% of the registered capital.

notes to the financial statements

18. REVENUE

	Group	
	2013 RM'000	2012 RM'000
Sales of goods		
Metallurgical coke	983,842	1,110,561
By-products	313,496	227,661
	<hr/> 1,297,338	<hr/> 1,338,222

19. FINANCE COST

	Group	
	2013 RM'000	2012 RM'000
Interest expense on finance lease	33	5

20. PROFIT /(LOSS) BEFORE TAXATION

Profit /(Loss) before taxation is derived after charging/(crediting):-

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Amortisation of prepaid lease payments	888	853	–	–
Auditors' remuneration				
- statutory	385	369	54	54
- others	5	5	5	5
Depreciation of property, plant and equipment	40,940	38,898	23	31
Directors of the Company				
- fees	97	95	60	60
- salaries and other emoluments	1,185	1,141	674	650
- Employee Provident Fund	79	76	79	76
Rental of premises	155	150	155	150
Rental of office equipment	6	6	6	6
Property, plant and equipment written off	482	–	–	–
Reversal of allowance for impairment	–	(393)	–	–
Unrealised exchange (gain)/loss	–	–	(15,780)	7,787
Interest income	(167)	(157)	(13)	(13)

notes to the financial statements

21. TAXATION

Domestic current income tax is calculated at the Malaysia statutory tax rate of 25% (2012: 25%) of the estimated assessable profit for the financial year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

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

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Profit /(Loss) before taxation	15,344	(82,861)	13,802	(9,709)
Taxation at statutory tax rate of 25% (2012: 25%)	3,836	(20,716)	3,451	(2,427)
Expenses not deductible for tax purposes	497	487	497	2,430
Income not subject to tax	(3)	(3)	(3,948)	(3)
Deferred tax assets not recognised	–	20,232	–	–
Utilisation of previously unrecognised deferred tax assets	(4,330)	–	–	–
Tax expense for the financial year	–	–	–	–

22. DEFERRED TAX

No deferred tax has been recognised for the following items (stated at gross):-

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Unutilised tax losses	83,758	101,080	–	–

Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group and the Company can utilise the benefits there from.

notes to the financial statements

23. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The earnings/(loss) per share has been calculated based on the consolidated profit/(loss) for the financial year attributable to equity holders of the Company and the weighted average number of ordinary shares in issue during the financial year.

	2013	Group 2012
Profit/(loss) for the financial year attributable to the equity holders of the Company (RM'000)	15,344	(82,861)
Weighted average number of shares in issue ('000)	1,122,308	1,122,308
Basic earnings/(loss) per share (sen)	1.367	(7.383)

(b) Diluted earnings/(loss) per share

There is no diluted earnings/(loss) per share as the Company does not have any dilutive potential ordinary shares during the financial year.

24. STAFF COSTS

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Staff costs (excluding Directors)	41,862	36,828	429	404

Included in the total staff costs above are contributions made under a defined contribution plan for the Group and for the Company amounting to RM5,439,000 and RM46,000 (2012: RM4,922,000 and RM44,000) respectively.

25. RELATED PARTY DISCLOSURES

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company 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 Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

Companies which are classified as related parties are those affiliated to companies controlled directly or indirectly by Huasheng Jiangquan Group Co., Ltd. ("Jiangquan"). The said companies are related to the Group and the Company by virtue of Mr Liu Guodong, a director of the Company, being the son-in-law of Mr Wang Ting Jiang, a director and shareholder of Jiangquan.

notes to the financial statements

In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the financial year:-

	2013 RM'000	Group 2012 RM'000
Sales of goods to related parties		
Linyi Jiangxin Steel Co., Ltd.	517,421	267,663
Shandong Jiangquan Industrial Co., Ltd.		
Thermoelectricity	71,731	29,377
Shandong Jiangquan Industrial Co., Ltd.		
Jiangxin Construction Use Ceramic Factory	14,114	8,726
Purchase of electricity		
Shandong Huasheng Jiangquan Thermoelectricity Co., Ltd.	49,417	30,742
Rental of storage		
Shandong Jiangquan Industrial Co., Ltd. Railroad	7,366	5,122

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

Information regarding outstanding balances arising from related party transactions are as follows:-

(i) Amount Owing by Related Parties

	2013 RM'000	Group 2012 RM'000
Linyi Jiangxin Steel Co., Ltd.	30,715	7,225
Shandong Jiangquan Industrial Co., Ltd.		
Jiangxin Construction Use Ceramic Factory	4,236	841
	34,951	8,066

(ii) Amount Owing to Related Parties

	2013 RM'000	Group 2012 RM'000
Shandong Huasheng Jiangquan Thermoelectricity Co., Ltd.	–	161
Shandong Jiangquan Industrial Co., Ltd. Railroad	–	128
	–	289

notes to the financial statements

Information regarding compensation of key management personnel is as follows:-

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Salaries and allowances	1,413	1,359	661	637
Statutory pension scheme contributions	79	76	79	76

26. SEGMENT INFORMATION

Segment information is primarily presented in respect of the Group's business segment which is based on the reports reviewed by the Board of Directors. The Board of Directors monitors the operating results of its business segment separately for the purposes of making decision about resource allocation and performance assessment.

The Group reportable segment is manufacturing and trading which relate to the manufacturing and sales of metallurgical coke and other related by-products.

Other non-reportable segments comprise operations related to investment holding.

Segment revenue, results, assets and liabilities include items directly attributable to a segment and those where a reasonable basis of allocation exists. Inter-segment revenue is eliminated on consolidation.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

2013		Manufacturing and trading	Others	Total
	Note	RM'000	RM'000	RM'000
Revenue				
Sales		1,297,338	–	1,297,338
Less : Inter-segment revenue		–	–	–
		1,297,338	–	1,297,338
Results				
Depreciation and amortisation		41,805	23	41,828
Other significant non-cash expenses	(a)	482	–	482
Segment profit/(loss)		17,322	(1,978)	15,344
Assets				
Additions to non-current assets	(b)	4,453	–	4,453
Segment assets		663,376	105,861	769,237
Liabilities				
Segment liabilities		72,633	100	72,733

notes to the financial statements

2012	Note	Manufacturing and trading RM'000	Others RM'000	Total RM'000
Revenue				
Sales		1,338,222	–	1,338,222
Less : Inter-segment revenue		–	–	–
		1,338,222	–	1,338,222
Results				
Depreciation and amortisation		39,720	31	39,751
Other significant non-cash expenses	(a)	–	–	–
Segment loss		(80,924)	(1,937)	(82,861)
Assets				
Additions to non-current assets	(b)	2,758	–	2,758
Segment assets		581,122	105,584	686,706
Liabilities				
Segment liabilities		65,719	100	65,819

(a) Other significant non-cash expenses consist of the following:-

	2013 RM'000	Group 2012 RM'000
Allowance for impairment of trade receivables	–	–
Property, plant and equipment written off	482	–
	482	–

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

Geographical information

(i) Revenue by geographical location of customers are as follows:-

	2013 RM'000	Group 2012 RM'000
People's Republic of China ("PRC")	1,297,338	1,338,222
Malaysia	–	–
	1,297,338	1,338,222

notes to the financial statements

(ii) Non-current assets by geographical location of assets are as follows:

	Group	
	2013	2012
	RM'000	RM'000
People's Republic of China ("PRC")	503,021	498,033
Malaysia	8	31
	503,029	498,064

Information about major customers

Revenue from 2 (2012: 2) major customers amounting to RM755,849,000 (2012: RM813,537,000), arising from the manufacturing and trading segment.

27. FINANCIAL INSTRUMENTS

The table below provides an analysis of financial instruments and their categories:-

	2013		2012	
	Loans and receivables/ other financial liabilities RM'000	Total RM'000	Loans and receivables/ other financial liabilities RM'000	Total RM'000
Group				
Financial assets				
Trade receivables	62,155	62,155	34,518	34,518
Other receivables	16,850	16,850	42,649	42,649
Amount owing by related parties	34,951	34,951	8,066	8,066
Cash and cash equivalents	32,198	32,198	16,468	16,468
	146,154	146,154	101,701	101,701
Financial liabilities				
Trade payables	53,749	53,749	52,012	52,012
Other payables	18,699	18,699	12,960	12,960
Amount owing to related parties	–	–	289	289
Amount owing to a director	2	2	–	–
Borrowings	283	283	558	558
	72,733	72,733	65,819	65,819

notes to the financial statements

	2013		2012	
	Loans and receivables/ other financial liabilities RM'000	Total RM'000	Loans and receivables/ other financial liabilities RM'000	Total RM'000
Company				
Financial assets				
Other receivables	64	64	64	64
Amount owing by subsidiary company	229,113	229,113	212,389	212,389
Cash and cash equivalents	881	881	571	571
	230,058	230,058	213,024	213,024
Financial liabilities				
Other payables	100	100	100	100
Amount owing to a subsidiary company	9,699	9,699	6,490	6,490
	9,799	9,799	6,590	6,590

Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its financial risks, including credit risk, liquidity and market risk. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

Credit risk

Credit risk is the risk of a financial loss to the Group if a counterparty of a financial asset fails to meet its contractual obligations. The Group's exposure to credit risk arises mainly from receivables from customers. Credit period extended to its customers is based on careful evaluation of the customers' financial condition and credit history. Receivables are monitored on an ongoing basis via Group's management reporting procedures and action will be taken for long outstanding debts. Appropriate approval limits are set at different levels of credit limits and terms. In order to further minimise its exposure to credit risk, the Group, in some instances, requires letters of credits and deposits from the customers.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis through the review of receivables ageing. At reporting date, there were no significant concentrations of credit risk other than disclosed in Note 8.

The maximum exposure to credit risk for the Group is the carrying amount of the financial assets shown in the statement of financial position.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from trade and other payables and borrowings.

Cash flow forecasting is performed by monitoring the Group's liquidity requirements to ensure that it has sufficient liquidity to meet operational, financing repayments and other liabilities as they fall due.

notes to the financial statements

The table below summarises the maturity profile of the Group and the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted payments:-

	Carrying amount RM'000	Contractual interest rate %	Contractual cash flows RM'000	Below 1 year RM'000	Between 1 to 2 years RM'000
2013					
Group					
Trade payables	53,749	–	53,749	53,749	–
Other payables	18,699	–	18,699	18,699	–
Amount owing to a director	2	–	2	2	–
Borrowings	283	5.15%	311	311	–
	72,733		72,761	72,761	–
Company					
Other payables	100	–	100	100	–
Amount owing to a subsidiary company	9,699	–	9,699	9,699	–
	9,799		9,799	9,799	–
2012					
Group					
Trade payables	52,012	–	52,012	52,012	–
Other payables	12,960	–	12,960	12,960	–
Amount owing to related parties	289	–	289	289	–
Borrowings	558	5.15%	616	336	280
	65,819		65,877	65,597	280
Company					
Other payables	100	–	100	100	–
Amount owing to a subsidiary company	6,490	–	6,490	6,490	–
	6,590		6,590	6,590	–

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and cash flow and fair value interest rate risk that may affect the Group's financial position and cash flows.

notes to the financial statements

(a) Foreign currency exchange risk

The Group's operations are primarily based in PRC where transactions are undertaken in Chinese Renminbi. The Group monitors the foreign currency risks on an ongoing basis.

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

Functional Currency	Financial assets/(liabilities) held in non-functional currency			Total RM'000
	Hong Kong Dollar RM'000	United States Dollar RM'000	Chinese Renminbi RM'000	
Group				
2013				
Cash and bank balances				
Hong Kong Dollar	—	5	—	5
<hr/>				
2012				
Cash and bank balances				
Hong Kong Dollar	—	4	—	4
<hr/>				
Company				
2013				
Amount owing by/(to) subsidiary company				
Ringgit Malaysia	229,113	—	(9,699)	219,414
<hr/>				
2012				
Amount owing by/(to) subsidiary company				
Ringgit Malaysia	212,389	—	(6,490)	205,899

Currency risk sensitivity analysis

As at the reporting date, the impact of change in 5% on USD exchange rate against the functional currency of a subsidiary company, with all other variables remain constant, is immaterial to the Group's profit net of tax and equity.

The following table shows the sensitivity of the Company's profit/(loss) net of tax to a reasonably possible change in the HKD and RMB exchange rates against the functional currency of the Company, with all other variables remain constant.

		Company Net of tax	
		2013 RM'000	2012 RM'000
RMB/RM	-strengthened 5%	(364)	(243)
	-weakened 5 %	364	243
HKD/RM	-strengthened 5%	8,592	7,965
	-weakened 5 %	(8,592)	(7,965)

notes to the financial statements

(b) Interest rate risk

The Group and the Company finance its operation through operating cash flows and borrowings. Interest rate exposure arises from the Group's and the Company's finance lease and deposits.

Exposure to interest rate risk

The interest rate profile of the Group's significant interest-bearing financial instrument, based on carrying amounts as at the end of the financial year is as follows:-

	Group	
	2013 RM'000	2012 RM'000
Fixed rate instruments		
Finance lease	283	558

Since the Group's fixed rate financial assets and liabilities are measured at amortised cost, possible changes in interest rates are not expected to have a significant impact on the Group's profit or loss.

(c) Fair values

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables, amount owing to related parties, amount owing to subsidiary company and current portion of lease payable approximated their fair values at the reporting date due to the relatively short term nature of these financial instruments.

	2013		2012	
	Carrying amount RM'000	Fair value RM'000	Carrying amount RM'000	Fair value RM'000
Group				
Financial liabilities				
Finance lease payables	–	–	264	264

notes to the financial statements

28. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to maintain an adequate capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. There were no changes in the Group's approach to capital management during the financial year.

As disclosed in Note 17(c), a subsidiary company of the Company is required by the Foreign Enterprise Law of the PRC to contribute to and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities. This externally imposed capital requirement has been complied with by the above-mentioned subsidiary company.

The Group monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 5% and 20%. The Group includes within net debt, trade and other payables, lease payable, less cash and bank balances. Capital includes the equity attributable to the owners of the parent less the abovementioned restricted statutory reserve fund.

	Group	
	2013 RM'000	2012 RM'000
Trade and other payables	72,448	64,972
Amount owing to related parties	–	289
Amount owing to a Director	2	–
Borrowings	283	558
Less: cash and cash equivalents	(32,198)	(16,468)
Net debt	40,535	49,351
Equity attributable to the owners of the Company	696,504	620,887
Less: statutory reserve fund	(49,358)	(49,358)
Total capital	647,146	571,529
Capital and net debt	687,681	620,880
Gearing ratio	5.9%	7.9%

There were no changes to the Group's approach to capital management during the financial year.

notes to the financial statements

29. REALISED AND UNREALISED PROFITS/LOSSES (SUPPLEMENTARY INFORMATION)

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Total retained earnings:-				
- Realised	223,290	207,946	18,845	20,823
- Unrealised	(8,715)	(25,085)	(8,715)	(24,495)
	214,575	182,861	10,130	(3,672)
Less: consolidation adjustments	8,715	25,085	–	–
Consolidated retained earnings	223,290	207,946	10,130	(3,672)

The above disclosure of realised and unrealised profits or losses is made solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia Securities Berhad and is not made for any other purposes.

analysis of shareholdings

as at 31 march 2014

SHARE CAPITAL

Authorised share capital	:	RM1,000,000,000.00
Issued and paid up share capital	:	RM561,153,908.50
Class of share	:	Ordinary shares of RM0.50 each
Total number of shares issued	:	1,122,307,817
Number of shareholders	:	17,130
Voting rights		
• On a show of hands	:	One vote
• On a poll	:	One vote for each share held

DISTRIBUTION SCHEDULE OF SHAREHOLDERS

Size of Shareholders	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
1 - 99	603	3.52	23,770	0.00
100 – 1,000	5,909	34.50	2,800,616	0.25
1,001 - 10,000	6,280	36.66	28,483,158	2.54
10,001 – 100,000	3,718	21.70	133,330,054	11.88
100,001 – 56,115,389	616	3.60	347,721,844	30.98
56,115,390 and above	4	0.02	609,948,375	54.35
Total	17,130	100.00	1,122,307,817	100.00

analysis of shareholdings

DIRECTORS' SHAREHOLDINGS

Name of Directors	Nationality	Direct	No. of shares beneficially held		%
			%	Indirect	
Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar	Malaysian	12,073,700	1.08	304,492,259 ⁽¹⁾	27.13
Liu GuoDong	Chinese	178,000,057 ⁽²⁾	15.86	—	—
Y. Bhg. Dato' Mohd. Shahar Bin Abdul Hamid	Malaysian	—	—	—	—
Cedric Choo Sia Teik	Malaysian	—	—	—	—
Lim See Tow	Malaysian	—	—	—	—
Fu Qiang	Chinese	—	—	—	—
Liu XueQiang	Chinese	—	—	—	—

Note :-

⁽¹⁾ Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.

Deemed interested by virtue of him being the father of Y.M. Tunku Mohamed Alauddin Tunku Naquiyuddin.

Deemed interested by virtue of him being the spouse of Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of his sibling's interest in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

⁽²⁾ 64,000,057 Hua-An shares are being held under the name of UOB Kay Hian Nominees (Asing) Sdn Bhd, Exempt AN for UOB Kay Hian (Hong Kong) Limited-A/C Clients.

analysis of shareholdings

SUBSTANTIAL SHAREHOLDERS

Name of Directors	Nationality	Direct	No. of shares beneficially held		%
			%	Indirect	
Rock Point Alliance Pte. Ltd.	Singapore	285,000,080	25.39	0	0.00
Liu GuoDong	Chinese	178,000,057 ⁽¹⁾	15.86	0	0.00
Rise Business Inc	British Virgin Islands	102,000,038	9.09	0	0.00
Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar	Malaysian	12,073,700	1.08	304,492,259 ⁽²⁾	27.13
Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar	Malaysian	1,221,500	0.11	315,342,959 ⁽³⁾	28.10
Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar	Malaysian	1,166,500	0.10	315,397,959 ⁽⁴⁾	28.10
Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar	Malaysian	1,176,500	0.10	315,387,959 ⁽⁵⁾	28.10
Y.A.M. Tunku Irinah Binti Tuanku Ja'afar	Malaysian	1,154,250	0.10	315,410,209 ⁽⁶⁾	28.10
Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar	Malaysian	1,076,550	0.10	315,487,909 ⁽⁷⁾	28.11
Y.M. Tunku Nurul Hayati Binti Tunku Bahador	Malaysian	100,200	0.01	316,465,759 ⁽⁸⁾	28.20
Y.M. Tunku Mohamed Alauddin Tunku Naquiyuddin	Malaysian	1,500	0.00	308,810,230 ⁽⁹⁾	27.52
Zhu QingHua	Chinese	0	0.00	102,000,038 ⁽¹⁰⁾	9.09

Note :-

⁽¹⁾ 64,000,057 Hua-An shares are being held under the name of UOB Kay Hian Nominees (Asing) Sdn Bhd, Exempt AN for UOB Kay Hian (Hong Kong) Limited-A/C Clients.

⁽²⁾ Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.

analysis of shareholdings

Deemed interested by virtue of him being the father of Y.M. Tunku Mohamed Alauddin Tunku Naquiyuddin.

Deemed interested by virtue of him being the spouse of Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of his sibling's interest in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

- ⁽³⁾ *Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tuanku Tan Sri Naquiah Bte Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.*

Deemed interested by virtue of him being the brother-in-law to Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of his direct interest of over 15% in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his direct interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

- ⁽⁴⁾ *Deemed interested by virtue of her being the sibling of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.*

Deemed interested by virtue of her being the sister-in-law to Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of her direct interest of over 15% in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her sibling's interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

analysis of shareholdings

- (5) Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.

Deemed interested by virtue of him being the brother-in-law to Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of his direct interest of over 15% in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of his sibling's interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

- (6) Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.

Deemed interested by virtue of her being the sister-in-law to Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of her direct interest of over 15% in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her sibling's interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

- (7) Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar and Y.A.M. Tunku Irinah Binti Tuanku Ja'afar.

Deemed interested by virtue of her being the sister-in-law to Y.M. Tunku Nurul Hayati Binti Tunku Bahador.

Deemed interested by virtue of her direct interest of over 15% in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her sibling's interest of over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

analysis of shareholdings

Deemed interested by virtue of her being the sibling to Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

⁽⁸⁾ *Deemed interested by virtue of her being the spouse of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar.*

Deemed interested by virtue of her being the sister-in-law to Y.A.M. Tunku Irinah Binti Tuanku Ja'afar, Y.A.M. Tunku Dato' Seri Nadzaruddin Ibni Tuanku Ja'afar, Y.A.M. Tunku Tan Sri Imran Ibni Tuanku Ja'afar, Y.A.M. Tunku Dara Tunku Tan Sri Naquiah Bte Tuanku Ja'afar and Y.A.M. Tunku Jawahir Bte Tuanku Ja'afar.

Deemed interested by virtue of her being the mother of Y.M. Tunku Mohamed Alauddin Tunku Naquiyuddin.

Deemed interested by virtue of her brother-in-laws' and sister-in-laws' interest in Syarikat Pesaka Antah Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the spouse of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the spouse of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of her being the spouse of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

⁽⁹⁾ *Deemed interested by virtue of him being the son of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar and Y.M. Tunku Nurul Hayati Binti Tunku Bahador.*

Deemed interested by virtue of him being the son of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Syarikat Pesaka Radin Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the son of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds shares in Sino Hua-An International Berhad.

Deemed interested by virtue of him being the son of Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who has direct interest of over 15% equity interest in Rock Point Alliance Sdn. Bhd. which in turn holds the entire equity interest in Rock Point Alliance Pte. Ltd.

⁽¹⁰⁾ *Deemed interested by virtue of his direct interest of over 15% equity interest in Rise Business Inc. which in turn holds shares in Sino Hua-An International Berhad.*

analysis of shareholdings

LIST OF THIRTY (30) LARGEST SECURITIES ACCOUNTS HOLDERS

No.	Name	No. of Shares beneficially held	%
1.	HLIB NOMINEES (ASING) SDN BHD ROCK POINT ALLIANCE PTE. LTD.	285,000,080	25.39
2.	LIU GUODONG	114,000,000	10.16
3.	UOB KAY HIAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR UOB KAY HIAN (HONG KONG) LIMITED-A/C CLIENTS	108,948,257	9.71
4.	RISE BUSINESS INC	102,000,038	9.09
5.	LEMBAGA TABUNG HAJI	45,726,500	4.07
6.	AFFIN NOMINEES (ASING) SDN BHD EXEMPT AN FOR PHILLIP SECURITIES (HONG KONG) LTD (CLIENTS' ACCOUNT)	38,396,850	3.42
7.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ROCK POINT ALLIANCE SDN. BHD.	11,486,250	1.02
8.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR Y.A.M. TUNKU NAQUIYUDDIN IBNI TUANKU JAAFAR	10,979,700	0.98
9.	AFFIN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHUNG KIN CHUAN (CHU0226C)	10,159,700	0.91
10.	CIMSEC NOMINEES (ASING) SDN BHD EXEMPT AN FOR CIMB SECURITIES (SINGAPORE) PTE LTD (RETAIL CLIENTS)	3,952,150	0.35
11.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHUA HIAN HOCK	3,867,800	0.34
12.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR MAK NGIA NGIA @ MAK YOKE LUM (MM0749)	3,687,300	0.33
13.	CITIGROUP NOMINEES (ASING) SDN BHD CBHK FOR PLATINUM BROKING COMPANY LIMITED (CLIENT A/C)	3,625,000	0.32
14.	UOBM NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR ARECA CAPITAL SDN BHD (CLIENT A/C 1)	3,620,000	0.32
15.	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	3,428,900	0.31

analysis of shareholdings

No.	Name	No. of Shares beneficially held	%
16.	HLIB NOMINEES (ASING) SDN BHD EXEMPT AN FOR UOB KAY HIAN PTE LTD (A/C CLIENTS)	3,311,900	0.30
17.	JF APEX NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR OOI SIEW LOOI (STA 2)	2,784,050	0.25
18.	MERCSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SLOW WONG YEN @ SLOW KWANG HWA	2,484,700	0.22
19.	SEOW HEE YOONG	2,360,000	0.21
20.	LEONG CHEOK LUNG	2,300,000	0.20
21.	PLATINUM PARADE SDN BHD	2,295,500	0.20
22.	WOO WAI MUN	2,200,000	0.20
23.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR STUART SAW TEIK SIEW	2,037,500	0.18
24.	XIE QIONG	2,000,000	0.18
25.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ENG HOCK SENG @ ONG SENG HOCK (DEALER 023)	1,974,000	0.18
26.	TAN SWEE HOCK	1,947,500	0.17
27.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH TECK YOW	1,909,000	0.17
28.	PENG YEW MUN	1,772,300	0.16
29.	LEE SIEW LIN	1,765,000	0.16
30.	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SIN HUAN KWANG (E-TWU)	1,717,000	0.15

list of properties

as at 31 december 2013

	Location	Description	Tenure	Net Book Value RM'000	Area sq. m.	Date of Acquisition
1)	Lot no. 201/23/96 Shenquan Industrial Park, Luo Zhuang District, Linyi City, Shandong Province	Manufacturing plant	Leasehold 29 years	9,110	319,014.00	4 Dec 2005
2)	Lot no. 201/026/0008 Shenquan Industrial Park, Luo Zhuang District, Linyi City, Shandong Province	Coal storage area	Leasehold 50 years	21,164	85,453.76	12 Feb 2007

**SINO HUA-AN INTERNATIONAL BERHAD**

(Company No. 732227-T)

(Incorporated in Malaysia)

FORM OF PROXY

Number of shares held :

CDS Account No :

*I/We, (full name in capital letters)
 of (full address)
 being a *member/members of **SINO HUA-AN INTERNATIONAL BERHAD** ("the Company"), hereby appoint (full name in capital letters)
 of (full address)
 or failing *him/her, (full name in capital letters)
 of (full address)

or failing *him/her, the *CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us and on *my/our behalf at the Eighth Annual General Meeting of the Company to be held at the Banyan, Casuarina and Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 23 May 2014 at 9:30 a.m. and at any adjournment thereof.

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

First Proxy (1) %

Second Proxy (2) %

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

Item.	Agenda	Resolution	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2013.			
2.	To approve the payment of Directors' Fees for the financial year ended 31 December 2013.	1		
3.	To re-elect Ms. Lim See Tow who retires pursuant to Article 95 of the Company's Articles of Association.	2		
4.	To re-elect Mr. Fu Qiang who retires pursuant to Article 95 of the Company's Articles of Association.	3		
5.	To re-elect Mr. Liu Xueqiang who retires pursuant to Article 101 of the Company's Articles of Association.	4		
6.	To re-appoint Y. Bhg. Dato' Mohd. Shahar Bin Abdul Hamid who retires pursuant to Section 129(6) of the Companies Act, 1965.	5		
7.	To re-appoint Messrs. Morison Anuarul Azizan Chew as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.	6		
8.	As Special Business <u>Ordinary Resolution 1</u> Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.	7		
9.	<u>Ordinary Resolution 2</u> Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature.	8		
10.	<u>Ordinary Resolution 3</u> Proposed Renewal of Authority for Share Buy-Back of up to 10% of the issued and paid-up share capital of Sino Hua-An International Berhad.	9		
11.	<u>Special Resolution</u> Proposed Amendments to the Articles of Association	10		

* Strike out whichever not applicable (unless otherwise instructed, the proxy may vote as he/she thinks fit)

As witness my/our hand(s) thisday of....., 2014

.....
 Signature of Member/Common Seal

Notes:-

- In respect of deposited security, only members whose names appear in the Record of Depositors on 19 May 2014 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote at the same meetings subject always to a maximum of two (2) proxies at each meeting, except where Paragraphs (5) and (6) below apply. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of authority, must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed of holding the above meeting and at any adjournment thereof.



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Affix
Stamp

To:

SINO HUA-AN INTERNATIONAL BERHAD (732227-T)
Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur, Wilayah Persekutuan

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SINO HUA-AN INTERNATIONAL BERHAD (732227-T)

Registered Office : Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur, Malaysia

Corporate Office : Suite No. 9-8, Level 9, Wisma UOA Damansara II, No. 6 Changkat Semantan, Damansara Heights
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