



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

A. EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

1. Basis of Preparation

This interim financial statements is unaudited and has been prepared in accordance with FRS 134: Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"). This is the second interim financial statements on the consolidated results for the fourth quarter ended 30 April 2011 announced by Boilermech Holdings Berhad (the "Company") in compliance with the Listing Requirements. As such, there are no comparative figures for the preceding years' corresponding quarter and period.

The accounting policies and methods of computation adopted by the Company and its subsidiary (the "Group") for this interim financial statements are in compliance with the new and revised FRSs, amendments to FRS and IC Interpretations issued by the Malaysian Accounting Standards Board ("MASB").

The interim financial statements should be read in conjunction with the Proforma Consolidated Financial Information and the Accountants' Report for the six (6)-month financial period ended 31 October 2010 as disclosed in the Prospectus of the Company dated 14 April 2011 and the accompanying explanatory notes attached to the interim financial statements.

2. Adoption of New and Revised Accounting Policies

- (a) During the current financial period, the Group has adopted the following new accounting standards and interpretations (including the consequential amendments):

FRSs and IC Interpretations (including the Consequential Amendments)

FRS 4 Insurance Contracts

FRS 7 Financial Instruments: Disclosures

FRS 8 Operating Segments

FRS 101 (Revised) Presentation of Financial Statements

FRS 123 (Revised) Borrowing Costs

FRS 139 Financial Instruments: Recognition and Measurement

Amendments to FRS 1 and FRS 127: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Amendments to FRS 2: Vesting Conditions and Cancellations

Amendments to FRS 7, FRS 139 and IC Interpretation 9

Amendments to FRS 101 and FRS 132: Puttable Financial Instruments and Obligations Arising on Liquidation

Amendments to FRS 132: Classification of Rights Issues and the Transitional



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

2. Adoption of New and Revised Accounting Policies (Cont'd)

Provision in Relation to Compound Instruments

IC Interpretation 9 Reassessment of Embedded Derivatives

IC Interpretation 10 Interim Financial Reporting and Impairment

IC Interpretation 11: FRS 2 - Group and Treasury Share Transactions

IC Interpretation 13 Customer Loyalty Programmes

IC Interpretation 14: FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

Annual Improvements to FRSs (2009)

The adoption of the above accounting standards and interpretations (including the consequential amendments) did not have any material impact on the Group's interim financial statements, other than the following:

- (i) FRS 7 requires additional disclosures about the Group's financial instruments. Prior to 1 January 2010, information about financial statements was disclosed in accordance with the requirements of FRS 132 Financial Instruments: Disclosures and Presentation. FRS 7 requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk, including sensitivity analysis to market risk.

The Group has applied FRS 7 prospectively in accordance with the transitional provisions. Accordingly, the new disclosures have not been applied to the comparatives and are included throughout the Group's interim financial statements for the financial period ended 30 April 2011.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

2. Adoption of New and Revised Accounting Policies (Cont'd)

(ii) FRS "Financial Instruments : Recognition and Measurement"

FRS 139 establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. The significant impact arising from the adoption is the recognition of derivative financial instrument in the financial statements at fair value.

Below are the changes in the Group's accounting policy in relation to derivative financial instruments and hedge accounting:

Derivative financial instruments and hedge accounting:

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group designates and documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group assesses both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items and applies hedge accounting only where effectiveness tests are met on both a prospective and retrospective basis. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Cash flow hedge

The Group uses cash flow hedges to mitigate the risk of variability of future cash flows attributable to foreign currency and interest rate fluctuations over the hedging period on the foreign currency borrowings. Where a cash flow hedge qualifies for hedge accounting, the effective portion of gains or losses on remeasuring the fair value of the hedging instrument are recognised directly in equity in the cash flow hedging reserve until such time as the hedged item affects profit or loss, then the gains or losses are transferred to the income statement. Gains or losses on any portion of the hedge determined to be ineffective are recognised immediately in the income statement. The application of hedge accounting will create some volatility in equity reserve balances.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

3. Adoption of New and Revised Accounting Policies (Cont'd)

- (iii) FRS 101 (Revised) introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group has elected to present this statement as one single statement.

The revised standard also separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented in the statement of comprehensive income as other comprehensive income.

In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the classification of items in the statement.

FRS 101 also requires the Group to make new disclosures to enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital.

- (b) The Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments) that have been issued by the MASB but are not yet effective for the current financial period:-

FRSs and IC Interpretations (including the Consequential Amendments)	Effective date
FRS 1 (Revised) First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3 (Revised) Business Combinations	1 July 2010
FRS 127 (Revised) Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 1 (Revised): Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters	1 January 2011
Amendments to FRS 1: Additional Exemptions for First-time Adopters	1 January 2011
Amendments to FRS 2: Scope of FRS 2 and Revised FRS 3 (2010)	1 July 2010
Amendments to FRS 2: Group Cash-settled Share-based Payment Transactions	1 January 2011



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

2. Adoption of New and Revised Accounting Policies (Cont'd)

Amendments to FRS 5: Plan to Sell the Controlling Interest in a Subsidiary	1 July 2010
Amendments to FRS 7: Improving Disclosures about Financial Instruments	1 January 2011
Amendments to FRS 138: Consequential Amendments Arising from Revised FRS 3 (2010)	1 July 2010
Amendments to IC Interpretation 14: Prepayments of a Minimum Funding Requirement	1 July 2011
Amendments to IC Interpretation 9: Scope of IC Interpretation 9 and FRS 3 (Revised)	1 July 2010
IC Interpretation 4 Determining Whether An Arrangement Contains a Lease	1 January 2011
IC Interpretation 12 Service Concession Arrangements	1 July 2010
IC Interpretation 15 Agreements for the Construction of Real Estate	1 January 2012
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17 Distributions of Non-cash Assets to Owners	1 July 2010
IC Interpretation 18 Transfers of Assets from Customers	1 January 2011
IC Interpretation 19 Extinguishing Financial Liabilities within Equity Instruments	1 July 2011
Annual Improvements to FRSs (2010)	1 January 2011

The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operations except as follows:-

- (i) The revised FRS 3 introduces significant changes to the accounting for business combinations, both at the acquisition date and post acquisition, and requires greater use of fair values. In addition, all transaction costs, other than share and debt issue costs, will be expensed as incurred. This revised standard will be applied prospectively and therefore there will not have any financial impact on the interim financial statements of the Group for the current financial period but may impact the accounting for future transactions or arrangements.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

2. Adoption of New and Revised Accounting Policies (Cont'd)

- (ii) The revised FRS 127 requires accounting for changes in ownership interests by the group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised standard also requires all losses attributable to the minority interest to be absorbed by the minority interest instead of by the parent. The Group will apply the major changes of the revised FRS 127 (2010) prospectively and therefore there will not have any financial impact on the interim financial statements of the Group for the current financial period but may impact the accounting for future transactions or arrangements.

- (iii) Amendments to FRS 7 reinforce existing principles for disclosures about liquidity risk. Also, the amendments require enhanced disclosures about fair value measurements in which a three-level fair value hierarchy is introduced. A company is required to classify fair value measurements using this hierarchy which aims to reflect the inputs used in making the measurement.

3. Auditors' Report on Preceding Annual Financial Statements

The Company was incorporated on 8 April 2010. Hence, there were no audited financial statements for the preceding financial year.

The auditors' report for the subsidiaries of the Company's preceding annual audited financial statements for the financial year ended 30 April 2010 was not subject to any qualification.

4. Seasonal or Cyclical Factors

The Group's business operations were not significantly affected by any major seasonal or cyclical factors.

5. Significant Unusual Items

There were no significant unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review and financial year to-date.

6. Material Changes in Estimates

There were no material changes in estimates of amount reported that have a material effect on the current quarter under review and financial year to-date.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

7. Details of Changes in Debts and Equity Securities

Save as disclosed below, there were no issuance, cancellation, repurchase, resale or repayment of debt and/or equity securities during the current quarter under review and financial year to-date:

Date of allotment	Number of shares	Par value (RM)	Consideration	Cumulative issued and paid-up share capital (RM)
08.04.2010	20	0.10	Subscribers' shares	2.00
21.10.2010	223,099,980	0.10	Full purchase consideration for the acquisition of Boilermech Sdn Bhd	22,310,000
26.04.2011	34,900,000	0.10	Allotment of shares for public issue	25,800,000

8. Dividend

There was no dividend paid nor declared during the current financial quarter under review.

9. Segmental Reporting

	12- MONTH ENDED 30-APR-2011			GROUP RM'000
	MANUFACTURING RM'000	TRADING AND SERVICES RM'000	OTHERS RM'000	
REVENUE				
External sales	114,432	5,723	-	120,155
Inter-segment sales	-	-	-	-
	114,432	5,723	-	120,155
RESULTS				
Segment results	18,610	2,218	(1,557)	19,271
Interest income				171
Depreciation				(1,161)
Finance costs				(260)
Profit before taxation				18,021
Income tax expense				(4,134)
Profit after taxation				13,887



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

9. Segmental Reporting (Cont'd)

	12- MONTH ENDED 30-APR-2011				GROUP RM'000
	MANUFACTURING RM'000	TRADING AND SERVICES RM'000	OTHERS RM'000	ELIMINATIONS RM'000	
ASSETS					
Segment assets #	38,099	1,544	-	-	39,643
Unallocated assets					75,022
Total assets					114,665
LIABILITIES					
Segment liabilities *	38,414	583	-	-	38,997
Unallocated liabilities					31,105
Total liabilities					70,102

Geographical Segments for Revenue

	Current Year Quarter 30 Apr 11 RM'000	Current Year to- Date 30 Apr 11 RM'000
Local	11,044	55,688
Export	20,848	64,467
Total	31,892	120,155

- Segmental assets comprise total current and non-current assets, less tax refundable.

* - Segment liabilities comprise total current and non-current liabilities, less tax payable and deferred tax liability.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

10. Valuation of Property, Plant and Equipment

During the financial period, the Group's leasehold land and building were revalued by Raine & Horne International Zaki + Partners Sdn Bhd, an independent firm of professional valuers based on the cost method and comparison method of valuation. The surpluses arising from revaluations, net of deferred taxation, have been credited to other comprehensive income and accumulated in equity under the revaluation reserve.

11. Other receivables, deposits and prepayments

As at 30 April 2011, the IPO proceeds of RM11.517 million received from the issuance of shares were held by the placement agent and the issuing house pending the completion of the public issue on 5 May 2011. These are classified under Other receivables, deposits and prepayments.

12. Changes in the Composition of the Group

In conjunction with and as an integral part of the Company's listing on the ACE Market of Bursa Securities, the Company undertook the following flotation exercise during the current financial year to-date.

On 21 October 2010, Boilermech Holdings Berhad entered into a share sale and purchase agreement with the Vendors of Boilermech Sdn Bhd, for the acquisition of their entire equity interest in Boilermech Sdn Bhd for a purchase consideration of RM22,309,998, which was fully satisfied by the issuance of 223,099,980 new Boilermech Shares at an issue price of RM0.10 each. The purchase consideration of RM22,309,998 for the Acquisition was arrived at based on a willing-buyer willing-seller basis after taking into consideration the unaudited Net Asset of BSB as at 31 August 2010 of RM22,306,458 after adjusting for the fair value of BSB's property. The property was valued by the Directors based upon a valuation carried out by Raine & Horne International Zaki + Partners Sdn Bhd, an independent firm of professional valuers, and resulted in a net revaluation surplus of approximately RM4.861 million.

The Acquisition was completed on 21 October 2010.

13. Contingent Liabilities

The Company does not have any contingent liabilities as at the end of the current quarter.

14. Capital Commitments

There are no material capital commitments in respect of property, plant and equipment in the current financial quarter under review and financial year to date



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

15. Material Events Subsequent to the End of the Interim Reporting Period

On 14 April 2011, the Company launched its prospectus for its Initial Public Offering ("IPO") in conjunction with the Company's listing on the ACE Market of Bursa Securities involving the public issue of 34,900,000 new Shares at an issue price of RM0.33 per Share comprising:

- (i) 19,250,000 New Ordinary Share of RM0.10 each made available for application by way of private placement to identified bumiputera investors approved by the Ministry of International Trade and Industry ("MITI")
- (ii) 8,000,000 New Ordinary Share of RM0.10 each made available for application by the Malaysia public; and
- (iii) 7,650,000 New Ordinary Share of RM0.10 each made available for application by eligible directors, employees and business associates/persons who have contributed to the success of our Group;

Subsequently, on 26 April 2011, the Company allotted 34,900,000 shares resulting in the increase of the issued and paid up share capital to RM25,800,000 comprising 258,000,000 shares

Upon completion of the Public Issue on 5 May 2011, the Company listed its entire enlarged issued and paid-up share capital on the ACE Market of Bursa Securities.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

16. Related Party Disclosures

(a) Identities of related parties

For the purpose of this financial statement, parties are considered to be related to the Group if a group or a company has the ability, directly or indirectly, to control the party or exercise significantly influence over the party in making financial and operating decisions, or vice versa, or where the Group and 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 person having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel are the directors of the Group.

(b) In addition to balances detailed elsewhere in the financial statements, the Group carried out the following transactions with its related parties during the interim financial period:

(i) Key management personnel

	Current Year to-Date 30-Apr-2011 RM'000
Short-term employee benefits	<u>1,209</u>

(ii) Entities controlled by key management personnel, directors and/or substantial shareholders

	Current Year to-Date 30-Apr-2011 RM'000
Sales to related parties	5,557
Purchases from related party	182
Management fee to related party	<u>63</u>



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

B. ADDITIONAL INFORMATION REQUIRED PURSUANT TO THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

1. Review of Performance

For the current quarter under review, the Group registered revenue and profit before taxation ("PBT") of approximately RM31.89 million and RM4.51 million respectively. On a year to-date basis, the Group registered revenue of RM120.15 million and PBT of approximately RM18.02 million.

During the twelve (12)-month financial period ended 30 April 2011, the Group's listing expenses of RM1.377 million has been expensed off against Administration and Other expenses of the Statement of Comprehensive Income.

2. Material Changes To The Results Of The Preceding Quarter

There were no comparative figures presented for the immediate preceding quarter as it is the first set of consolidated results of the Group.

3. Prospects

Barring any unforeseen circumstances, the Group is confident of achieving a positive growth for the financial year ending 30 April 2012.

4. Profit Forecast and Profit Guarantee

The Group has not provided any profit forecast or profit guarantee in any public document.

5. Income Tax Expense

The taxation figures are as follows:

	Current Year Quarter 30-Apr-2011 RM'000	Current Year to-Date 30-April-2011 RM'000
Current tax	1,220	4,134

The effective tax rates of the Group for the current quarter under review and financial year to-date were lower than the statutory tax rate of 25%. This was mainly due to the net effects of :

- the incorporation of tax allowances claimed under the Allowance for Increased Exports under the Income Tax (Exemption) (No.17) Order 2005
- under provision of tax in the previous financial year being taken up in the financial year ended 30 April 2011, and,
- certain expenses being disallowed for tax deduction.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

6. Sales of Unquoted Investments and/or Properties

There were no sales of unquoted investments and/or properties for the current quarter under review and financial year to-date.

7. Purchase and or Disposal of Quoted Securities

There was no purchase or disposal of quoted securities by the Group during the current financial quarter under review and current financial year-to-date.

8. Status of Corporate Proposal

(a) Initial Public Offering ("IPO")

The details of IPO exercise are disclosed in Part A Note 14 of the interim financial statements

(b) Utilisation of proceeds

On 6 May 2011, the Company received proceeds of RM11.517 million from the public issue of 34,900,000 Shares, and the proceeds will be utilised in the following manner

	Proposed utilisation	Actual utilisation as at 24.6.2011	Intended timeframe for utilization upon listing	Balance
	RM'000	RM'000		RM'000
Business expansion plans	4,000	-	within two (2) years	4,000
Repayment of term loan	2,500	2,500	within one (1) month	-
Working capital	3,317	84	within one (1) year	3,233
Estimated listing expenses	1,700	1,700	within one (1) year	-
	<u>11,517</u>	<u>4,284</u>		<u>7,233</u>

The IPO proceeds will be utilized within the estimated timeframe. The Group does not expect any material deviation as at the date of this report



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

9. Borrowings

The Group's borrowings as at 30 April 2011 are as follows:

	Secured
	RM'000
Short-term borrowings	
Hire purchase	148
Term loans	<u>277</u>
	425
Long-term borrowings	
Hire purchase	186
Term loans	<u>4,079</u>
	4,265
Total	<u>4,690</u>

The term loan is secured by:-

- (a) a first legal charge over a leasehold land and building
- (b) a fixed and floating charge over the assets of the Group, both present and future; and
- (c) a joint and several guarantee of certain directors of the Group.

There were no unsecured debts during the current quarter under review and financial year to-date.

The Group does not have any foreign borrowing or debt securities as at the date of this interim report.

10. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at the date of this interim report.

11. Derivatives Financial Instruments

As at 30 April 2011, the Group's outstanding derivatives are as follows:

Type of Derivatives	Contract/Notional Value	Fair Value
	RM'000	RM'000
Currency forwards		
- Less than 1 year	41,097	42,096



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

12. Material Litigation

There were no material litigations involving the Group as at the date of this interim report.

13. Dividend

There was no dividend paid nor declared during the current financial quarter under review.

14. Earnings Per Share

i. Basic

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company for the period by the weighted average number of ordinary shares in issue during the financial period under review.

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30-Apr-2011	Preceding Year Corresponding Quarter 30-Apr-2010	Current Year to-date 30-Apr-2011	Preceding Year Corresponding Period 31-Jan- 2010
Profit after Taxation attributable to owners of the Company (RM'000)	3,295	N/A	13,887	N/A
Weighted average number of ordinary shares in issue ('000)	223,578	N/A	223,578	N/A
Basic earnings per share (sen)	1.47	N/A	6.21	N/A

ii. Diluted

The Company does not have any convertible share or convertible financial instruments for the current quarter under review and financial year to-date.



BOILERMECH HOLDINGS BERHAD

(Company No.897694-T)

(Incorporated in Malaysia under the Companies Act, 1965)

Unaudited Interim Financial Statements for the 12-month Financial Period Ended 30 April 2011

15. Realised and unrealised profits

Disclosure of realised and Unrealised Profit/(Loss)

	Current Year to-Date 30-Apr-2011 RM'000
Total retained profit of the Group :	
- Realised Profits	26,318
- Unrealised Losses	(448)
- Unrealised Gain	508
Total group retained profits as per consolidated accounts	<u>26,378</u>

16. Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 24 June 2011.