

Unaudited Condensed Consolidated Statement of Comprehensive Income For the Period Ended 30 April 2013

		3 months ended		
	Note	30 April 2013 RM'000	30 April 2012 RM'000	%
		KIVI UUU	KIVI UUU	chg
Revenue	A4	196,936	191,414	2.9%
Costs of sales		(165,163)	(162,459)	
Gross profit		31,773	28,955	
Gross profit margin (%)		16.1%	15.1%	
Other income		2,480	3,068	
Administrative and other expenses		(21,147)	(17,601)	20.1%
Interest/finance costs		(3,430)	(3,811)	
Share of results of associates	_	290	(329)	
Profit before taxation	A4	9,966	10,282	-3.1%
Income tax expense	B5	(949)	(1,279)	
Profit for the financial period	_	9,017	9,003	0.2%
Other comprehensive income, net of taxation				
(Loss)/gain on foreign currency translation		(558)	371	
Gain on cash flow hedges		7	2,495	
Other comprehensive income for the	_	,	2,733	
financial period, net of taxation	_	(551)	2,866	
Total comprehensive income for the financial period		8,466	11,869	-29%
Total tompremensive income for the initialistal period	_	0,400	11,000	-23/0



Unaudited Condensed Consolidated Statement of Comprehensive Income For the Period Ended 31 January 2013 (Continued)

		3 months ended		
	Note	30 April	30 April	
		2013	2012	%
		RM'000	RM'000	chg
Profit attributable to:				
Equity holders of the Company		6,431	7,075	-9.1%
Non-controlling interests		2,586	1,928	
Profit for the financial period		9,017	9,003	
Total comprehensive income				
attributable to:				
Equity holders of the Company		5,945	10,286	-42%
Non-controlling interests		2,521	1,583	
Total comprehensive income for the financial period		8,466	11,869	
Basic earnings per share attributable				
to equity holders of the Company (sen)	B13 _	7.62	8.38	-9.1%

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements.



Condensed Consolidated Statement of Financial Position As at 30 April 2013

Note	Unaudited As at 30 April 2013 RM'000	Audited As at 31 January 2013 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	306,319	314,027
Intangible assets	2,370	2,695
Investment in associates	8,033	7,735
Investment securities	100	100
Trade receivables	15,637	16,079
Deferred tax assets	22,717	23,182
	355,176	363,818
Current assets		
Inventories	49,790	57,897
Trade receivables	133,686	157,591
Other receivables	52,113	53,547
Tax recoverable	2,531	2,259
Cash and bank balances	69,490	80,341
	307,610	351,635
TOTAL ASSETS	662,786	715,453



Condensed Consolidated Statement of Financial Position As at 30 April 2013 (Continued)

	Note	Unaudited As at 30 April 2013 RM'000	Audited As at 31 January 2013 RM'000
EQUITY AND LIABILITIES			
Current liabilities Borrowings/financing Trade payables Other payables Current tax payable	В9	141,346 49,435 70,899 261,680	153,263 69,655 86,884 1,080 310,882
Net current assets		45,930	40,753
Non-current liabilities Borrowings/financing Deferred tax liabilities	В9	74,648 1,175 75,823	86,579 1,175 87,754
Total liabilities		337,503	398,636
Net assets		325,283	316,817
Equity attributable to equity holders of the Company Share capital Reserves Non-controlling interests		84,400 154,845 239,245 86,038	84,400 148,900 233,300 83,517
Total equity AND HABILITIES		325,283	316,817
TOTAL EQUITY AND LIABILITIES		662,786	715,453

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements.



Unaudited Condensed Consolidated Statement of Changes in Equity For the Period Ended 30 April 2013

Attributable to equity holders of the Company

		Attributable to equity floiders of the Company							
			Non-Distributable Distributable			Distributable			
	Share Capital RM'000	Share Premium RM'000	Revaluation Reserves RM'000	Foreign Exchange Reserve RM'000	Hedging (Deficit)/ Reserve RM'000	Retained Profits RM'000	Total RM'000	Non- controlling Interests RM'000	Total Equity RM'000
At 1 February 2012	76,800	1,024	25,677	2,162	(2,412)	79,243	182,494	69,314	251,808
Total comprehensive income for the financial period	-	-	(104)	820	2,495	7,075	10,286	1,583	11,869
Purchase of shares by non-controlling interest	7,600	-	-	-	-	-	7,600	-	7,600
At 30 April 2012	84,400	1,024	25,573	2,982	83	86,318	200,380	70,897	271,277



Unaudited Condensed Consolidated Statement of Changes in Equity For the Period Ended 30 April 2013 (Continued)

Attributable to equity holders of the Company Non-Distributable Distributable Foreign Hedging Non-Revaluation **Exchange** (Deficit)/ controlling Share Share Retained Total Capital **Profits Total Equity** Premium Reserves Reserve Reserve **Interests** RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 At 1 February 2013 84,400 1,024 44,870 6,270 (105)96,841 233,300 83,517 316,817 Total comprehensive income for the financial period (328)(165)6,431 5,945 2,521 8,466 7 Dividends paid Placement of new shares 1,024 44,542 6,105 (98) 103,272 239,245 86,038 At 30 April 2013 84,400 325,283

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements.



Condensed Consolidated Statement of Cash Flows For the Financial Year Ended 30 April 2013

	3 months ended		
	30 April	30 April	
	2013	2012	
	RM'000	RM'000	
Operating Activities			
Profit before taxation	9,966	10,282	
Adjustments for:			
Interest/finance income	(200)	(215)	
Interest/finance costs	3,430	3,811	
Amortisation of intangible assets	192	227	
Depreciation of property, plant and equipment	7,848	7,061	
Net unrealised foreign exchange gain	(250)	(1,384)	
Share of results of associates	(290)	329	
Operating profit before working capital changes	20,696	20,111	
Decrease in inventories	8,107	393	
Decrease in receivables	25,781	8,213	
(Decrease)/increase in payables	(37,028)	14,866	
Cash generated from operations	17,556	43,583	
Interest/finance costs paid	(3,431)	(3,811)	
Tax paid	(762)	(482)	
Net cash generated from operating activities	13,363	39,290	



Condensed Consolidated Statement of Cash Flows For the Financial Year Ended 30 April 2013 (Continued)

	3 months ended		
	30 April	30 April	
	2013 RM'000	2012 RM'000	
Investing Activities			
Purchase of property, plant and equipment	(331)	(27,732)	
Interest/finance income received	200	215	
Net cash used in investing activities	(131)	(27,517)	
Financing Activities			
Maturity/(placement) of deposits with licensed banks under lien	256	(638)	
Net repayment of Syndicated CMTF-i	(5,000)	(2,500)	
Net repayment of term loan	(9,241)	(4,269)	
Net drawdown of hire purchase and lease financing	733	618	
Net repayment of short term borrowings	(7,059)	(5,252)	
Proceeds on placement of new shares		7,600	
Net cash generated from/(used in) financing activities	(20,311)	(4,441)	
Net (decrease)/increase in cash and cash equivalents	(7,079)	7,332	
Effects of foreign exchange rate changes	(234)	237	
Cash and cash equivalents at beginning of the financial period	57,106	41,535	
Cash and cash equivalents at end of the financial period	49,793	49,104	



Condensed Consolidated Statement of Cash Flows For the Financial Year Ended 30 April 2013 (Continued)

Cash and cash equivalents at the end of the financial year comprise the following:

	As at 30 April 2013 RM'000	As at 30 April 2012 RM'000
Cash and bank balances	69,490	89,554
Bank overdrafts (included within short term borrowings in Notes B9)	(7,533)	(19,624)
	61,957	69,930
Less: Deposits under lien	(12,164)	(20,826)
	49,793	49,104

The condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the financial year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements.



Part A - Explanatory Notes Pursuant to MFRS 134

A1. Basis of preparation

The unaudited condensed consolidated interim financial statements for the period ended 30 April 2013 have been prepared in accordance with the requirement of MFRS 134: Interim Financial Reporting and paragraph 9.22 and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board and should be read in conjunction with the audited financial statements for the financial year ended 31 January 2013.

A2. Changes in Accounting Policies

Cycle"

The significant accounting policies and method adopted for the unaudited condensed consolidated interim financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31 January 2013 except for the adoption of the following MFRS, IC Interpretation and Amendments to MFRSs:

Effective for financial periods beginning on or after 1 January 2013

MFRS 3	Business Combinations
MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair value measurement
MFRS 119	Employee Benefits
MFRS 127	Separate Financial Statements (IAS 27 as amended by
	IASB in December 2003 & May 2011)
MFRS 128	Investments in Associates and Joint Ventures
Amendments to MFRS 1	Government Loans
Amendments to MFRS 7	Disclosure - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 10,	Consolidated Financial Statements, Joint Arrangements
MFRS 11 and MFRS 12	and Disclosure of Interests in Other Entities: Transition Guidance
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine

Amendments to MFRSs contained in the document entitled "Annual Improvements 2009-2011



A2. Changes in Accounting Policies (Continued)

The adoption of MFRS, IC Interpretation and Amendments to MFRSs above did not have any material impact on the financial results of the Group, as its mainly clarify the existing requirements and provide further explanations to the existing MFRSs.

At the date of authorisation of these interim financial reports, the following MFRS, IC Interpretation and Amendments to MFRSs were issued but not yet effective and have not been applied by the Group:

Effective for financial periods beginning on or after 1 January 2014

Amendments to MFRS 10, Investment Entities

MFRS 12 and MFRS 127

Amendments to MFRS 132 Offsetting Financial Assets and Financial Liabilities

Effective for financial periods beginning on or after 1 January 2015

MFRS 9 Financial Instruments

Amendments to MFRS 7 Financial Instruments: Disclosure - Mandatory date of

MFRS 9 and Transition Disclosures

The Group plans to adopt the above pronouncements when it becomes effective in the respective financial periods. These pronouncements are expected to have no significant impact to the financial statements of the Group upon their initial application except as described below:

(a) MFRS 9: Financial Instruments

MFRS 9, as issued, reflects the first phase of the IASB's work on the replacement of MFRS 139: Financial Instruments: Recognition and Measurement and applies to classification and measurement of financial assets and financial liabilities as defined in MFRS 139 and replaces the guidance in MFRS 139.

In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The adoption of the first phase of MFRS 9 may have an effect on the classification and measurement of the Group's financial assets and financial liabilities. The Group will quantify the effect in conjuction with the other phases when the final standard including all phases is issued.



A2. Changes in Accounting Policies (Continued)

(b) MFRS 10: Consolidated Financial Statement

MFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by MFRS 10 will require management to exercise significant judgement to determine which entities are controlled and therefore are required to be consolidated by the Parent, compared with the requirement that were in MFRS 127: Consolidated and Separate Financial Statements and IC Interpretation 112: Special Purpose Entities. Based on the preliminary analysis performed, MFRS 10 is not expected to have any impact on the currently held investments of the Group.

A3. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the financial statements for the financial year ended 31 January 2013 was not qualified.



A4. Segmental Information of Current Quarter

	Autom Divisio		Energy & Division	-	Comp	any	Elimina	tions	Consolie	dated
	30 April 2013 RM'000	30 April 2012 RM'000	30 April 2013 RM'000	30 April 2012 RM'000	30 April 2013 RM'000	30 April 2012 RM'000	30 April 2013 RM'000	30 April 2012 RM'000	30 April 2013 RM'000	30 April 2012 RM'000
Revenue										
External sales	183,805	175,230	13,131	16,184	_	_	-	-	196,936	191,414
Inter-segment sales	5,208	6,639	407	112	2,888	2,904	(8,503)	(9,655)	-	
Total revenue	189,013	181,869	13,538	16,296	2,888	2,904	(8,503)	(9,655)	196,936	191,414
Result Segment operating results Interest/finance costs Share of results of associates Profit before tax Income tax expense Profit for the financial period	12,639	14,315	(255) 290	(935) (329)	722 -	1,042	-	- - -	13,106 (3,430) 290 9,966 (949) 9,017	14,422 (3,811) (329) 10,282 (1,279) 9,003
			Malay 30 April 2013 RM'000	ysia 30 April 2012 RM'000	Thail: 30 April 2013 RM'000	and 30 April 2012 RM'000	Indon 30 April 2013 RM'000	esia 30 April 2012 RM'000	Consolid 30 April 2013 RM'000	dated 30 April 2012 RM'000
Total revenue from exte	rnal customers	;	137,587	148,961	54,901	39,013	4,448	3,440	196,936	191,414

^{*} Automotive Division comprises Automotive Component Manufacturing Division ("ACM Division") and Automotive Dealership Division ("AD Division")

^{**} Energy & Railway Division comprises Power Engineering, Oil & Gas and Railway business units



A5. Unusual Items due to their Nature, Size and Incidence

There were no items affecting assets, liabilities, equity, net income or cash flows during the period ended 30 April 2013.

A6. Changes in Estimates

There were no changes in the estimates reported in the prior financial year that have a material effect in the current quarter.

A7. Comment about Seasonal or Cyclical Factors

The business operations of the Group were not affected by any seasonal or cyclical factors.

A8. Dividends

During the reporting quarter, there was no dividend paid or become payable.

A9. Carrying Amount of Revalued Assets

During the reporting quarter, there have been no valuations of property, plant and equipment.

A10. Debt and Equity Securities

There were no issuance and/or repayment of debt and equity securities, share buybacks, share cancellations, share held as treasury shares and resale of treasury shares for the current reporting quarter.

A11. Changes in Composition of the Group

There were no changes in the composition of the Group during the reporting quarter.

A12. Capital Commitments

There were no material changes in capital commitments for the Group since the previous statements of financial position as at 31 January 2013.



A13. Changes in Contingent Liabilities or Contingent Assets

The Company provides corporate guarantee to financial institutions for all bank facilities utilised by subsidiaries of the Group of RM159,603,788. [2013 : RM182,499,406]

A14. Subsequent Events

There were no material subsequent events between the end of current quarter and the date of announcement.

A15. Related Party Disclosures

		3 months ended	
(a)	Sales of products by	30 April 2013 RM'000	30 April 2012 RM'000
(-,	subsidiaries to:		
	Perodua Manufacturing Sdn Bhd * Perodua Engine Manufacturing	36,952	45,086
	Sdn Bhd *	273	220
	Perodua Sales Sdn Bhd *	123	185
(b)	Purchases of materials by subsidiaries from:		
	Yonei Co., Ltd ***	347	2,387
(c)	Adivisory fees paid/payable by subsidiaries to:		
	Katayama Kogyo Co., Ltd **	835	627
(d)	Royalty fees paid/payable by subsidiaries to:		
	Katayama Kogyo Co., Ltd **	166	171



A15. Related Party Disclosures (Continued)

		3 months	ended
		30 April	30 April
		2013	2012
		RM'000	RM'000
(e)	Purchase of assets by a subsidiary from:		
	Katayama Kogyo Co., Ltd **	-	10,093
	Yonei Co., Ltd ***	-	7,483

- * Perodua Manufacturing Sdn Bhd and Perodua Engine Manufacturing Sdn Bhd are associate companies of Perodua Sales Sdn Bhd, a corporate shareholder of subsidiary Ingress Technologies Sdn Bhd
- ** Katayama Kogyo Co., Ltd is a foreign corporate shareholder of subsidiaries Ingress Autoventures Co., Ltd, Ingress Precision Sdn Bhd and PT Ingress Malindo Ventures
- *** Yonei Co., Ltd is a foreign corporate shareholder of subsidiaries Ingress Autoventures Co., Ltd and PT Ingress Malindo Ventures

There were no other recurrent related party transactions of revenue or trading nature during the financial period under review other than as disclosed above.



Part B - Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Performance Review for the First Quarter of Financial Year 2014 ("FY14")

For the current quarter, the Group registered a revenue of RM196.9 million and profit before taxation of RM9.9 million in comparison to previous financial year corresponding quarter revenue of RM191.4 million and profit before taxation of RM10.3 million.

In the reporting quarter,

i. the Group Automotive Division which includes Automotive Components Manufacturing Division ("ACM Division") and Automotive Dealership Division ("AD Division") recorded the following revenue and profit before taxation compared to previous financial year corresponding quarter:

	Revenue 3 months ended		Profit/(loss) before tax 3 months ended	
	30 April	30 April	30 April	30 April
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
ACM Division				
- Malaysia	49,927	58,544	4,750	8,097
- Thailand	54,901	39,013	5,317	1,530
- Indonesia	4,448	3,440	(92)	58
PAD Division	75,842	76,495	(510)	1,102

ACM Malaysia recorded lower revenue and profit before taxation due to decrease in sales volume for certain Proton and Perodua models as compared to previous financial year corresponding quarter.

ACM Thailand recorded higher revenue and profit before taxation largely due to full restoration in supply for Honda models post flood recovery that hit our Ayutthaya Plant in FY2011/2012.

AD Division recorded small loss due to start up costs for new BMW Workshop and BMW Premium Selection Showroom in Sungai Penchala and MINI Showroom in Bangsar as well as the pre-operating expenses incurred in setting up new BMW and Mitsubishi dealership in Puchong, Selangor which commenced operations in June 2013.

ii. Energy & Railway Division recorded revenue of RM13.1 million and loss before taxation of RM0.1 million in comparison to the previous financial year corresponding quarter revenue of RM16.2 million and loss before taxation of RM1.5 million.



B2. Comment on Material Change in Profit Before Taxation in Comparison to the Immediate Preceding Quarter

For the current quarter, the Group recorded higher profit before taxation of RM9.9 million in comparison to the immediate preceding quarter of RM8.2 million of which the immediate preceding quarter profit before taxation was affected by RM2.4 million provision for foreseeable loss.

B3. Commentary on Prospects

ACM Malaysia is expected to maintain its present level of revenue.

For ACM Thailand, production and supply of present components for all existing models are expected to improve as the OEM customers prepare for higher volume for both domestic and export markets.

For ACM Indonesia, growth is anticipated for existing models where else manufacturing and supply of components for new clients, Honda and General Motor is expected in this financial year.

Further growth is expected in this financial year for AD Division as new BMW and Mitsubishi dealership in Puchong, Selangor commenced operations in June 2013. However, with the anticipated liberalisation of the market, AD Division is expected to face bigger challenge in term of its margin.

Energy and Railway Division is expected to improve its performance as the Company undertake the current project in hand.

B4. Profit Forecast or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in respect of the current period.

B5. Taxation

	3 months e	3 months ended	
	30 April	30 April 2012 RM'000	
	2013		
	RM'000		
Tarana Ia	(44.0)	(007)	
Income tax	(410)	(997)	
Deferred tax expense	(539)	(282)	
	(949)	(1,279)	

The effective tax rate on the Group takes into consideration the following:

- i. Tax incentive in form of tax exemption from the Board of Investment of Thailand for ACM Thailand operation.
- ii. Investment Tax Allowance and Reinvestment Allowance granted to a few subsidiaries of ACM Malaysia.
- iii. Utilisation of Investment Tax Allowance, Reinvestment Allowance and Unutilised Tax Losses for a few subsidiaries of ACM Malaysia.

B6. Sales of Unquoted Investments and Properties

There were no sales of unquoted investments and/or properties for the current financial period under review.

B7. Quoted Securities

The were no purchases or disposals of quoted securities for the current financial period under review.



B8. Corporate Proposal

On 16 April 2013, the Company received a notice of the conditional take-over offer from Ramdawi Sdn Bhd, Datuk (Dr.) Rameli bin Musa, Dato' Dr. Ab Wahab bin Ismail ("Joint Offerors") through Maybank Investment Bank Berhad ("Maybank IB") to acquire all the remaining ordinary shares of RM1.00 each in the Company not already owned by the Joint Offerors ("Offer Shares") for a cash offer price of RM1.85 per Offer Shares ("Offer"). The directors do not intend to seek an alternative person to make a take-over for the Offer Shares.

In accordance with the Malaysian Code on Take-Overs and Mergers, 2010, the directors had, on 22 April 2013 appointed AFFIN Investment Bank Berhad as the Independent Adviser to advise the non-interested directors and non-interested shareholders of the Company in relation to the Offer.

On 23 April 2013, the directors issued a notification to the shareholders of the Company in relation to the receipt of notice of conditional take-over offer from Maybank IB on behalf of the Joint Offerors.

On 7 May 2013, Maybank IB, on behalf of the Joint Offerors despatched the offer document dated 7 May 2013, which sets out the details, terms and condition of the Offer ("Offer Document") together with the Form of Acceptance and Transfer to the directors and the holders of the Offer Shares whose names appear on the records of depositors of the Company and having a registered Malaysian address. The first closing date for the acceptance of the Offer was until 5.00 p.m. (Malaysian time) on Tuesday, 28 May 2013.

On 22 May 2013, Maybank IB, on behalf of the Joint Offerors, informed the Company that the closing date and time for acceptance of the Offer has been extended from 5.00 p.m. (Malaysian time) on Tuesday, 28 May 2013 to 5.00 p.m. (Malaysian time) on Tuesday, 11 June 2013.

On 6 June 2013, Maybank IB, on behalf of the Joint Offerors, informed the Company that the closing date and time for acceptance of the Offer has been extended from 5.00 p.m. (Malaysian time) on Tuesday, 11 June 2013 to 5.00 p.m. (Malaysian time) on Tuesday, 25 June 2013.

There were no other corporate proposals announced and not completed as at the date of this announcement.

B9. Borrowings

	Unaudited As at 30 April 2013	Audited As at 31 January 2013
	RM'000	RM'000
Short term borrowings		
Secured	135,206	147,241
Unsecured	6,140	6,022
	141,346	153,263
Long term borrowings	-	
Secured	74,648	86,579

Borrowings denominated in foreign currencies as at 30 April 2013:

	тнв'000	RM'000 Equivalent
Thai Baht (THB'000)		
Short term borrowings	173,749	18,017
Long term borrowings	40,332	4,182
	IDR'000	RM'000 Equivalent
Indonesian Rupiah (IDR'000)		
Short term borrowings	13,861,645	4,339

B10. Off Balance Sheet Financial Instruments

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

B11. Changes in Material Litigation

There were no material litigation as at the date of this announcement.

B12. Dividend Payable

There was no dividend proposed or become payable for the reporting quarter.



B13. Earnings Per Share

	3 months ended	
	30 April	30 April
	2013	2012
Profit for the period attributable to equity holders of the		
Company (RM'000)	6,431	7,075
Number of ordinary shares in issue ('000)	84,400	84,400
Basic earnings per share attributable to equity holders of the		
Company (sen)	7.62	8.38

B14. Breakdown of retained profits into realised and unrealised

	Unaudited As at 30 April 2013 RM'000	Audited As at 31 January 2013 RM'000
Total retained profits of the Company and its subsidiaries		
- Realised	100,269	91,337
- Unrealised	21,542	22,007
	121,811	113,344
Total share of retained profits from associates		
- Realised	5,119	4,829
	126,930	118,173
Less: Consolidation adjustments	(23,658)	(21,333)
Retained profits as per financial statements	103,272	96,840

B15. Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution passed by the directors on 20 June 2013.