

ASIA FILE CORPORATION BHD. (313192-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017

| | As at end of Current Quarter 30/06/2017 (unaudited) RM'000 | As at Preceding Financial Year End 31/03/2017 RM'000 |
|---|--|--|
| ASSETS | | |
| Non-current Assets | | |
| Property, plant and equipment | 106,336 | 102,486 |
| Prepaid lease payments | 1,474 | 1,484 |
| Investment properties | 1,377 | 1,387 |
| Investment in associate | 141,403 | 140,747 |
| Intangible assets | 31,409 | 31,455 |
| Deferred tax assets | 16 | 14 |
| | 282,015 | 277,573 |
| Current Assets | | |
| Trade and other receivables | 87,424 | 69,282 |
| Inventories | 103,048 | 105,940 |
| Current tax assets | 189 | 200 |
| Other Investments | 82,935 | 125,155 |
| Cash and cash equivalents | 108,499 | 72,438 |
| | 382,095 | 373,015 |
| TOTAL ASSETS | 664,110 | 650,588 |
| | | |
| EQUITY AND LIABILITIES | | |
| Equity attributable to equity holders of the parent | | |
| Share capital | 202,331 | 199,334 |
| Treasury shares | (2) | (2) |
| Reserves | 375,270 | 358,211 |
| | 577,599 | 557,543 |
| Non-controlling interests | 383 | 365 |
| Total Equity | 577,982 | 557,908 |
| Non-Current Liabilities | | |
| Deferred tax liabilities | 9,924 | 9,609 |
| | 9,924 | 9,609 |
| Current Liabilities | | |
| Trade and other payables | 41,953 | 41,910 |
| Bank borrowings | 29,672 | 29,159 |
| Current tax liabilities | 4,579 | 4,212 |
| Dividend payable | | 7,790 |
| | 76,204 | 83,071 |
| Total Liabilities | 86,128 | 92,680 |
| TOTAL EQUITY AND LIABILITIES | 664,110 | 650,588 |
| Net Assets Per Share (sen) (refer Note A15) | 296.77 | 288.01 |



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

| | Individua Current | Preceding year Current | | Preceding year Current Pre | | Preceding year Current Preced | | e Quarter Preceding year Corresponding |
|---|---------------------------------|---------------------------------|------------------------------|--------------------------------|--|-------------------------------|--|--|
| | Quarter 30/06/2017 RM'000 | Quarter 30/06/2016 RM'000 | Date 30/06/2017 RM'000 | Period 30/06/2016 RM'000 | | | | |
| Revenue | 90,915 | 90,477 | 90,915 | 90,477 | | | | |
| Operating Expenses | (75,842) | (74,844) | (75,842) | (74,844) | | | | |
| Other Operating Income | 144 | 247 | 144 | 247 | | | | |
| Profit from Operations | 15,217 | 15,880 | 15,217 | 15,880 | | | | |
| Finance cost | (123) | (82) | (123) | (82) | | | | |
| Investing Results | 1,973 | 1,073 | 1,973 | 1,073 | | | | |
| Shares of profit of associate | 942 | 1,116 | 942 | 1,116 | | | | |
| Profit before tax | 18,009 | 17,987 | 18,009 | 17,987 | | | | |
| Taxation | (3,814) | (3,952) | (3,814) | (3,952) | | | | |
| Profit for the period | 14,195 | 14,035 | 14,195 | 14,035 | | | | |
| Other comprehensive income/(expense), net of tax | | | | | | | | |
| Items that may be reclassified subsequently | | | | | | | | |
| to profit or loss Foreign currency translation differences for foreign operations | 3,916 | (1,327) | 3,916 | (1,327) | | | | |
| Fair value of available-for-sale financial assets | - | 748 | - | 748 | | | | |
| | 3,916 | (579) | 3,916 | (579) | | | | |
| Items that will not be reclassified subsequently | | | | | | | | |
| to profit or loss Share of other comprehensive income of equity-accounted associates | (255) | 302 | (255) | 302 | | | | |
| Other Comprehensive income/(expense) for the period, net of tax | 3,661 | (277) | 3,661 | (277) | | | | |
| Total comprehensive income/(loss) for the period | 17,856 | 13,758 | 17,856 | 13,758 | | | | |



ASIA FILE CORPORATION BHD. (313192-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (continued) FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

| | Individual Quarter | | Cumulative Quarter | | |
|---|--|--|--|---|--|
| | Current Quarter 30/06/2017 RM'000 | Preceding year Corresponding Quarter 30/06/2016 RM'000 | Current Year to Date 30/06/2017 RM'000 | Preceding year Corresponding Period 30/06/2016 RM'000 | |
| Profit attributable to: | | | | | |
| Equity holders of the Company | 14,184 | 13,989 | 14,184 | 13,989 | |
| Non-controlling interests | 11 | 46 | 11 | 46 | |
| Profit for the period | 14,195 | 14,035 | 14,195 | 14,035 | |
| Total comprehensive income / (loss) attributable to: | | | | | |
| Equity holders of the Company | 17,838 | 13,736 | 17,838 | 13,736 | |
| Non-controlling interests | 18 | 22 | 18 | 22 | |
| Total comprehensive income / (loss) for the period | 17,856 | 13,758 | 17,856 | 13,758 | |
| Earnings per share attributable to equity holders of the Company: | | | | | |
| Basic earnings per ordinary share (sen) | | | | | |
| Note B13 a) | 7.28 | 7.29 | 7.28 | 7.29 | |
| ii) Fully diluted earnings per ordinary | | | | | |
| share (sen) Note B13 b) | 7.28 | 7.23 | 7.28 | 7.23 | |



ASIA FILE CORPORATION BHD. (313192-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 JUNE 2017

| | • | | — Attributable | e to owners of the Co | ompany —— | | | | | |
|--|-------------------|------------------|-------------------|-----------------------|-------------------|-------------------|--------------------|-----------------|---------------------|------------------------|
| | • | | | Non-distributable | | | Distributable | | | |
| | Share | Treasury | Share | Share Option | Translation | Fair Value | Retained | | Non-Controlling | |
| | Capital RM'000 | Shares RM'000 | Premium RM'000 | Reserve RM'000 | Reserve RM'000 | Reserve RM'000 | Earnings RM'000 | Total RM'000 | Interests RM'000 | Total Equity RM'000 |
| Year ended 30 June 2017 | | | | | | | | | | |
| At 1 April 2017, | 199,334 | (2) | - | 862 | 16,064 | - | 341,285 | 557,543 | 365 | 557,908 |
| Profit for the period | - | - | - | - | - | | 14,184 | 14,184 | 11 | 14,195 |
| Other comprehensive income/(loss) for the period | - | - | - | - | 3,654 | - | - | 3,654 | 7 | 3,661 |
| Total comprehensive income/(loss) for the period | - | - | - | - | 3,654 | - | 14,184 | 17,838 | 18 | 17,856 |
| Transfer from share option reserve | | | | | | | | | | |
| for option lapsed | - | - | - | (114) | - | - | 114 | - | - | - |
| Issue of shares pursuant to ESOS | 2,997 | - | - | (748) | - | - | - | 2,249 | - | 2,249 |
| Bonus Issue to NCI of Associate's subsidiary | | - | - | - | - | - | (31) | (31) | - | (31) |
| At 30 June 2017 | 202,331 | (2) | - | - | 19,718 | - | 355,552 | 577,599 | 383 | 577,982 |
| Year ended 30 June 2016 | | | | | | | | | | |
| At 1 April 2016, | 191,318 | (1) | 2,372 | 2,136 | 10,390 | 783 | 314,594 | 521,592 | 232 | 521,824 |
| Profit for the period | - | - | - | - | - | - | 13,989 | 13,989 | 46 | 14,035 |
| Other comprehensive income/(loss) for the period | - | - | - | - | (1,105) | 748 | 104 | (253) | (24) | (277) |
| Total comprehensive income/(loss) for the period | - | - | - | - | (1,105) | 748 | 14,093 | 13,736 | 22 | 13,758 |
| Transfer to share premium for share | | | | | | | | - | | - |
| options exercised | = | - | 364 | (364) | - | - | - | - | - | - |
| Share-based payments under ESOS | - | - | - | 20 | - | - | - | 20 | - | 20 |
| Issue of shares pursuant to ESOS | 665 | - | 642 | - | - | - | - | 1,307 | - | 1,307 |
| At 30 June 2016 | 191,983 | (1) | 3,378 | 1,792 | 9,285 | 1,531 | 328,687 | 536,655 | 254 | 536,909 |



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

| | 30-Jun-17 RM'000 | 30-Jun-16 RM'000 |
|--|----------------------------|---------------------|
| Profit before tax | 18,009 | 17,987 |
| Adjustment for: | | |
| Non-cash items | 1,471 | 3,098 |
| Non-operating items | (1,862) | (518) |
| Operating profit before changes in working capital | 17,618 | 20,567 |
| Changes in working capital | | |
| Net Change in current assets | (13,093) | 10,363 |
| Net Change in current liabilities | (4,046) | (17,873) |
| Net cash flows from operating activities | 479 | 13,057 |
| Investing activities | | |
| Other investments | 39,262 | (9,632) |
| Other investments | 39,262 | (9,632) |
| | 00,202 | (0,002) |
| Financing activities | | |
| Dividend paid | (7,791) | (13,392) |
| Proceed from issue of shares | 2,249 | 1,307 |
| Bank borrowings, net | 513 | 2,911 |
| Interest paid | (123) | (82) |
| | (5,152) | (9,256) |
| Net Change in Cash & Cash Equivalents | 34,589 | (5,831) |
| Cash & Cash Equivalents at beginning of year | 72,438 | 75,577 |
| Effects of exchange rates on Cash & Cash Equivalents | 1,472 | (219) |
| Cash & Cash Equivalent at end of year | 108,499 | 69,527 |
| Note | | |
| Cash and cash equivalents | | |
| Cash and cash equivalents included in the condensed consolidated cash following condensed consolidated balance sheets amounts: | low statements comprise th | e |
| Cash and bank balances | 108,499 | 69,527 |
| | | |



NOTES TO THE INTERIM FINANCIAL REPORT FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

A EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT - MFRS 134

A1 Basis of preparation

This condensed consolidated interim financial statements ("Condensed Report") has been prepared in accordance with MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This Condensed Reports also complies with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board (IASB).

The Condensed Report should be read in conjunction with the audited financial statements for the year ended 31 March 2017. The explanatory notes attached to these Condensed Report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the vear ended 31 March 2017.

The accounting policies and methods of computation adopted by the Group in this Condensed Report are consistent with the most recent annual audited financial statements for the year ended 31 March 2017 except for the adoption of the following new/revised MFRSs.

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2017

Amendments to MFRS 12, Disclorure of Interests in Other Entities (Annual Improvements to MFRS Standards 2014-2016 Cycle) Amendments to MFRS 107, Statement of Cash Flows - Disclosure Initiative

Amendments to MFRS 112, Income Taxes - Recognition of Deferred Tax Assets for Unrealised Losses

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2018

MFRS 9, Financial Instruments (2014)

MFRS 15, Revenue from Contracts with Customers

Clarifications to MFRS 15. Revenue from Contracts with Customers

IC Interpretation 22, Foreign Currency Transactions and Advance Consideration

Amendments to MFRS 1, First time Adoption of Malaysian Financial Reporting Standards (Annnual Improvements to MFRS Standards 2014-2016 Cycle)

Amendments to MFRS 2, Share-based Payment - Classification and Measurement of Share-based Payment Transactions Amendments to MFRS 128, Investments in Associates and Joint Ventures (Annual Improvements to MFRS Standards 2014-2016 Cycle)

Amendments to MFRS 140, Investment Property - Transfers of Investment Property

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2019

MFRS 16 Leases

IC Interpretation 23, Uncertainty Over Income Tax Treatments

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2021 MFRS 17. Insurance Contracts

MFRSs, Interpretations and amendments effective for a date yet to be confirmed

Amendments to MFRS 10. Consolidated Financial Statements and MFRS 128. Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

A2 Audit report of preceding annual financial statements

The audit report of the Group's annual financial statements for the year ended 31 March 2017 was not subject to any qualification.

A3 Seasonal or cyclical factors

The operation of the Group is not subject to any major effects of seasonality or cyclicality.

A4 Unusual items due to their Nature, Size or Incidence

There were no unusual items that have a material effect on the assets, liabilities, equity, net income or cash flow reported in the interim financial report.

A5 Material changes in accounting estimates

There were no material changes in accounting estimates of amounts reported in prior financial years.

A6 Issuance or repayment of debts and equity securities

1,048,600 ordinary shares were issued pursuant to the Employee Share Option Scheme during the financial quarter and financial year to date. Subsequent to the financial quarter ended 30 June 2017, no ordinary shares were issued pursuant to the Employee Share Option Scheme as the Scheme expired on 21 April 2017.

100 ordinary shares of Asia File Corporation Bhd was purchased and retained as treasury shares pursuant to the Shares Buy Back Scheme during the financial year to date. Accordingly, a total of 500 shares was retained as treasury shares as at 31 March 2017.

There was no shares purchased and retained as treasury shares subsequent to the financial quarter ended 30 June 2017.

Other than the above, there were no issuances or repayment of debts and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial quarter and financial vear to date.



NOTES TO THE INTERIM FINANCIAL REPORT FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

A7 Dividend Paid

A second interim single-tier dividend of RM0.04 per share on 194,759,160 ordinary shares totalling RM 7,790,366.40 for the financial year ended 31 March 2017 was paid on 25 May 2017.

A8 Segment information

Business segment

The Group is principally involved in the manufacture and trading of stationery and paper products. Business segmental information has therefore not been prepared as the Group's revenue, operating profit, assets employed, liabilities, capital expenditure, depreciation and amortization as well as non-cash expenses are mainly confined to one business segment.

A9 Valuations of property, plant and equipment

The valuations of land and buildings have been brought forward without amendment from the previous annual report.

A10 Material events subsequent to the end of the quarter

There were no material events subsequent to the end of the quarter.

A11 Changes in composition of the Group

There were no changes in the composition of the Group for the quarter.

A12 Changes in contingent liabilities/assets

The total contingent liabilities as at 30 June 2017 for the Company are corporate guarantees for banking facilities granted to subsidiaries of RM 117.48 million (31 March 2017: RM 125.60 million). There was also a corporate guarantee of RM 11.16 million provided to a supplier of a subsidiary in UK.

A13 Lease commitments

The Group's subsidiaries have entered into the following lease commitment:-

| | 30-Jun-201 <i>7</i> |
|--------------------|---------------------|
| | RM'000 |
| Less than one year | 1,472 |
| One to five years | 2,575 |

A14 Intangible assets

| | 30-Jun-2017 RM'000 | 31-Mar-2017 RM'000 |
|--|-----------------------|-----------------------|
| Goodwill | 30,235 | 30,235 |
| Other intangible assets with finite life * | 1,174 | 1,220 |
| | 31,409 | 31,455 |

^{*} This was in relation to securing of manufacturing contract from customer. Amortisation will be charged to profit or loss over the contract period.

A15 Net assets per share (sen)

| | 30-Jun-2017 | 31-Mar-2017 |
|-----------------------------|-------------|-------------|
| Shareholders' Fund (RM'000) | 577,982 | 557,908 |
| Share Capital (Unit 000) | 194,759 | 193,711 |
| Net assets per share (sen) | 296.77 | 288.01 |

B Additional information required by the Bursa Malaysia Securities Berhad's Listing Requirements

B1 Review of performance

Sales revenue generated during the quarter remain consistent with that achieved in the corresponding quarter last year (June 2017: RM 90.9 million June 2016: RM90.5 million). Despite the challenging business environment, sales performance across its various market segments reflected consistency and resilience against the adverse industry trend.

The strengthening of USD against the local currency has resulted in an increased cost for certain imported material by up to 15%. In addition, tight labour situation and introduction of minimum wage in July 2016 resulted in a higher labour cost in its manufacturing plants in Malaysia. Despite these challenges, pre tax profit for the Group remained consistent at RM 18.01 million when compared to RM 17.99 million recorded in the corresponding quarter last year. This was made possible by prudent cost management and improvement in production efficiency. In addition, the Group also registered a favourable exchange gain during the quarter of RM 1.45 million.

B2 Comparison of profit before taxation with preceding quarter

Profit before tax dropped from RM 19.88 million in the preceding quarter to RM 18.01 million in the current quarter. The main reason for the drop is attributable to a much lower share of profit of associate (June 2017: RM0.94 million June 2016: RM 3.64 million)

Excluding the share of profit of associate, the pre tax profit has actually increased from RM 16.2 million in the preceding quarter as compared to RM 17.1 million achieved during the quarter. In terms of pre tax margin (excluding the share of profit of associate), it has improved from 17.96% to 18.77%

The above increase is mainly due to improvement in investing results (June 2017: RM 2.0 million Mar2017: RM 1.4million) and also higher foreign exchange gain reported during the quarter (June 2017: RM 1.4 million Mar 2017: RM 368,000)



NOTES TO THE INTERIM FINANCIAL REPORT FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

B3 Current year prospects

Although files manufacturing will remain the core business activity, the Group will continue to explore opportunities to invest in new synergistic venture to expand and diversify its existing products. The first such venture will be paper and plastic disposable food ware in which the Group could leverage on its familiarity with the materials used in the production.

The Group will maintain its filing business and will continue to strengthen its position internationally in which it has successfully obtained new orders. In view of the consistency in its current performance and with the new project in the pipeline, the Group remain confident and optimistic of its future performance.

B4 Profit forecast or profit guarantee

No profit forecast or profit guarantee was published by the Group.

B5 Tax expense

| | | Year ended 30-Jun | | |
|---|----------------|----------------------|--|--|
| | 2017 RM'000 | 2016 RM'000 | | |
| Current year tax expense | _ | | | |
| - Based on results for the year | 3,635 | 4,048 | | |
| - (Over)/under provision in respect of prior year | 66 | (1) | | |
| | 3,701 | 4,047 | | |
| Witholding tax | 1 | 4 | | |
| Deferred tax expense | | | | |
| - Current year | 112 | (99) | | |
| | 3,814 | 3,952 | | |

R6 Realised and Unrealised Profit or Losses Disclosure

| | As at | As at |
|---|-------------|-------------|
| | 30-Jun-2017 | 31-Mar-2017 |
| | RM'000 | RM'000 |
| Total retained profits of the Company and its subsidiaries: | | |
| - Realised | 301,134 | 289,310 |
| - Unrealised | (9,705) | (11,626) |
| | 291,429 | 277,684 |
| Total share of retained profits from associates: | | |
| - Realised | 43,706 | 42,815 |
| - Unrealised | 990 | 970 |
| | 44,696 | 43,785 |
| Add: Consolidation adjustment | 19,427 | 19,815 |
| Total Group retained profits as per consolidated accounts | 355,552 | 341,284 |

B7 Sale of unquoted investments and properties

There were no sales of unquoted investments for the current quarter and financial year to date.

B8 Status of corporate proposal announced

No corporate proposed was announced by the Group.

B9 Group borrowings and debt securities

Group borrowings relate to foreign currency loan which are denominated in USD.

As at 30-Jun-2017 RM'000

Bank borrowing - Current

- Foreign currency loan

29,672

B10 Other Investments

| | As at 30-Jun-17 RM'000 | As at 31-Mar-17 RM'000 |
|---|------------------------------|------------------------------|
| Available-for-sale financial assets: | | |
| Short term funds | 28,702 | 32,521 |
| Fair value through profit or loss: | | |
| Investment in dual currency structured products | - | 38,401 |
| Equity-Linked Investment | 54,233 | 54,233 |
| | 82,935 | 125,155 |
| | 62,933 | 123 |

B11 Changes in material litigation

There was no material litigation involving the Group as at to date.



NOTES TO THE INTERIM FINANCIAL REPORT FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

B12 Dividends Proposed

The Board of Directors have recommended a final single tier dividend of 9% (2017:9%) subject to approval from the shareholders. The dividend will be paid on 26 October 2017.

B13 Earnings per share

| Current Quarter ended 30-Jun-2017 | Current Year to Date 30-Jun-2017 |
|---|---|
| | |
| 14,184 | 14,184 |
| 194,759 | 194,759 |
| 7.28 | 7.28 |
| Current Quarter ended 30-Jun-17 | Current Year to Date 30-Jun-17 |
| 14,184 | 14,184 |
| 194,759 17 | 194,759 17 |
| 194,776 | 194,776 |
| 7.28 | 7.28 |
| | Quarter ended 30-Jun-2017 14,184 194,759 7.28 Current Quarter ended 30-Jun-17 14,184 194,759 17 194,776 |

B14 Fair value of financial instruments

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

The table below analyses financial instruments carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statement of financial position. The different levels have been defined as follows:

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

The table below presents the financial instruments of the Group, which are measured at fair value, classified by level of the fair value hierarchy.

| 30 June 2017 Financial assets | Level 1 RM'000 | Fair value hierarchy Level 2 RM'000 | Level 3 RM'000 | Carrying amount RM'000 |
|---|-------------------|---|-------------------|------------------------------|
| Available-for-sale financial assets Financial assets at fair value through profit or loss | - | 28,702 54,233 | - | 28,702 54,233 |
| | - | 82,935 | - | 82,935 |
| 31 March 2017 | Level 1 RM'000 | Fair value hierarchy Level 2 RM'000 | Level 3 RM'000 | Carrying amount RM'000 |
| Financial assets Available-for-sale financial assets Financial assets at fair value through profit or loss | - | 32,521 92,634 | - | 32,521 92,634 |
| | - | 125,155 | - | 125,155 |



NOTES TO THE INTERIM FINANCIAL REPORT FOR THREE MONTHS PERIOD ENDED 30 JUNE 2017

B15 Notes to the Condensed Consolidated Statement of Comprehensive Income

Profit before tax is arrived at after (charging) / crediting the following items:

| | Current Quarter Ended 30-Jun-17 RM'000 | Cumulative Year To Date 30-Jun-17 RM'000 |
|---|---|---|
| a) interest income | 1,799 | 1,799 |
| b) other income including investment income | 317 | 317 |
| c) interest expense | (123) | (123) |
| d) depreciation and amortisation | (2,412) | (2,412) |
| e) provision for and write off of receivables | (4) | (4) |
| f) foreign exchange gains | 1 445 | 1 445 |

B16 The condensed consolidated interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors.