

Part A - Explanatory Notes Pursuant To MFRS 134

1. Basis of Preparation

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

This condensed report should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012. The explanatory notes attached to this 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 financial year ended 31 December 2012.

2. Significant Accounting Policies

2.1 Adoption of new MFRSs, Amendments/Improvements to MFRSs and IC Interpretation (“IC Int”)

The accounting policies adopted for this Report are consistent with those of the last audited financial statements for the financial year ended 31 December 2012, except for the adoption of the following:

MFRSs, Amendments/Improvements to MFRSs and IC Int

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 (International Accounting Standard (“IAS”) 19 as amended by International Accounting Standards Board (“IASB”) in June 2011)
MFRS 127	Separate Financial Statements (IAS 27 as amended by IASB in May 2011)
MFRS 128	Investments in Associates and Joint Ventures (IAS 28 as amended by IASB in May 2011)
Amendments to MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards - Government Loans
Amendments to MFRS 7	Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 10, 11 and 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
Amendments to MFRS 101	Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income
Annual Improvements 2009 - 2011 Cycle issued in July 2012	
IC Int 20	Stripping Costs in the Production of A Surface Mine

The adoption of the above pronouncements did not have any material impact on the financial statements of the Group.

2.2 Standards issued but not yet effective

At the date of authorisation of this Report, the following MFRSs, Amendments to MFRSs and IC Int were issued but not yet effective and have not been applied by the Group:

MFRSs, Amendments to MFRSs and IC Interpretation		Effective date
IC Int 21	Levies	1 January 2014
Amendments to MFRS 10,12 and 127	Consolidated Financial Statements, Disclosure of Interests in Other Entities and Separate Financial Statements: Investment Entities	1 January 2014
Amendments to MFRS 132	Financial Instruments: Presentation - Offsetting	1 January 2014
Amendments to MFRS 136	Financial Assets and Financial Liabilities	1 January 2014
Amendments to MFRS 139	Recoverable Amount Disclosures for Non-Financial Assets	1 January 2014
MFRS 7	Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014
MFRS 9	Financial Instruments: Disclosures - Mandatory Date of MFRS 9 and Transition Disclosures	1 January 2015
	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1 January 2015

3. Auditors' Report of Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2012 was not qualified.

4. Seasonality or Cyclicity of Operations

Generally, sales of the Group's products are higher in the second half of the financial year due to majority of the festive seasons fall within this period.

5. Items of Unusual Nature

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the financial year under review.

6. Changes in Accounting Estimates

There were no changes in estimates of amounts reported in the prior financial year that have a material effect in the results for the current quarter and financial year to date.

7. Changes in Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the financial year ended 31 December 2013.

8. Dividends Paid

The following dividends were paid during the current and previous corresponding period:

	31.12.2013	31.12.2012
Third interim dividend for the financial year	31 December 2012	31 December 2011
Declared and approved on	13 December 2012	20 December 2011
Date paid	18 January 2013	18 January 2012
Dividend per share (single-tier)	5 sen	5 sen
Net dividend paid	RM3,475,930	RM3,091,400
Final dividend for the financial year	31 December 2012	31 December 2011
Declared and approved on	24 June 2013	30 May 2012
Date paid	12 August 2013	8 August 2012
Dividend per share (single-tier)	7.5 sen	7.5 sen
Net dividend paid	RM5,213,909	RM4,637,100
First interim dividend for the financial year	31 December 2013	31 December 2012
Declared and approved on	23 May 2013	14 June 2012
Date paid	22 July 2013	18 July 2012
Dividend per share (single-tier)	5 sen	5 sen
Net dividend paid	RM3,475,930	RM3,091,400
Second interim dividend for the financial year	31 December 2013	31 December 2012
Declared and approved on	23 September 2013	3 September 2012
Date paid	31 October 2013	3 October 2012
Dividend per share (single-tier)	5 sen	5 sen
Net dividend paid	RM3,475,940	RM3,159,945

9. Segmental Information

Segmental information is presented in respect of the Group's business segments.

	12 months ended 31.12.13 (RM'000)	12 months ended 31.12.12 (RM'000)
Segment Revenue		
Personal care	54,902	73,567
Household	10,613	12,541
Investment holding	15,550	18,700
Total revenue including inter segment sales	81,065	104,808
Elimination of inter-segment sales	(16,082)	(20,545)
Total revenue excluding inter segment sales	64,983	84,263
Interest income	41	37
	<u>65,024</u>	<u>84,300</u>

	12 months ended 31.12.13 (RM'000)	12 months ended 31.12.12 (RM'000)
Segment Results		
Personal care	8,156	14,150
Household	718	1,045
Investment holding	15,911	19,436
Total results	24,785	34,631
Elimination	(15,550)	(19,050)
Results excluding inter segment sales	9,235	15,581
Interest expense	(2)	(1)
Interest income	384	421
Profit before taxation	9,617	16,001
Taxation	(1,918)	(3,005)
Profit for the year	7,699	12,996

10. Valuation of Property, Plant and Equipment

There were no changes in the valuation of property, plant and equipment since the last audited financial statements for the financial year ended 31 December 2012.

11. Subsequent Event

In the opinion of Directors, there were no material events subsequent to the end of the current quarter.

12. Changes in Composition of the Group

There were no changes in the composition of the Group for the financial year under review other than disclosed below:

On 23 July 2013, the Company announced to Bursa Malaysia Securities Berhad that its wholly owned subsidiary known as Guangzhou Eng Kah Business Consulting Co., Ltd., a company incorporated and domiciled in the People's Republic of China ("PRC"), has been incorporated and its Business License Certificate has been issued on 17 July 2013 by the Ministry of Commerce of the PRC.

13. Changes in Contingent Liabilities and Contingent Assets

There were no contingent assets or contingent liabilities since the end of the last annual reporting period.

14. Capital Commitments

The outstanding capital commitment as at the end of the current quarter is as follows:

	RM'000
Contracted but not provided for:	
- Property, plant and equipment	46
	=====

Part B: Explanatory Notes Pursuant To Appendix 9B Of The Listing Requirements Of Bursa Malaysia Securities Berhad

1. Review of Performance

	Individual Quarter 3 Months Ended		Cumulative Quarter 12 Months Ended	
	(Unaudited) 31.12.13 RM'000	(Unaudited) 31.12.12 RM'000	(Unaudited) 31.12.13 RM'000	(Audited) 31.12.12 RM'000
	Revenue			
- Personal care	13,761	13,507	54,370	71,722
- Household	2,903	3,088	10,613	12,541
- Investment holding	17	14	41	37
	<u>16,681</u>	<u>16,609</u>	<u>65,024</u>	<u>84,300</u>
Profit before taxation				
- Personal care	1,858	2,639	8,156	14,150
- Household	219	210	718	1,045
- Investment holding	421	412	743	806
	<u>2,498</u>	<u>3,261</u>	<u>9,617</u>	<u>16,001</u>

Comparison with Corresponding Quarter in Previous Year

Generally, impact of seasonality on the demand for the Group's products is not that significant. The turnover for the reporting quarter was RM16.681 million as compared to RM16.609 million. The higher turnover was mainly due to higher orders placed during the reporting quarter.

During the quarter under review, the Profit Before Taxation ("PBT") margin was approximately 14.98% as compared to 19.63% of the previous year corresponding quarter. The lower PBT margin was mainly due to the change in product mix, higher operating expenses inclusive therein the implementation of national minimum wage policy.

Comparison with Corresponding Financial Period To Date in Previous Year

During the financial year under review, the demand for personal care products was 83.62% and the household products was 16.32% as compared to 85.08% and 14.88% respectively of the previous year corresponding period to date. The change was fairly usual in terms of manufacturing activities of the Group.

The PBT margin for the twelve months period ended 31 December 2013 was approximately 14.79% as compared to 18.98% of the previous year corresponding period to date. The lower PBT margin was mainly due to the change in product mix, higher operating expenses inclusive therein the implementation of national minimum wage policy, as well as additional expenses incurred for upgrading and maintenance charges pertaining to SAP software system.

2. Comparison with Immediate Preceding Quarter's Results

The turnover for the reporting quarter was RM16.681 million as compared to RM15.375 million of the immediate preceding quarter, an increase of approximately 8.49%

The Group recorded a PBT of RM2.498 million for the reporting quarter ended 31 December 2013 as compared to RM2.164 million of the immediate preceding quarter ended 30 September 2013, an increase of approximately 15.43%. The increase was due to higher turnover achieved during the reporting quarter.

During the quarter under review, the PBT margin was approximately 14.98% as compared to 14.07% of the immediate preceding quarter. The higher PBT margin was mainly due to the change in product mix.

3. Commentary on Prospects

Generally, the market conditions of the industry are relatively stable. As the Group manufactures a wide range of products, the change in product mix may impact on profit margin of the Group.

Going forward, the Group will further strengthen its presence in overseas markets, particularly the China markets. As part of its market diversification strategy, the Group had also incorporated two wholly-owned subsidiaries located in Indonesia and China respectively to achieve this business objective.

Eng Kah Enterprise Sdn. Bhd. is the winner among the three finalists for the prestigious Excellence Awards 2012 (Anugerah Kecemerlangan Industri) for External OTC (Over-The-Counter) & Cosmetics Industry, organised for the first time by the National Pharmaceutical Control Bureau, Ministry of Health, Malaysia. This award recognition has further enhanced the Group's confidence to become one of the leading contract manufacturers in the industry.

The Group's strategy will continue to focus on Multi-National Corporations ("MNC") to expand and diversify its customer base. It is also part of the Group's marketing strategy to continue in exploring other potential customers.

Barring unforeseen circumstances, the Group's performance is expected to be satisfactory for the financial year ending 31 December 2014.

4. Profit Forecast Variance

There was no profit forecast made in any public documents.

5. Taxation

	Individual Quarter 3 Months Ended		Cumulative Quarter 12 Months Ended	
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	31.12.13	31.12.12	31.12.13	31.12.12
	RM'000	RM'000	RM'000	RM'000
Malaysian income tax:				
Based on results for the period				
- Current tax	(715)	(493)	(2,353)	(3,202)
- Deferred tax	174	77	358	271
	(541)	(416)	(1,995)	(2,931)
Over provision in prior year				
- Current tax	73	(53)	73	(53)
- Deferred tax	(39)	(30)	4	(21)
	34	(83)	77	(74)
	(507)	(499)	(1,918)	(3,005)

The Group's effective tax rate for the current quarter and financial year to date was lower than the statutory tax rate of 25% due to capital allowances and deductible expenses claimed during the period.

6. Profit for the Period/ Year

	Current quarter (Unaudited) 31.12.13 RM'000	Current year to date (Unaudited) 31.12.13 RM'000
Depreciation	653	2,633
Interest expense	-	2
Interest income	(126)	(384)
Inventories written off	338	338
Property, plant and equipment written off	2	5
Realised (gain)/loss on foreign exchange	(20)	125
Unrealised (gain)/loss on foreign exchange	(181)	(181)

Other than the above items, there were no gain or loss on disposal of property, plant and equipment, quoted or unquoted investments or properties, provision for and write off of inventories or receivables, gain or loss on derivatives as well as other exceptional items.

7. Corporate Proposal

There was no corporate proposal announced or not completed as at the date of this Report.

8. Borrowings and Debt Securities

There were no borrowings as at the reporting date and the Group has not issued any debt securities for the financial year under review.

9. Material Litigations

A pending civil proceeding instituted by the subsidiary company, Eng Kah Enterprise Sdn. Bhd. ("EKE") (as plaintiff) against Tohtonku Sdn. Bhd. ("TSB") (as defendant) in High Court of Malaya in Penang vide civil suit No. 22-843-2010 claiming for the following:

- (i) RM188,256.30 as at 21 August 1990 being the outstanding amount for goods sold and delivered;
- (ii) interest of RM14,137.04 as at 15 July 1990;
- (iii) further interest to accrue at the rate of 2% per month from 16 July 1990 until full settlement;
- (iv) RM296,288.52 as at 17 September 1990 being special damages for stock purchased and kept by EKE for TSB's use; and
- (v) interest on the said RM296,288.52 at the rate of 8.0% per annum from the date of filing of Summons until full settlement.

The solicitors acting for EKE for the above proceeding, Messrs Ghazi & Lim, is of the opinion that EKE has a "good chance of winning" the abovementioned suit.

TSB had on 28 January 1991 filed a counter-claim against EKE in the same suit for the following:

- (i) RM146,035.34;
- (ii) general damages for breach of contract;
- (iii) incentives amount of RM30,000.00;
- (iv) interest at the rate of 8% per annum from 9 February 1990 until full settlement; and
- (v) costs.

The solicitors acting for EKE in the above-mentioned proceeding, Messrs Ghazi & Lim, is of the opinion that EKE has a good chance in defending the said counter-claim.

This matter is now fixed for continued hearing on 14 May 2014 to 16 May 2014.

10. Proposed Dividends

Details of the proposed dividends are as below:

	31.12.2013	31.12.2012
Third interim dividend for the financial year	31 December 2013	31 December 2012
Declared and approved on	18 December 2013	12 December 2012
Dividend per share (single-tier)	5 sen	5 sen
Entitlement to dividends based on Record of Depositors as at	6 January 2014	31 December 2012
Date payable	22 January 2014	18 January 2013

At the forthcoming Annual General Meeting, a final single-tier dividend of 7.5 sen per share amounting to RM5,306,804 in respect of financial year ended 31 December 2013 will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect these proposed dividend. Such dividend, if approved by the shareholders will be accounted for in equity as appropriation of retained profits in the financial year ending 31 December 2014.

11. Earnings Per Share

Basis of calculation of earnings per share

The basic earnings per share for the current quarter and cumulative period to date are computed as below:

	Individual Quarter		Cumulative Quarter	
	3 Months Ended	3 Months Ended	12 Months Ended	12 Months Ended
	31.12.13	31.12.12	31.12.13	31.12.12
Profit after taxation Attributable to owners of the parent (RM'000)	1,991	2,762	7,699	12,996
Weighted average number of ordinary shares of RM1.00 each in issue ('000)	70,656	70,487	69,805	68,736
Basic earnings per share (sen)	2.82	3.95	11.03	18.94

The diluted earnings per share for the current quarter and cumulative period to date are computed as below:

	Individual Quarter		Cumulative Quarter	
	3 Months Ended	3 Months Ended	12 Months Ended	12 Months Ended
	31.12.13	31.12.12	31.12.13	30.9.12
Profit after taxation Attributable to owners of the parent (RM'000)	1,991	2,762	7,699	12,996
Weighted average number of shares ('000):				
Weighted average number of ordinary shares in issue ('000)	70,656	70,487	69,805	68,736
Adjustment for dilutive effect on exercise of ESOS options ('000)	=	588	=	606
Adjustment for dilutive effect on exercise of warrants	*	-	*	71
	70,656	71,075	69,805	69,413
Diluted earnings per share (sen)	2.82	3.89	11.03	18.72

= The Company's ESOS has lapsed on 17 November 2013

* The effect of warrants is anti-diluted in nature.

12. Realised and Unrealised Profits

	(Unaudited) 31.12.13 (RM'000)	(Audited) 31.12.12 (RM'000)
Total retained profits of the Company and its subsidiaries		
- Realised	30,439	38,779
- Unrealised	(1,804)	(2,166)
	<u>28,635</u>	<u>36,613</u>
Less: Consolidation adjustments	(27,793)	(27,776)
	<u><u>842</u></u>	<u><u>8,837</u></u>