AJIYA®

AJIYA BERHAD

377627-W

Build Today
For a Better Tomorrow

annual report | 2011

AJIYA BERHAD
377627-W

VISION 2020

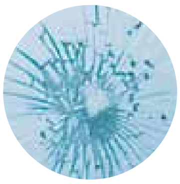
To be a top leader in building materials industry in Malaysia and South East Asia.

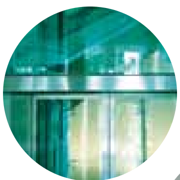
MISSION 2012

To be the leading metal roll forming and safety glass processing company in Malaysia and South East Asia.

Contents

Corporate Information	02
Corporate Structure	03
Group Financial Highlights	04
Chairman's Statement	05
Directors' Profile	08
Ajiya Operation Network	10
Corporate Governance Statement	11
Audit Committee Statement	15
Statement of Internal Control	18
Statement of Corporate Social Responsibilities	19
Additional Disclosure Statements	20
Financial Statements	21
Statement of Shareholdings	78
List of Top 10 Properties Owned By The Group	80
Notice of Sixteenth Annual General Meeting	81
Form of Proxy	





CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman
Dato' Dr Mohd Aminuddin bin Mohd Rouse
- *Independent Non-Executive Chairman*

Managing Director
Mr. Chan Wah Kiang

Non-Executive Director
Mr. Yeo Ann Seck

Independent Non-Executive Directors
Mr. Tan Seng Kee – *Senior*
Dato' Theng Book
Ms. Low Peak Yih

AUDIT COMMITTEE

Mr. Tan Seng Kee – *Chairman*
Dato' Theng Book
Ms. Low Peak Yih

REMUNERATION COMMITTEE

Mr. Tan Seng Kee – *Chairman*
Dato' Dr Mohd Aminuddin bin Mohd Rouse
Dato' Theng Book

NOMINATION COMMITTEE

Dato' Theng Book – *Chairman*
Dato' Dr Mohd Aminuddin bin Mohd Rouse
Mr. Tan Seng Kee

SECRETARIES

Ms. Chong Wui Koon
Ms. Chin Ngeok Mui
Ms. Leong Siew Foong

REGISTERED OFFICE

Suite 6.1A , Level 6
Menara Pelangi
Jalan Kuning, Taman Pelangi
80400 Johor Bahru, Johor
Tel : 07 – 332 3536
Fax : 07 – 332 4536

REGISTRAR

Symphony Share Registrars Sdn Bhd
Symphony House,
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya, Selangor
Tel : 03 – 7841 8000
Fax : 03 – 7841 8008

AUDITORS

Ernst & Young
Chartered Accountants
Suite 11-2, Level 11
Menara Pelangi, No. 2, Jalan Kuning
Taman Pelangi
80400 Johor Bahru, Johor

PRINCIPAL BANKERS

Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
AmIslamic Bank Berhad
United Overseas Bank (Malaysia) Bhd

STOCK EXCHANGE

Main Market of the Bursa Malaysia Securities Berhad
("Bursa Securities")

Stock Code: 7609

AJIYA BERHAD
377627-W

MALAYSIAN COMPANIES

MANUFACTURING DIVISION

GLASS BASE

Ajiya Safety Glass Sdn Bhd (366389-A)
Ajiya Glass Industries Sdn Bhd (599239-H)

METAL BASE

Asia Roofing Industries Sdn Bhd (203219-U)
Ajiya Metal Industries Sdn Bhd (44323-M)
ARI Utara Sdn Bhd (273092-U)
ARI Timur (KB) Sdn Bhd (714587-K)

MARKETING & TRADING DIVISION

GLASS BASE

ASG Marketing Sdn Bhd (418751-A)
ASG Project Services Sdn Bhd (625669-D)

METAL BASE

Ajiya STI Sdn Bhd (578448-D)
Ajiya Marketing Sdn Bhd (229893-H)

INVESTMENT HOLDING DIVISION

ABM Industries Sdn Bhd (39143-X)
LTC Usaha Sdn Bhd (920343-T)

OVERSEAS COMPANIES

MANUFACTURING DIVISION

GLASS BASE

Thai Ajiya Safety Glass Co., Ltd. (0105553123550)

METAL BASE

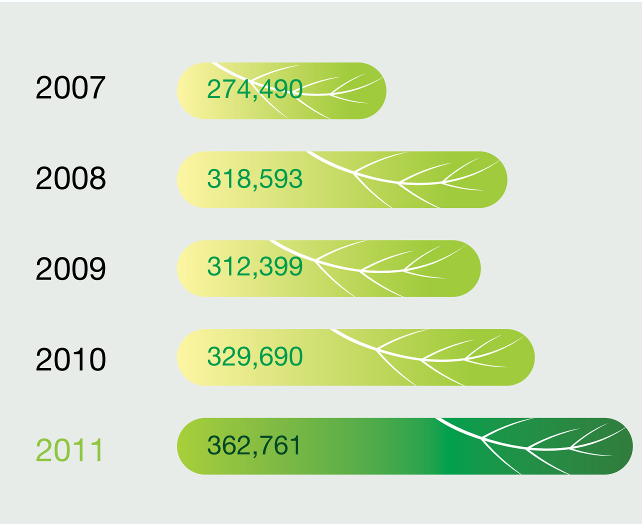
Thai Ajiya Co., Ltd. (0135550038136)

Details are set out on pages 59 to 61 of this Annual Report.

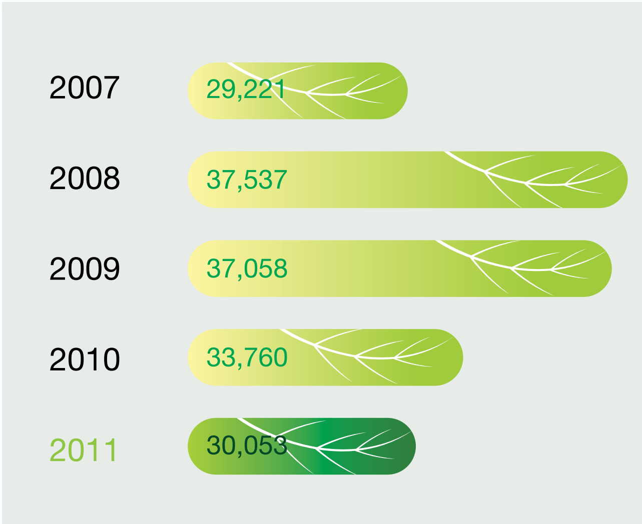
GROUP FINANCIAL HIGHLIGHTS

	2007	2008	2009	2010	2011
Turnover (RM'000)	274,490	318,593	312,399	329,690	362,761
Profit Before Tax (RM'000)	29,221	37,537	37,058	33,760	30,053
Shareholders' Fund (RM'000)	143,289	162,446	180,933	196,664	212,693
Net Tangible Assets Per Share Attributable to Equity Holders of the Company (RM)	2.07	2.35	2.61	2.84	3.07

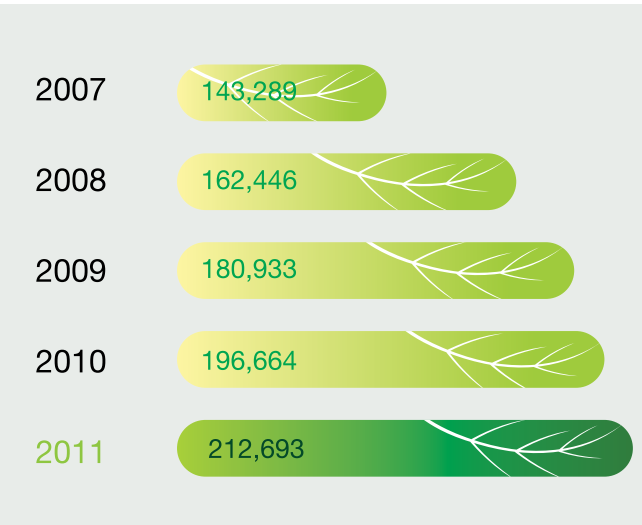
Turnover (RM'000)



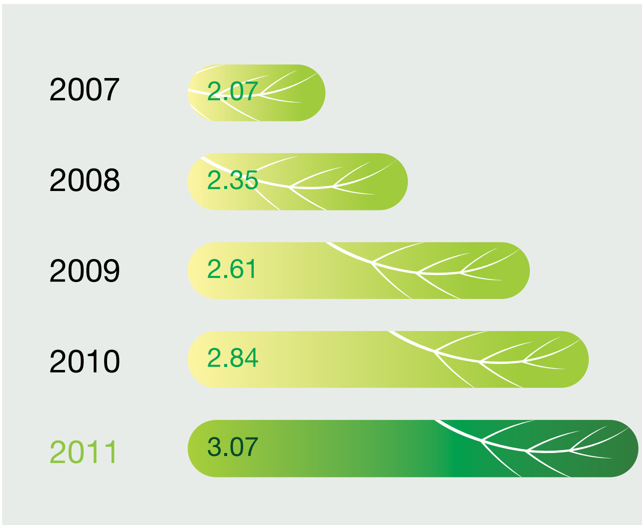
Profit Before Tax (RM'000)



Shareholders' Fund (RM'000)



Net Tangible Assets Per Share Attributable to Equity Holders of the Company (RM)



Chairman

With strategically placed plants and branches all over the country, Ajiya is poised to blaze new trails to capture unmet needs

The year 2011 would certainly stand out as a tough and testing year in our corporate history as the global economic crisis continues to be felt in many parts of the world. The natural disaster that devastated North Japan and the floods that ravaged Thailand were two of the many significant events that plagued 2011. On the corporate front, while Ajiya continues to face difficult challenges, our vision, mission and values remain firm to guide our business conduct and enable us to weather the storm.

A quick overview of the industry trend and development tells a general story that the increasing global consciousness on environmental issues, such as the reduction of timber usage, has a positive impact to the top and bottom lines of our metal and aluminium strip ceiling and steel truss products. Conversely, an increasing awareness on energy-saving safety glass further fuels the demand for safety glass products.

The Group's turnover increased by 10% from RM329.690 million in 2010 to RM362.761 million in 2011; in tandem with the implementations from projects stemming from the government's Economic Transformation Programme (ETP) and the 10th Malaysia Plan. Profit before tax recorded a slight decline at RM30.053 million in 2011 from RM33.760 million in 2010; attributing to the shift towards selling lower margin products. This shift was driven by the fact that while public buildings and complexes have to be constructed with energy saving materials under the MS:1525 building protocol, cost remains the top concern among contractors. By employing a strategy that meets market needs, selling lower margin products enables the Group to book a commendable profit before tax; demonstrating the Group's ability to remain flexible and tuned to different market needs.

The metal division has included additional profile range for roofing products, frame products, structural products, lightweight channel products, strip ceiling and sunshade panels. Our production operation in Mentakab, Pahang was up and running in Dec 2011 to serve an expanding market in the Eastern region. A noteworthy point is that Ajiya is a ready supplier of components for Industrial Building System (IBS), as certified by the Construction Industry Development Board (CIDB), an area Ajiya has improved to perfection. A notable win was the granting by JKR as truss system provider to our subsidiary ARI Timur (KB) Sdn Bhd, which will further consolidate our position as market leader. Up north in Thailand, our plant has incorporated more production facilities and machinery and continues to play a positive role in the Group's performance.

In our glass division, a highly strategic move to acquire a plant in Kuching, which began operation in July 2011, is expected to serve East Malaysia customers more effectively. Serving a demanding market, Ajiya continues to provide world-class products by providing quality and aesthetically pleasing products. With the Segamat main plant, as well as plants in Johor Baru, Puchong, Bukit Minyak, Kuching and two warehouses in Shah Alam, coupled with IGMA certification, the outlook for the glass division is bright for a major foothold on the global market. The market is also slowly becoming environmentally conscious and is well receptive of energy efficient glass products. Products such as low-E coated glass, which uses a revolutionary coating technology for heat control and light transmission, are poised to capitalize on the rising trend in environmental awareness.

Across Malaysia from north to south to east, Ajiya looks set in expanding its presence in the Malaysian market. With strategically placed plants and branches all over the country, Ajiya is poised to blaze new trails to capture unmet needs and to provide second to none products and offerings. With active participation in trade exhibitions in South East Asia including Thailand, Indonesia, Cambodia, Philippines and also in Australia and New Zealand, well calculated partnerships will open new doors of opportunity for further expansion beyond our shores.

As we look into 2012, we are excited for several factors that are expected to give the Group a big leverage to move our business forward. The government's ETP continues to be a main factor in generating demands for the building materials sector, which will work positively for Ajiya. We are excited that our new plant for safety glass processing in Thailand, which is expected to begin construction in mid 2012, is poised to meet the greater demands in the region.

Cambodia has been earmarked for further expansion and we are excited by its growth prospects. These factors, coupled with the lessons we have learned and skills we have perfected, will arm us with the necessities to focus on business expansion in South East Asia, a region with a population of 590 million. By constantly placing importance on corporate development, we are better prepared to face the ever-changing global economic landscape. The Group is keen to increase its momentum and looks forward to record another remarkable year ahead.

The Board is pleased to propose a first and final dividend of 6% less tax to be paid upon shareholders' approval at the forthcoming annual general meeting.

As Chairman of the Group, I would like to personally thank each and every person in Ajiya for your passion, invaluable contribution and most of all, your sense of loyalty and belonging in making Ajiya the market leader in our sector. It is due to your individual contribution that has brought us to where we are today. To our partners, shareholders and customers, we thank you for your trust and confidence in Ajiya and we look forward to building even stronger ties in the year ahead. And we would like to specially extend our heartfelt thanks to our former director Mr. Tee Siew Kai who has ended his service with us in 2011. He has contributed immensely to the Group since his tenure with us and we will always remember him as a man of vision.

Let's make 2012 an even bigger success!

Dato' Dr Mohd Aminuddin bin Mohd Rouse
Chairman

DIRECTORS' PROFILE

DATO' DR. MOHD AMINUDDIN BIN MOHD ROUSE
Independent Non-Executive Chairman
Aged 66, Malaysian

Dato' Dr Mohd Aminuddin was appointed to the Board on 27-9-1996. He graduated with a Bachelor of Science (Honours) in Biochemistry from the University of Malaya in 1969 and a Doctorate in Philosophy (Agricultural Chemistry) from the University of Adelaide in 1974. He has served in the academic sector, holding various posts in University Putra Malaysia and University Sains Malaysia since 1969.

In 1983, he started his venture into the corporate sector, actively holding various positions in Kumpulan Guthrie Berhad, Berjaya Group Berhad, Konsortium Logistik Berhad, PNSL Berhad and Indah Water Konsortium Sdn Bhd.

He is a member of the Nomination Committee and Remuneration Committee.

He also sits on the board of several public companies, namely Star Publication (Malaysia) Berhad, Tanco Holdings Berhad, Karambunai Corp Bhd and ManagePay Systems Bhd.

CHAN WAH KIANG
Managing Director
Aged 53, Malaysian

Mr Chan is the founder member of Ajiya Group of companies. He was appointed to the Board as Managing Director on 27-9-1996. He holds a Bachelor of Science (majoring in Chemistry and Biology) from Campbell University, USA in 1983.

In 1984, he started his career in various manufacturing companies holding senior positions. With his extensive experience garnered from the manufacturing industry, he decided to venture into the roofing, and subsequently glass business.

He also sits on the board of ManagePay Systems Bhd.

YEO ANN SECK
Non-Executive Director
Aged 56, Malaysian

Mr Yeo was appointed to the Board on 27-9-1996. He is a businessman by profession. He has vast experience in the building industry having been involved in the supply of building materials business.

He also sits on the board of several private limited companies.

TAN SENG KEE
Senior Independent Non-Executive Director
Aged 55, Malaysian

Mr Tan was appointed to the Board on 27-9-1996. He holds a Bachelor of Laws (Honours) degree from the University of Malaya.

He is the Chairman of the Audit Committee and Remuneration Committee and member of the Nomination Committee.

DATO' THENG BOOK
Independent Non-Executive Director
Aged 52, Malaysian

Dato' Theng was appointed to the Board on 2-5-2000. He holds a Bachelor of Science majoring in Chemistry and Statistic. He also holds a Diploma in Business Studies, Bachelor of Law and Certificate of Legal Practice. He is a qualified Mediator and Arbitrator. He was in the commercial sector for about 10 years prior to commencing legal practice as an Advocate & Solicitor.

He is the Chairman of Nomination Committee and member of the Audit Committee and Remuneration Committee.

He also sits on the board of ManagePay Systems Bhd and Samchem Holdings Berhad.

LOW PEAK YIH
Independent Non-Executive Director
Aged 36, Malaysian

Ms Low was appointed to the Board on 12-02-2009. She holds a Bachelor of Accountancy from RMIT University, Australia in 2000. She has about 10 years experience in auditing and she is currently the Audit Manager in an accounting firm.

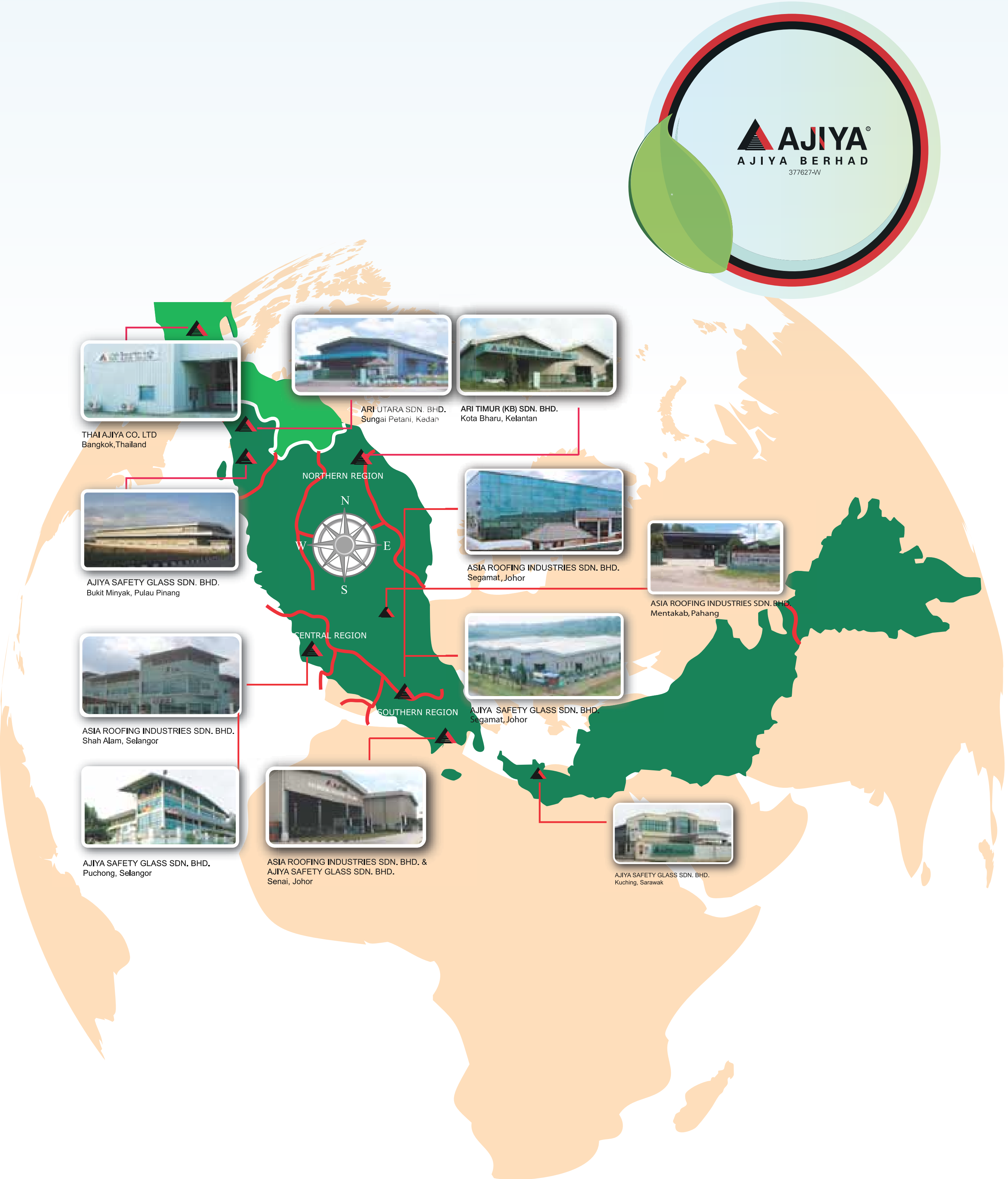
She is a member of the Audit Committee.

She also sits on the board of other private limited company.

Note:

All the Directors have no family relationship with any other Director and/or major shareholder of the Company and have not been convicted for any offences (other than traffic offences, if any) within the past 10 years. Save as disclosed in pages 12 and 20 of this Annual Report on the Recurrent Related Party Transaction during the financial year 2011, all the Directors have no conflict of interest with the Company.

AJIYA OPERATION NETWORK



THE CODE

The Board of Directors of Ajiya continues practising the highest standard of corporate governance throughout the Group as a fundamental factor towards enhancing long term shareholders value. The Board remains committed in ensuring good corporate governance are well applied in all activities of the Group.

The statement below sets out how the Group has applied the Principles of the Malaysian Code of Corporate Governance (Revised 2007)("the Code") and the extent of compliance with the Best Practices of Corporate Governance as set out in Part 1 and Part 2 of the Code.

a. THE BOARD OF DIRECTORS

Board's Responsibilities
The Board takes full responsibility for the performance of the Group. The Board has the overall responsibility for setting out the strategic direction and corporate development of the Group, including identifying principal risks and ensuring the implementation of appropriate actions to manage these risks, as well as reviewing the adequacy and integrity of the Group's internal control system and management information system.

Board Composition and Balance
Pursuant to the Company's constitution and until otherwise determined by the Company in the General Meeting, the Company can appoint up to a maximum of 11 Directors.

The Board comprises members from various fields and together they bring a balance of skills and a wide range of experience appropriate to the business of the Group. The Board presently has 6 members with the majority being Independent Non-Executive Directors comprising:-

- Independent Non-Executive Chairman
- Managing Director
- Non-Executive Director
- 3 Independent Non-Executive Directors

The profile of each Director is set out under the Directors' Profile of this Annual Report.

The Chairman of the Board leads the discussion at the Board level, whilst the Managing Director is responsible for the achievement of short term and long term objectives and day to day management and operation of the Group.

The Non-Executive Directors are independent of management. The participation of the Independent Directors in the discussions and decisions of the Board ensures a thorough and objective deliberation of issues affecting the Group. All Directors have full access to information pertaining to all matters placed before them for decisions. This will ensure that issues and matters can be comprehensively discussed.

Board Meetings
Board meetings for the ensuing year are scheduled in advance so as to enable Directors to plan ahead. During the financial year ended 30 November 2011, a total of 4 board meetings were held, with due notices of issues to be discussed. The decisions and issues discussed in arriving at the decisions are minuted. The attendance of each of the Directors are as follows:-

Directors	No of Meetings Attended	Percentage (%)
Dato' Dr. Mohd Aminuddin bin Mohd Rouse	4/4	100
Chan Wah Kiang	4/4	100
Dato' Theng Book	4/4	100
Yeo Ann Seck	4/4	100
Tan Seng Kee	4/4	100
Tee Siew Kai *	3/3	100
Low Peak Yih	4/4	100

* Resigned as director on 30-09-2011

a. THE BOARD OF DIRECTORS (cont'd)

Board Committees
The Board of Directors delegates certain responsibilities to the Board Committees, namely a Nomination Committee, Remuneration Committee and Audit Committee, in order to enhance corporate governance, business and operational efficiency. All Committees have written terms of reference.

Re-election of Directors
In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to re-election by shareholders at the next annual general meeting following their appointment. The Articles also provided that at least one third of the Directors shall retire and be subject to re-election at every annual general meeting and that all Directors including the Managing Director shall retire from office once at least in each three years but shall be eligible for re-election.

Directors' Training
The Board acknowledge the importance of continuous education to keep abreast with regulatory updates and development in the business environment.

All the Directors have completed the mandatory accreditation program and attended various training programs. During the financial year 2011, the Company has organised an in-house training programme, facilitated by industry expert for directors and senior executives of the Group.

The training programmes and seminars attended by the Directors during the year ended 30 November 2011 included:

Seminar/Program	Attended by
• Art of War in the Business Landscape	Dato' Dr. Mohd Aminuddin bin Mohd Rouse Chan Wah Kiang Dato' Theng Book Tan Seng Kee Yeo Ann Seck Low Peak Yih
• 2012 Budget Proposal : Tax Changes and its Impact on Business	Tan Seng Kee

Supply of Information
The Board is provided with agenda and board papers prior to Board meetings. Directors have, whether as a full Board member or in their individual capacity, in furtherance to their duties and responsibilities as a Director, access to the advice and services of the Company Secretaries and to take independent professional advice, where necessary and in appropriate circumstances.

Family Relationship
None of the Directors of the Company has any family relationship with each other.

Conflict of Interest
None of the Directors has any conflict of interest with the Group except for Mr Yeo Ann Seck who is also a director and substantial shareholder of Seng Hiap Glass Sdn Bhd which is in the glass business.

Conviction of Offences
None of the Directors has been convicted in court for offences within the past ten (10) years.

b. NOMINATION COMMITTEE

The Nomination Committee comprises entirely of Independent Non-Executive Directors. The Committee is responsible for making recommendations for new appointment to the Board. In making these recommendations, the Committee will inter alia, consider the required mix of skills and experience of each candidate. Meetings of the Committee are held as and when required, and at least once a year.

c. REMUNERATION COMMITTEE

The Remuneration Committee comprises entirely of Independent Non-Executive Directors. Meetings of the Committee are held as and when required, and at least once a year. The Committee is responsible for examining and making recommendations to the Board on remuneration packages and benefits extended to the Executive Directors and fees payable to Non-Executive Directors.

Non-Executive Directors' Fees will be endorsed by the Board subject to approval from shareholders at the Annual General Meeting.

The aggregate remuneration of Directors for the financial year ended 30 November 2011 are as follows:-

	Fees (RM)	Salaries and Other Emoluments (RM)	Total (RM)
Executive Directors	52,600	1,070,850	1,123,450
Non-Executive Directors	115,600	285,600	401,200

The number of Directors whose total remuneration falls within the following bands for the financial year ended 30 November 2011 is as follows:-

	No. of Directors	
Range of Remuneration (RM)	**Executive**	**Non-Executive**
50,000 and below	-	5
200,000 to 250,000	-	1
1,100,001 to 1,150,000	1	-

* *Inclusive amount drawn in subsidiary companies*

d. AUDIT COMMITTEE

The Audit Committee of the Board comprises entirely of Independent Non-Executive Directors. The members and the role and functions of the Audit Committee are set out in detail under the Audit Committee Statement of this Annual Report.

e. DIALOGUE BETWEEN THE COMPANY AND INVESTORS

The Company values the confidence of its shareholders and investors. The Directors have always looked forward to holding discussions with analysts and shareholders. Shareholders are encouraged to participate at every annual general meeting and extraordinary general meeting of the Company. At each meeting of the Company, every opportunity is given to the shareholders to ask questions and seek clarification on the business and performance of the Group.

f. ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors are responsible to present a true and fair assessment of the Group's position and prospects in the annual reports and quarterly reports. The quarterly financial results were reviewed by the Audit Committee and approved by the Board of Directors prior to submission to Bursa Malaysia Securities Berhad.

A statement by the Directors of their responsibilities in the preparation of financial statements is set out in the ensuing section.

Auditors

The Internal Auditor and External Auditors were invited to attend all the Audit Committee meetings where the Group's quarterly and annual financial results are considered and discussed. The Group works closely with External Auditors and seeks their professional advice to ensure compliance with applicable accounting standards and statutory requirements.

Internal Control

The Board acknowledges its responsibility for establishing a sound internal control system for the Group. A review of the state of internal controls within the Group is set out under the Statement of Internal Control of this Annual Report.

g. STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO FINANCIAL STATEMENTS

The Directors are required to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the Group as at the end of the financial year and of the income statement and cash flows of the Company and the Group for the financial year. The Statement by Directors pursuant to Section 169(15) of the Companies Act, 1965 is stated on page 25 of this Annual Report.

The Directors are of the view that, in preparing the financial statements of the Company and the Group for the year ended 30 November 2011, the Company has adopted appropriate accounting policies that are consistently applied and supported by reasonable and prudent judgments and estimates. The Directors have also considered that all applicable accounting standards have been followed during the preparation of audited financial statements.

The Directors are responsible for ensuring that the Company keeps adequate accounting records that disclose with reasonable accuracy the financial position of the Company and the Group to enable them to ensure that the financial statements comply with the requirements of the Companies Act, 1965.

The Directors have ensured timely release of quarterly and annual financial results of the Company and the Group to Bursa Securities so that public and investors are informed of the Group's development.

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

Chairman **Tan Seng Kee**
(Senior Independent Non-Executive Director)

Members **Dato' Theng Book**
(Independent Non-Executive Director)

Low Peak Yih
(Independent Non-Executive Director)

Secretary The Company Secretary shall be the Secretary of the Committee.

Membership
The Committee shall be appointed by the Board from amongst its Directors (except alternate directors) which fulfils the following requirements:-

a) the audit committee must be composed of no fewer than 3 members of whom a majority of the audit committee must be independent directors;
b) all members of the audit committee should be non-executive directors and financially literate; and
c) at least one (1) member of the Committee;
   - must be a member of the Malaysian Institute of Accountants; or
   - if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years' working experience and:
     - he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act, 1967; or
     - he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967.
   - fulfils such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad ("Bursa Securities").

   The Board shall, within three (3) months of a vacancy occurring in the Committee which result in the number of members reduced to below three (3), appoint such number of new members as may be required to make up the minimum number of three (3) members.

   The Board shall review the term of office and performance of the Committee and each of its members at least once every three (3) years.

Procedure of the Audit Committee meetings
a) The members of the Committee shall elect a Chairman from among their numbers who is an Independent Director.
b) The Company Secretary shall be the Secretary to the Committee. The Secretary shall circulate minutes of the Committee meeting to all members of the Board.
c) The Committee shall meet not less than four (4) times a year and report to the Board of Directors.
d) Written notice of the meeting together with the agenda shall be given to the members of the Committee, the external auditors and any other person invited to attend the meeting, where applicable.
e) The quorum for meetings of the Committee shall be two (2) members and shall comprise of independent directors.
f) A representative of the external auditors, the head of Internal Audit and the Finance should normally attend meetings. Any other Directors, employees and any other persons, where applicable, shall attend any particular Committee meeting only at the Committee's invitation, specific to the relevant meeting.
g) The Chairman shall convene a meeting of the Committee if requested to do so in writing by any member, the management, or the internal or external auditors to consider any matters within the scope and responsibilities of the Committee.
h) The Committee should meet with the external auditors without executive board members present at least twice a year.

Rights of the Committee

The Committee shall:

a) have explicit authority to investigate any matter within its term of reference;
b) have the resources which are required to perform its duties;
c) have full and unrestricted access to any information pertaining to the Company;
d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);
e) be able to obtain independent professional or other advice; and
f) be able to convene meetings with external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

Function of the Committee

The functions of the audit committee shall be:

a) To review the following and report the same to the Board of Directors -
   - with the external auditors, the audit plan;
   - with the external auditors, his evaluation of the system of internal controls;
   - with the external auditors, his audit report;
   - the assistance given by the employees of the Company to the external auditor
   - the quarterly results and the year end financial statements, prior to the approval by the Board of Directors, focusing particularly on:
     - changes in or the implementation of major accounting policy changes;
     - significant and unusual events;
     - compliance with accounting standards and other legal requirements;
   - any related party transactions and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
   - any letter of resignation including the written explanations of the resignation from the external auditors of the Company; and
   - whether there is reason (supported by grounds) to believe that the Company's external auditors are not suitable for re-appointment.

b) To do the following, in relation to the internal audit function:-
   - review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
   - review the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
   - review any appraisal or assessment of the performance of members of the internal audit function;
   - approve any appointment or termination of senior staff members of the internal audit function; and
   - take cognizance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.

c) To recommend the nomination of a person or persons as external auditors and the external audit fee.

d) To carry out other function that may be mutually agreed upon by the Committee and the Board which would be beneficial to the Company and ensure the effective discharge of the Company's duties and responsibilities.

e) To verify the criteria for allocation of options pursuant to a share scheme for employees.

Meeting Held During Financial Year Ended 30 November 2011

During the financial year ended 30 November 2011, a total of five (5) committee meetings were held and the attendance of the members is as follows:-

	No. of Meetings Attended	Percentage (%)
Tan Seng Kee	5/5	100
Dato' Theng Book	5/5	100
Tee Siew Kai*	4/4	100
Low Peak Yih	5/5	100

* resigned as director on 30-09-2011

Quorum

Two members of the Committee present at the meeting shall constitute a quorum and the majority of members present must be Independent Directors.

Summary of Activities

The activities of the Audit Committee for the financial year under review include the following:-

- Reviewing and recommending for Board's approval on the quarterly financial results and audited financial statements.
- Reviewing related party transactions.
- Reviewing internal audit reports on findings and recommendations and ensuring that material findings are adequately addressed by the Management.
- Reviewing the annual audit plan and resources requirement of Internal Audit Department.
- Reviewing the Risk Management framework report.
- Reviewing the status of the internal control system of the Group.
- Reviewing and discussing with external auditors' scope of work and audit plan, accounting issues arising from the audit and impact of new changes to accounting standards and regulatory requirements.

Internal Audit Function

The principal roles of Internal Audit Department are to assist the Audit Committee in assessing risks, recommend measures to mitigate risks, establish cost effective controls and assess proper governance process.

The Internal Audit Department is responsible for providing independent and objective assurance to the Audit Committee and Board of Directors the state of internal control of the key operations within the Group and the extent of compliance with the established policies and procedures.

During the financial year, the Internal Audit Department carried out, inter-alia the following activities:-

- Prepared the annual audit plan for approval of the Audit committee
- Performed audit on key processes or strategic business units of the Group, which covered reviews of adequacy and effectiveness of the internal controls
- Ascertained the extent of compliance with the established Group policies, procedures and statutory requirement
- Reported audit findings and highlighting recommendations for improvements
- Acted on suggestions made by Audit Committee members and / or senior management on concerns over operations or control
- Followed up on management corrective actions on audit issues

The cost incurred in maintaining the Internal Audit Function for the financial year under review was approximately RM250,000.

STATEMENT OF INTERNAL CONTROL

Introduction
The Board of Directors recognises the importance of a sound internal control system, as well as continuously reviewing its adequacy and integrity.

The Board is pleased to provide the following statement on the internal control which outlines the nature and scope of internal control of the Group during the year under review.

Responsibility
The Board affirms its overall responsibility for the Group's system of internal control. This includes reviewing the adequacy and integrity of financial, operational and compliance controls.

The system is designed to manage the Group's risk within a tolerable limit, and cannot eliminate the risk of failure to achieve business objectives and plans. Consequently, it can only provide reasonable and not absolute assurance against material misstatement or loss.

Key elements of internal control

- **Risk Management**
  The Group has an ongoing process where regular meetings between the key management staff are conducted for identifying, evaluating and managing the significant risks affecting the environment of its business objective. This process has been in place throughout the financial year.

  The process is reviewed by the Board and is in accordance with the guidelines 'Statement of Internal Control: Guidance for Directors of the Public Listed Companies'.

- **Audit Committee**
  The Board has empowered the Audit Committee with the duty of reviewing and monitoring the effectiveness of the Group's system of internal control. The Audit Committee reviews the Group's financial reports, internal and external audit reports, and with the assistance of Internal Audit department, the internal control system.

- **Internal Audit Function**
  The Group's Internal Audit department undertakes regular reviews of the Group's operations and systems of internal control.

  The annual audit plan was reviewed and approved by the Audit Committee.

  The audit conducted includes reviewing the extent of compliance with the established policies, procedures and statutory requirements.

  Findings of the audits were presented to the Audit Committee on a quarterly basis and appropriately communicated to the respective parties for necessary and immediate actions. Regular reviews are made on remedial actions.

- **Organisation Structure**
  The Group has a clearly defined organisation structure with clear lines of responsibilities and levels of authorities aligned to the current business and operational requirements.

- **Policies and Procedures**
  The Group has established written policies and procedures for key business units. These policies and procedures are regularly reviewed and updated.

For Tomorrow

Here at Ajiya, business and corporate social responsibilities go hand in hand. We strive to do business by always keeping in mind the intangible unity between our business, the society that we serve and the earth that we inhabit.

Setting Industry Standards

We are continuously guided by the highest of ethical standards by pledging to conduct procurement prudently through regular reviews of our suppliers' performance. The implementation of AS/NZS 2208:1996 Safety Glass Materials in Buildings and the ISO 9001:2008 Quality Management System allows our customers to be confident of our products at all times. Customer Satisfaction Surveys are held annually to capitalize on what we do well, and to highlight where we need to improve.

A Caring Workplace

At Ajiya, we understand our success boils down to ultimately our people. The meritorious Long Service Awards and 'Anugerah Pelajar Cemerlang Award' for school-going children of employees with excellent results are just some of the things we have to encourage a higher quality of life for the men and women of Ajiya. Adequate insurance coverage and other employee benefits are among the many efforts we put in to recruit and retain the best talents.

Human Capital training and development is a constant emphasize, with the ultimate goal of helping each employee maximize their fullest potential.

Safety and health remain our top priority, an aspect we take very seriously in our business. Provision of safety equipments, audiometric tests by external consultants to ensure zero risk of hearing impairment and Safety Awareness campaigns are carried out periodically to ensure occupational safety, reduce potential hazards and to protect our employees physically and mentally.

Sharing Is Caring

Ajiya is today synonymous with a caring company through contributions to various underprivileged and deserving parts of the society. The Scholarship Award program for higher education in Malaysia is given to deserving candidates while we have also donated to the National Kidney Foundation, Sports Associations and other societies for the disabled. Contributing to several school building funds allows school children a better learning environment and participating in blood donation campaigns allows us to contribute live-saving blood to patients. Ajiya also regularly engages Industrial Trainees, which allows interns to have a bigger picture of working life so that they are better prepared to enter the competitive job market. In 2011, twenty-one trainees were inducted into our programme. During the flood crisis in 2011, our Segamat, Johor and Thai employees received financial assistance to ease their misery in the wake of this challenging time.

Respect for the Environment

At Ajiya, we understand the importance of preserving the environment for tomorrow's generation. Our recyclable metal products work as alternatives to natural timber-based products, helping save on extensive logging. Our Energy Efficient High Performance Glass also helps conserve energy without resorting to wanton use of cooling devices by reducing noise, heat and UV rays from external sources.

Our products are guided by a vision to produce the most environmentally friendly and sustainable products. As one of the founders of Malaysia Green Building Confederation, a federation formed to lead our building industry in embracing responsible measures that would help realize energy savings, water conservation, a healthier indoor environment, better public connectivity, recycling resources and provision of greenery in development, we strive relentlessly to educate the public on the importance of keeping the earth green for tomorrow.

At Ajiya, this forms the core of our guiding principle- that we can do our small part in reducing the harsh and irreversible damage on the environment. A good company makes excellent products and services; but a great company does all that and strives to make the world a better place.

ADDITIONAL DISCLOSURE STATEMENTS

a. Material Contracts
There were no material contracts entered into by the Company and/or its subsidiaries that involve the Directors' and substantial shareholders' interest for the past two (2) years.

b. Sanctions And/Or Penalties Imposed
There were no sanctions or penalties imposed on the Company and its subsidiaries, Directors or management.

c. Share Buy-Backs
There were no share buy-back schemes in place during the financial year 2011.

d. Option, Warrants Or Convertible Securities
There were no Option, Warrants or Convertible Securities issued by the Company during the financial year 2011.

e. Utilities Of Proceeds
There was no proceed raised by the Company during the financial year 2011.

f. Depository Receipt Programme
The Company did not sponsor any Depository Receipt programme.

g. Non-Audit Fees
The amount of non-audit fees paid to the external auditors for the financial year 2011 was RM6,000.

h. Profit Estimate, Forecast or Projection
The Company did not issue any profit estimate, forecast or projection for the financial year. There was no major variance between the results for the financial year and the unaudited results previously announced by the Company.

i. Profit Guarantee
The Company did not give any profit guarantee.

j. Revaluation of Landed Properties
The Company did not have a revaluation policy on landed properties.

k. Recurrent Related Party Transactions of A Revenue Nature
Recurrent related party transactions of a revenue nature of the Group for the financial year 30 November 2011 were as follows:-

Nature of Transaction	Co. within the Group Involved in the Transaction	Related Party	Interested Director/Major Shareholders and Connected Person	Aggregate Amount (RM)
Rental of factory	Asia Roofing Industries Sdn Bhd	Jin Sing Sdn Bhd	Yeo Ann Seck	36,000
Legal service paid to a film related to director	Ajiya Berhad	Ling & Theng Book Advocates & Solicitors	Dato' Theng Book	13,200

Note : Mr Yeo Ann Seck is a director and substantial shareholder of Jin Sing Sdn Bhd.

FINANCIAL STATEMENTS

Directors' Report	22
Statement By Directors	25
Statutory Declaration	25
Independent Auditors' Report	26
Statements of Comprehensive Income	29
Statements of Financial Position	30
Consolidated Statement of Changes in Equity	31
Company Statement of Changes in Equity	32
Statements of Cash Flows	33
Notes to the Financial Statements	35

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 November 2011.

Principal activities

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries are manufacturing and trading of roofing materials, manufacturing and trading of all kinds of glass, trading of building materials and investment holding.

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

Results

	Group RM	Company RM
Profit net of tax	24,353,512	3,196,132
Attributable to equity holders of the Company	18,540,400	3,196,132

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the statements of changes in equity.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

Dividends

The amount of dividend paid by the Company since 30 November 2010 was as follows:

In respect of the financial year ended 30 November 2010 as reported in the directors' report of that year:

	RM
Final dividend of 6% less 25% taxation on 69,223,821 ordinary shares, approved on 22 April 2011 and paid on 25 May 2011	3,115,072

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 30 November 2011, of 6% less 25% taxation on 69,223,821 ordinary shares, amounting to a total dividend payable of RM3,115,072 (4.50 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 30 November 2012.

Directors

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Dato' Dr Mohd Aminuddin bin Mohd Rouse (Chairman)
Chan Wah Kiang (Managing Director)
Yeo Ann Seck
Dato' Theng Book
Tan Seng Kee
Low Peak Yih
Tee Siew Kai (resigned on 30 September 2011)

Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 9 to the financial statements or the fixed salary of a full time employee of the Company) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except as disclosed in Note 31 to the financial statements.

Directors' interests

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares in the Company and its related corporations during the financial year were as follows:

	Number of ordinary shares of RM1 each			
The Company	**1 December 2010**	**Acquired**	**Sold**	**30 November 2011**
Direct interest				
Chan Wah Kiang	12,382,305	-	-	12,382,305
Yeo Ann Seck	10,981,986	-	-	10,981,986
Indirect/deemed interest				
Chan Wah Kiang #	7,698,913	45,000	-	7,743,913

Deemed interest through Avia Kapital Sdn. Bhd. by virtue of Section 6A of the Companies Act, 1965.

Chan Wah Kiang and Yeo Ann Seck by virtue of their interest in shares in the Company are also deemed interested in shares of all the Company's subsidiaries to the extent the Company has an interest.

None of the other directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

Other statutory information

(a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps :

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts has been written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; and

(ii) the values attributable to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

(e) As at the date of this report, there does not exist :

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(f) In the opinion of the directors :

(i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet its obligations when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

Auditors

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 12 March 2012.

Chan Wah Kiang   Dato' Theng Book

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

We, Chan Wah Kiang and Dato' Theng Book, being two of the directors of Ajiya Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 29 to 76 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 November 2011 and of their financial performance and cash flows for the year then ended.

The information set out in Note 37 to the financial statements have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 12 March 2012.

Chan Wah Kiang

Dato' Theng Book

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

I, Tan Siew Hoon, being the officer primarily responsible for the financial management of Ajiya Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 29 to 77 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared)
by the abovenamed Tan Siew Hoon)
at Johor Bahru in the State of Johor)
Johor Darul Ta'zim on 12 March 2012)

Tan Siew Hoon

Before me,

J150
Aminah Binti Abdullah
Pesuruhjaya Sumpah Malaysia

Report on the financial statements

We have audited the financial statements of Ajiya Berhad, which comprise the statement of financial position as at 30 November 2011 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 29 to 76.

Directors' responsibility for the financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 November 2011 and of their financial performance and cash flows for the year then ended.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 16 to the financial statements, being financial statements that have been included in the consolidated financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

(d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

Other matters

The supplementary information set out in Note 37 on page 77 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young
AF 0039
Chartered Accountants

Wun Mow Sang
1821/12/12(J)
Chartered Accountant

Johor Bahru, Malaysia
Date: 12 March 2012

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Revenue	4	362,760,997	329,690,456	4,240,000	4,240,000
Cost of goods sold	5	(296,390,495)	(257,884,945)	-	-
Gross profit		66,370,502	71,805,511	4,240,000 -	4,240,000
Other items of income					
Other operating income		3,655,549	2,391,382	463,472	360,843
Other items of expense					
Administrative expenses		(39,385,649)	(39,945,893)	(400,765)	(330,135)
Finance costs	6	(586,910)	(491,260)	-	-
Profit before tax	7	30,053,492	33,759,740	4,302,707	4,270,708
Income tax expense	10	(5,699,980)	(6,972,968)	(1,106,575)	(1,035,669)
Profit net of tax		24,353,512	26,786,772	3,196,132	3,235,039
Other comprehensive income:					
Foreign currency translation		(181,918)	(230,370)	-	-
Other comprehensive income for the year, net of tax		(181,918)	(230,370)	-	-
Total comprehensive income		24,171,594	26,556,402	3,196,132	3,235,039
Profit attributable to:					
Equity holders of the Company		18,540,400	19,076,504	3,196,132	3,235,039
Minority interest		5,813,112	7,710,268	-	-
		24,353,512	26,786,772	3,196,132	3,235,039
Total comprehensive income attributable to:					
Equity holders of the Company		18,380,851	18,846,228	3,196,132	3,235,039
Minority interest		5,790,743	7,710,174	-	-
		24,171,594	26,556,402	3,196,132	3,235,039
Earnings per share attributable to equity holders of the Company (sen):					
Basic, for profit for the year	11	26.78	27.56		
Diluted, for profit for the year	11	26.78	27.56		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION
as at 30 November 2011

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Assets					
Non-current assets					
Property, plant and equipment	13	129,898,559	104,882,079	-	-
Investment properties	14	5,562,079	7,703,523	-	-
Land use rights	15	4,672,302	4,781,419	-	-
Investments in subsidiaries	16	-	-	27,986,283	19,432,285
Intangible asset	17	165,417	-	-	-
Other investments	18	7,345,060	5,345,060	7,300,000	5,300,000
Amount due from subsidiaries	19	-	-	36,061,113	39,346,330
		147,643,417	122,712,081	71,347,396	64,078,615
Current assets					
Inventories	20	68,367,610	64,232,962	-	-
Trade and other receivables	21	99,450,072	91,913,745	1,000	1,000
Other assets		500,075	-	-	-
Tax recoverable		1,162,396	723,890	17,101	43,550
Cash and bank balances	22	34,382,942	35,131,863	8,449,202	12,328,062
		203,863,095	192,002,460	8,467,303	12,372,612
Total assets		351,506,512	314,714,541	79,814,699	76,451,227
Equity and liabilities					
Current liabilities					
Loans and borrowings	23	17,785,638	17,790,897	-	-
Trade and other payables	24	54,682,614	40,035,995	3,432,164	149,752
Tax payable		545,648	34,421	-	-
		73,013,900	57,861,313	3,432,164	149,752
Non-current liabilities					
Deferred taxation	25	8,616,224	7,543,614	-	-
Loans and borrowings	23	4,474,252	-	-	-
		13,090,476	7,543,614	-	-
Total liabilities		86,104,376	65,404,927	3,432,164	149,752
Net assets		265,402,136	249,309,614	76,382,535	76,301,475
Equity attributable to equity holders of the Company					
Share capital	26	69,223,821	69,223,821	69,223,821	69,223,821
Reserves		143,469,321	127,440,535	7,158,714	7,077,654
		212,693,142	196,664,356	76,382,535	76,301,475
Minority interests		52,708,994	52,645,258	-	-
Total equity		265,402,136	249,309,614	76,382,535	76,301,475
Total equity and liabilities		351,506,512	314,714,541	79,814,699	76,451,227

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the financial year ended 30 November 2011

	Note	Share capital (Note 26)	Share premium (Note 27)	Foreign currency translation reserve (Note 27)	Other reserve (Note 27)	Retained earnings (Note 28)	Total	Minority interests	Total
		← Attributable to Equity Holders of the Company →							
		← Non Distributable →				Distributable			
		RM	RM	RM	RM	RM	RM	RM	RM
Opening balance									
At 1 December 2009		69,223,821	3,583,414	(132,088)	-	108,258,053	180,933,200	44,095,084	225,028,284
Shares issued to minority interests		-	-	-	-	-	-	840,000	840,000
Total comprehensive income		-	-	(230,276)	-	19,076,504	18,846,228	7,710,174	26,556,402
Total recognised income and expense for the year		-	-	(230,276)	-	19,076,504	18,846,228	8,550,174	27,396,402
Transaction with owners:									
Dividends paid	12	-	-	-	-	(3,115,072)	(3,115,072)	-	(3,115,072)
Closing balance									
At 30 November 2010		69,223,821	3,583,414	(362,364)	-	124,219,485	196,664,356	52,645,258	249,309,614
Opening balance									
At 1 December 2010		69,223,821	3,583,414	(362,364)	-	124,219,485	196,664,356	52,645,258	249,309,614
Shares issued to minority interests		-	-	-	-	-	-	36,000	36,000
Acquisition of minority interest		-	-	-	763,007	-	763,007	(5,763,007)	(5,000,000)
Total comprehensive income		-	-	(159,549)	-	18,540,400	18,380,851	5,790,743	24,171,594
Total recognised income and expense for the year		-	-	(159,549)	763,007	18,540,400	19,143,858	63,736	19,207,594
Transaction with owners:									
Dividends paid	12	-	-	-	-	(3,115,072)	(3,115,072)	-	(3,115,072)
Closing balance									
At 30 November 2011		69,223,821	3,583,414	(521,913)	763,007	139,644,813	212,693,142	52,708,994	265,402,136

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY
For the financial year ended 30 November 2011

			Non Distributable	Distributable	
	Note	Share capital RM	Share premium RM	Retained earnings RM (Note 28)	Total RM
Opening balance					
At 1 December 2009		69,223,821	3,583,414	3,374,273	76,181,508
Total comprehensive income		-	-	3,235,039	3,235,039
Transaction with owners:					
Dividends paid	12	-	-	(3,115,072)	(3,115,072)
Closing balance					
At 30 November 2010		69,223,821	3,583,414	3,494,240	76,301,475
Opening balance					
At 1 December 2010		69,223,821	3,583,414	3,494,240	76,301,475
Total comprehensive income		-	-	3,196,132	3,196,132
Transaction with owners:					
Dividends paid	12	-	-	(3,115,072)	(3,115,072)
Closing balance					
At 30 November 2011		69,223,821	3,583,414	3,575,300	76,382,535

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Operating activities				
Profit before taxation	30,053,492	33,759,740	4,302,707	4,270,708
Adjustments for :				
Amortisation of land use rights	109,117	108,372	-	-
Bad debts written off	3,681	12,026	-	-
Reversal of impairment of debts	(1,399,143)	(311,323)	-	-
Depreciation of property, plant and equipment	6,679,285	5,740,062	-	-
Depreciation of investment properties	77,375	80,524	-	-
Dividend received	-	-	(4,240,000)	(4,240,000)
(Gain) /Loss on disposal of property, plant and equipment	(280,789)	36,143	-	-
Loss on disposal of investment properties	18,150	-	-	-
Interest income	(326,992)	(525,420)	(463,472)	(360,843)
Interest expenses	586,910	491,260	-	-
Property, plant and equipment written off	103,800	374,856	-	-
Impairment loss on trade receivable	552,269	1,337,583	-	-
Unrealised foreign exchange gains	107,226	-	-	-
Operating cash flows before changes in working capital	36,284,381	41,103,823	(400,765)	(330,135)
Changes in working capital				
Inventories	(4,053,985)	(9,323,495)	-	-
Trade and other receivables	(7,122,812)	(9,173,787)	-	-
Trade and other payables	14,220,629	301,840	3,282,412	17,098
Cash flows from operations	39,328,213	22,908,381	2,881,647	(313,037)
Tax (paid)/refunded	(4,554,050)	(7,059,650)	(20,126)	13,434
Interest received	326,992	525,420	463,472	360,843
Interest paid	(586,910)	(491,260)	-	-
Net cash flows from operating activities	34,514,245	15,882,891	3,324,993	61,240

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Investing activities				
Net dividend received from subsidiary	-	-	3,180,000	3,180,000
Acquisition of Subsidiary	(3,500,000)	-	-	-
Repayment from /(Advance to) subsidiaries	-	-	3,285,217	(3,581,001)
Proceeds from issuance of shares to minority shareholders	36,000	840,000	-	-
Purchase of property, plant and equipment	(26,677,952)	(17,178,235)	-	-
Additional investment in subsidiary	(5,000,000)	-	(8,553,998)	-
Purchase of other investment	(2,000,000)	-	(2,000,000)	(5,421,000)
Addition of prepaid land lease	-	(1,960,524)	-	-
Proceeds from disposal of property, plant and equipment	304,101	146,643	-	-
Proceeds from disposal of investment properties	160,000	-	-	-
Net cash flows used in investing activities	(36,677,851)	(18,152,116)	(4,088,781)	(5,822,001)
Financing activities				
Net proceeds from bank borrowings	5,015,317	2,722,088	-	-
Dividends paid	(3,115,072)	(3,115,072)	(3,115,072)	(3,115,072)
Net cash flows from/ (used in) financing activities	1,900,245	(392,984)	(3,115,072)	(3,115,072)
Net decrease in cash and cash equivalents	(263,361)	(2,662,209)	(3,878,860)	(8,875,833)
Cash and cash equivalents at 1 December	34,585,539	37,285,267	12,328,062	21,203,895
Effect of foreign currency exchange	60,764	(37,519)	-	-
Cash and cash equivalents at 30 November (note 22)	34,382,942	34,585,539	8,449,202	12,328,062

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Corporate information

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are described in Note 16. There have been no significant changes in the nature of the principal activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and quoted on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at Suite 6-1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor Darul Ta'zim. The principal place of business of the Company is located at Lot 153, Kawasan Perindustrian, Batu 3, Jalan Genuang, 85000 Segamat, Johor Darul Ta'zim.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements of the Group and the Company have been prepared in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. At the beginning of the current financial year, the Group and the Company adopted new and revised FRSs which are mandatory for financial years beginning on or after 1 January 2010 as described fully in Note 2.2.

The financial statements of the Group and of the Company have also been prepared on a historical basis, except as disclosed in the acoounting policies below.

The financial statements are presented in Ringgit Malaysia (RM).

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except as follows :

On 1 December 2010, the Group and the Company adopted the following new and amended FRSs and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2010, 1 March 2010 and 1 July 2010.

FRS 7: Financial Instruments: Disclosures
FRS 8: Operating Segments
FRS 101: Presentation of Financial Statements (Revised)
FRS 123: Borrowing Costs
FRS 139: Financial Instruments: Recognition and Measurement
Amendments to FRS 1: First-time Adoption of Financial Reporting Standards and FRS 127: Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 2: Share-based Payment – Vesting Conditions and Cancellations
Amendments to FRS 132: Financial Instruments: Presentation
Amendments to FRS 138 Intangible Assets
Amendments to FRS 139: Financial Instruments: Recognition and Measurement, FRS 7: Financial Instruments: Disclosures and IC Interpretation 9: Reassessment of Embedded Derivatives
Improvements to FRSs issued in 2009
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

2. Summary of significant accounting policies (cont'd)

2.2 Changes in accounting policies (cont'd)

IC Interpretation 14: FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
Amendments to FRS 132: Classification of Rights Issues
FRS 1: First-time Adoption of Financial Reporting Standards
FRS 3: Business Combinations (revised)
Amendments to FRS 2: Share-based Payment
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 127: Consolidated and Separate Financial Statements
Amendments to IC Interpretation 9: Reassessment of Embedded Derivatives
IC Interpretation 12: Service Concession Arrangements
IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17: Distributions of Non-cash Assets to Owners

FRS 4 Insurance Contracts and TR i-3 Presentation of Financial Statements of Islamic Financial Institutions are also effective for annual periods beginning on or after 1 January 2010. These FRSs are, however, not applicable to the Group and the Company.

The adoption of the above standards and interpretations did not have any effect on the financial performance or position of the Group and the Company except for those discussed below :

FRS 7 *Financial Instruments: Disclosures*

Prior to 1 January 2010, information about financial instruments was disclosed in accordance with the requirements of FRS 132 Financial Instruments: Disclosure and Presentation. FRS 7 introduces new disclosures to improve the information about financial instruments. It 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 and the Company have applied FRS 7 prospectively in accordance with the transitional provisions. Hence, the new disclosures have not been applied to the comparatives. The new disclosures are included throughout the Group's and the Company's financial statements for the year ended 30 November 2011.

FRS 101 *Presentation of Financial Statements (Revised)*

The revised FRS 101 introduces changes in the presentation and disclosures of financial statements. The revised Standard 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 as a single line. The Standard also 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 and the Company have elected to present this statement as one single statement.

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 financial statements.

2. Summary of significant accounting policies (cont'd)

2.2 Changes in accounting policies (cont'd)

FRS 101 *Presentation of Financial Statements (Revised) (cont'd)*

The revised 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 (see Note 35).

The revised FRS 101 was adopted retrospectively by the Group and the Company.

Revised FRS 3 Business Combinations and Amendments to FRS 127 Consolidated and Separate Financial Statements

The revised FRS 3 introduces a number of changes in the accounting for business combinations occurring after 1 July 2010. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. The Amendments to FRS 127 require that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will they give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Other consequential amendments have been made to FRS 107 Statement of Cash Flows, FRS 112 Income Taxes, FRS 121 The Effects of Changes in Foreign Exchange Rates, FRS 128 Investments in Associates and FRS 131 Interests in Joint Ventures. The changes from revised FRS 3 and Amendments to FRS 127 will affect future acquisitions or loss of control and transactions with minority interests.

Amendments to FRS 117 Leases

Prior to 1 December 2010, for all leases of land and buildings, if title is not expected to pass to the lessee by the end of the lease term, the lessee normally does not receive substantially all of the risks and rewards incidental to ownership. Hence, all leasehold land held for own use was classified by the Group as operating lease and where necessary, the minimum lease payments or the up-front payments made were allocated between the land and the buildings elements in proportion to the relative fair values for leasehold interests in the land element and buildings element of the lease at the inception of the lease. The up-front payment represented prepaid lease payments and were amortised on a straight-line basis over the lease term.

The amendments to FRS 117 Leases clarify that leases of land and buildings are classified as operating or finance leases in the same way as leases of other assets. They also clarify that the present value of the residual value of the property in a lease with a term of several decades would be negligible and accounting for the land element as a finance lease in such circumstances would be consistent with the economic position of the lessee. Hence, the adoption of the amendments to FRS 117 has resulted in certain unexpired land leases to be reclassified as finance leases. The Group and the Company have applied this change in accounting policy retrospectively and no comparatives have been restated.

FRS 139 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 Group and the Company have adopted FRS 139 prospectively on 1 December 2010 in accordance with the transitional provisions. The effects arising from the adoption of this Standard has been accounted for by adjusting the opening balance of retained earnings as at 1 December 2010. Comparatives are not restated. The details of the changes in accounting policies and the effects arising from the adoption of FRS 139 are discussed below:

2. Summary of significant accounting policies (cont'd)

2.2 Changes in accounting policies (cont'd)

FRS 139 Financial Instruments: Recognition and Measurement (cont'd)

- Impairment of trade receivables

  Prior to 1 December 2010, provision for doubtful debts was recognised when it was considered uncollectible. Upon the adoption of FRS 139, an impairment loss is recognised when there is objective evidence that an impairment loss has been incurred. The amount of the loss is measured as the difference between the receivable's carrying amount and the present value of the estimated future cash flows discounted at the receivable's original effective interest rate. As at 1 December 2010, the Group has remeasured the allowance for impairment losses as at that date in accordance with FRS 139 and concluded that there was no adjustment which was required to be made to the opening retained earnings as at 1 December 2010.

- Financial guarantee contracts

  During the current and prior years, the Company provided financial guarantees to banks in connection with bank loans and other banking facilities granted to its subsidiaries. Prior to 1 December 2010, the guarantees were accounted for and disclosed as contingent liabilities in the financial statements of the Company.

  Upon the adoption of FRS 139, such guarantees are to be recognised initially at fair value. As at the date of first adoption of FRS 139, all unexpired financial guarantees issued were not recognised since no value has been placed on the guarantees provided by the Company as the directors regard the value of the credit enhancement provided by the said guarantees to be minimal.

2.3 Standards and interpretations issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but are not yet effective:

FRSs, Amendment to FRSs and IC Interpretations	Effective for annual periods beginning or after
Amendment to FRS 1: Limited exemption for 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: Group Cash-settled Share-based Payment Transactions	1 January 2011
Amendments to FRS 7: Improving disclosures about Financial Instruments	1 January 2011
Improvements to FRSs issued in 2010	1 January 2011
IC Interpretation 4: Determining whether on Arrangement contains a Lease	1 January 2011
IC Interpretation 18: Transfers of Assets from Customers	1 January 2011
TR 3: Guidance a Disclosure of Transition to IFRSs	1 January 2011
TR i - 4: Shariah Compliant Sale Contracts	1 January 2011
IC Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Interpretation 14: Prepayment of a Minimum Funding Requirement	1 July 2011

2. Summary of significant accounting policies (cont'd)

2.3 Standards and interpretations issued but not yet effective (cont'd)

FRSs, Amendment to FRSs and IC Interpretations	Effective for annual periods beginning or after
Amendments to FRS 1: Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 January 2012
Amendments to FRS 7: Transfers of Financial Assets	1 January 2012
Amendments to FRS 112: Deferred Tax: Recovery of Underlying Assets	1 January 2012
FRS 124: Related Party Disclosures (Revised)	1 January 2012
Amendments to FRS 101: Presentation of Items of Other Comprehensive Income	1 January 2012
FRS 9 Financial Instruments	1 January 2013
FRS 10 Consolidated Financial Statements	1 January 2013
FRS 11 Joint Arrangements	1 January 2013
FRS 12 Disclosure of interests in Other Entities	1 January 2013
FRS 13 Fair Value Measurement	1 January 2013
FRS 119 Employee Benefits	1 January 2013
FRS 127 Separate Financial Statements	1 January 2013
FRS 128 Investment in Associate and Joint Ventures	1 January 2013
IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

The directors expect that the adoption of the standards and interpretations above will have no material impact on the financial statements in the period of initial application, except as disclosed below :

Amendments to FRS 101: Presentation of Items of Other Comprehensive Income

The amendments to FRS 101 change the grouping of items presented in Other Comprehensive Income. Items that could be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Group's and the Company's financial position or performance.

FRS 9 Financial Instruments

FRS 9 reflects the first phase of work on the replacement of FRS 139 and applies to classification and measurement of financial assets and financial liabilities as defined in FRS 139. The adoption of this first phase of FRS 9 will have an effect on the classification and measurement of the Group's and the Company's financial assets but will potentially have no impact on classification and measurements of financial liabilities. The Group is in the process of making an assessment of the impact of adoption of FRS 9.

FRS 10 Consolidated financial statements

FRS 10 replaces the portion of FRS 127 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. FRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by FRS 10 will require management to exercise significant judgement to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in FRS 127.

2. Summary of significant accounting policies (cont'd)

2.3 Standards and interpretations issued but not yet effective (cont'd)

FRS 12 Disclosure of Interests in Other Entities

FRS 12 includes all disclosure requirements for interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are required. This standard affects disclosures only and has no impact on the Group's financial position or performance.

FRS 13 Fair Value Measurement

FRS 13 establishes a single source of guidance under FRS for all fair value measurements. FRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under FRS when fair value is required or permitted. The Group is currently assessing the impact of adoption of FRS 13.

Malaysian Financial Reporting Standards

On 19 November 2011, the Malaysian Accounting Standards Board (MASB) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (MFRS Framework).

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer.

The Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 30 November 2013. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group has established a project team to plan and manage the adoption of the MFRS Framework.

The Group has not completed its assessment of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework. Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the year ended 30 November 2011 could be different if prepared under the MFRS Framework.

The Group considers that it is achieving its scheduled milestones and expects to be in a position to fully comply with the requirements of the MFRS Framework for the financial year ending 30 November 2013.

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries are prepared for the same reporting date as the Company.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains and losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

2. Summary of significant accounting policies (cont'd)

2.4 Basis of consolidation (cont'd)

Acquisitions of subsidiaries are accounted for using the purchase method. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of the acquisition. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represent goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit and loss.

Minority interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group. It is measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the acquisition date and the minorities' share of changes in the subsidiaries' equity since then.

2.5 Subsidiaries

Subsidiaries are entities over which the Group has the ability to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit and loss.

2.6 Property, plant and equipment and depreciation

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

Subsequent to recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Buildings and plant and machinery -in-progress are also not depreciated as these assets are not available for use. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life of the assets as follows:

Leasehold Land	60 to 66 years
Buildings	50 years
Plant and machinery	7 to 15 years
Other assets (exclude building and plant and machinery in progress)	5 to 10 years

2. Summary of significant accounting policies (cont'd)

2.6 Property, plant and equipment and depreciation (cont'd)

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss.

2.7 Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year in which they arise.

2.8 Land use rights

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised over their lease terms.

2.9 Intangible assets

Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired is allocated, from the acquisition date, to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination.

The cash-generating unit to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired, by comparing the carrying amount of the cash-generating unit, including the allocated goodwill, with the recoverable amount of the cash-generating unit. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

2. Summary of significant accounting policies (cont'd)

2.9 Intangible assets (cont'd)

Goodwill (cont'd)

Goodwill and fair value adjustments which arose on acquisitions of foreign operation before 1 January 2006 are deemed to be assets and liabilities of the Group and are recorded in RM at the rates prevailing at the date of acquisition.

2.10 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ("CGU")).

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment loss on goodwill is not reversed in a subsequent period.

2.11 Financial assets

Financial assets are recognised in the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group determines the classification of their financial assets at initial recognition for the purpose of the first adoption of the standard, as at transitional date on 1 December 2010.

2. Summary of significant accounting policies (cont'd)

2.11 Financial assets (cont'd)

(a) Loans and receivables

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the reporting date which are classified as non-current.

(b) Available-for-sale financial assets

Available-for-sale financial assets are financial assets that are designated as available for sale or are not classified in either financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

After initial recognition, available-for-sale financial assets are measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised. Interest income calculated using the effective interest method is recognised in profit or loss. Dividends on an available-for-sale equity instrument are recognised in profit or loss when the Group and the Company's right to receive payment is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

Available-for-sale financial assets are classified as non-current assets unless they are expected to be realised within 12 months after the reporting date.

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

2. Summary of significant accounting policies (cont'd)

2.12 Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) Trade and other receivables and other financial assets carried at amortised cost

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

If any such evidence exists, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of the financial asset is reduced through the use of an allowance account. When a receivable becomes uncollectible, it is written off against the allowance account.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(b) Available-for-sale financial assets

Significant or prolonged decline in fair value below cost, significant financial difficulties of the issuer or obligor, and the disappearance of an active trading market are considerations to determine whether there is objective evidence that investment securities classified as available-for-sale financial assets are impaired.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to profit or loss.

Impairment losses on available-for-sale equity investments are not reversed in profit or loss in the subsequent periods. Increase in fair value, if any, subsequent to impairment loss is recognised in other comprehensive income.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2. Summary of significant accounting policies (cont'd)

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials: purchase costs on a first-in first-out basis.

- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

2.15 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.16 Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities, within the scope of FRS 139, are recognised in the statement of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

The Group classifies its financial liabilities as other financial liabilities. These include trade payables, other payables and loans and borrowings. Trade and other payables are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

2. Summary of significant accounting policies (cont'd)

2.16 Financial liabilities (cont'd)

For other financial liabilities, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2.17 Leases

As lessee

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2.18 Borrowing costs

All borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

2.19 Employee benefits

(i) Short term benefits

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

(ii) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

2. Summary of significant accounting policies (cont'd)

2.20 Income taxes

(a) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. Summary of significant accounting policies (cont'd)

2.20 Income taxes (cont'd)

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statements of financial position.

2.21 Foreign currency

(a) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM).

(b) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined. Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(c) Translation to the presentation currency

- Assets and liabilities for the statement of financial position presented are translated at the closing rate prevailing at the reporting date;

- Income and expenses for the income statement are translated at average exchange rates for the year, which approximate the exchange rates at the dates of the transactions; and

- All resulting exchange differences are taken to the foreign currency translation reserve within equity.

2. Summary of significant accounting policies (cont'd)

2.22 Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the statements of financial position of the Group.

2.23 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the enterprise and the amount of the revenue can be measured reliably. The following specific recognition criteria must also be met before revenue is recognised :

(i) Sale of goods
Revenue relating to sale of goods is recognised net of sales tax and discounts upon the transfer of significant risks and rewards of ownership to the buyer. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(ii) Rental income
Rental income is recognised on the accrual basis in accordance with the substance of the relevant agreements.

(iii) Interest income
Interest is recognised on a time proportion basis that reflects the effective yield on the assets.

(iv) Dividend income
Dividend income is recognised when the right to receive payment is established.

2.24 Share capital and share issuance expenses

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

3. Significant accounting estimates and judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

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

3. Significant accounting estimates and judgements (cont'd)

(a) Useful lives of plant and machinery

The cost of plant and machinery for the roofing, metal and safety glass manufacturing is depreciated on a straight-line basis over the assets' useful lives. Management estimates the useful lives of these plant and machinery to be within 7 and 15 years. These are plant and machinery common life expectancies applied in the manufacturing industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amount of the Group's property, plant and equipment at 30 November 2011 is disclosed in Note 13.

(b) Impairment of loan and receivables

The allowance for doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of the receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current credit-worthiness and the past collection history on each receivables. If the financial conditions of the receivables of the Group were to deteriorate, additional provision may be required.

4. Revenue

Revenue of the Group principally represents the invoiced value of goods sold after allowance for goods returned and trade discounts, excluding intra-group transactions.

Revenue of the Company represents dividend.

5. Cost of Sales

Cost of sales represents cost of inventories sold.

6. Finance cost

	Group	
	2011	**2010**
	RM	**RM**
Bank interest	8,118	5,090
Loan interest	54,859	56,421
Trust receipts/bankers' acceptance interest	523,933	429,749
	586,910	491,260

7. Profit before tax

The following amounts have been included in arriving at profit before tax:

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Employee benefits expense (Note 8)	30,278,526	27,672,713	-	-
Amortisation of land use right (Note 15)	109,117	108,372	-	-
Auditors' remuneration				
- Auditors' of the Company				
- Statutory audits	94,000	85,000	18,000	18,000
- Underprovision in prior year	3,000	9,000	-	3,000
- Other services	6,000	6,000	6,000	6,000
- Other auditors				
- Statutory audits	22,863	20,120	-	-
- Underprovision in prior year	-	1,800	-	-
Reversal of impairments of debts	(1,399,143)	(311,323)	-	-
Debts impaired	3,681	12,026	-	-
Depreciation of property, plant and equipment (Note 13)	6,679,285	5,740,062	-	-
Depreciation of investment properties (Note 14)	77,375	80,524	-	-
Dividend income	-	-	(4,240,000)	(4,240,000)
Directors' remuneration (Note 9)	3,344,145	4,678,362	221,200	221,200
(Gain)/Loss on disposal of property, plant and equipment	(280,789)	36,143	-	-
Loss on disposal of investment properties	18,150	-	-	-
Interest income	(326,992)	(525,420)	(463,472)	(360,843)
Interest expense	586,910	491,260	-	-
Property, plant and equipment written off	103,800	374,856	-	-
Impairment loss on trade receivables	552,269	1,337,583	-	-
Realised foreign exchange (gain)/loss	(891,899)	1,475,890	-	-
Rental income	(311,050)	(279,050)	-	-
Rental expense	438,861	334,343	-	-
Unrealised foreign exchange loss	141,467	-	-	-

8. Employee benefits expense

	Group	
	2011 RM	2010 RM
Wages and salaries	24,867,773	21,346,936
Defined contribution plans	1,843,233	1,566,710
Social security costs	249,473	230,017
Other staff related expenses	3,318,047	4,529,050
	30,278,526	27,672,713

9 Directors' remuneration

The details of remuneration receivable by directors during the year are as follows:

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Directors of the Company				
Executive:				
Salaries and other emoluments				
- current year	1,057,736	1,197,984	14,000	14,000
- prior year	13,114	32,353	-	-
Fees	52,600	52,600	17,600	17,600
	1,123,450	1,282,937	31,600	31,600
Non-executive:				
Other emoluments	285,600	285,600	84,000	84,000
Fees	115,600	115,600	105,600	105,600
	401,200	401,200	189,600	189,600
Total	1,524,650	1,684,137	221,200	221,200
Other Directors of Subsidiaries				
Executive:				
Salaries and other emoluments				
- current year	2,271,796	2,716,092		
- prior year	(601,101)	141,133		
Fees	96,400	88,000		
	1,767,095	2,945,225		
Non-executive:				
Fees	52,400	49,000		
Total	1,819,495	2,994,225		
Grand total	3,344,145	4,678,362	221,200	221,200

The number of directors of the Company whose total remuneration during the year fell within the following bands is analysed below:

	Number of Directors 2011	Number of Directors 2010
Executive directors:		
RM1,100,001 - RM1,150,000	1	-
RM1,250,001 - RM1,300,000	-	1

9 Directors' remuneration (cont'd)

	Number of Directors 2011	2010
Non-Executive directors:		
RM50,000 and below	5	5
RM200,000 - RM250,000	1	1

10. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 30 November 2011 and 2010 are:

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Statement of comprehensive income:				
Current income tax:				
Income tax for the year	4,868,208	5,691,668	1,107,325	1,089,552
Overprovision in prior years:	(240,838)	(41,076)	(750)	(53,883)
	4,627,370	5,650,592	1,106,575	1,035,669
Deferred income tax: (Note 25)				
Relating to origination and reversal of temporary differences	1,151,622	958,752	-	-
(Over)/underprovision in prior years:	(79,012)	363,624	-	-
	1,072,610	1,322,376	-	-
	5,699,980	6,972,968	1,106,575	1,035,669

Reconciliation between tax expense and accounting profit

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 30 November 2011 and 2010 are as follows:

Group	2011 RM	2010 RM
Profit before tax	30,053,492	33,759,740
Tax at Malaysian statutory tax rate of 25% (2010: 25%)	7,513,373	8,439,935
Different tax rate in another country	38,797	11,871
Income not subject to taxation	(1,128)	(546,489)
Non-deductible expenses	329,079	483,193
Effect of utilisation of reinvestment allowances	(1,860,291)	(1,738,090)
Overprovision of income tax in prior years	(240,838)	(41,076)
(Over)/underprovision of deferred income tax in prior years	(79,012)	363,624
Income tax expense recognised in profit or loss	5,699,980	6,972,968

10. Income tax expense (cont'd)

Company	2011 RM	2010 RM
Profit before tax	4,302,707	4,270,708
Tax at Malaysian statutory tax rate of 25% (2010 : 25%)	1,075,677	1,067,677
Non-deductible expenses	31,648	21,875
Overprovision of income tax in prior years	(750)	(53,883)
Income tax expense recognised in profit or loss	1,106,575	1,035,669

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2010: 25%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

11. Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2011 RM	2010 RM
Profit net of tax attributable to owners of the parent (RM)	18,540,400	19,076,504
Weighted average number of ordinary shares in issue	69,223,821	69,223,821
Basis earnings per share (sen)	26.78	27.56

Diluted earnings per share is equal to basic earnings per share as there is no potential dilutive ordinary shares as at 30 November 2011.

12. Dividends

	← Dividends in respect of year →			Dividends recognised in year	
	2011 RM	2010 RM	2009 RM	2011 RM	2010 RM
Recognised during the year:					
Final dividend for 2009: 6% less 25% taxation, on 69,223,821 ordinary shares (4.5 sen per ordinary share)	-	-	3,115,072	-	3,115,072

12. Dividends (cont'd)

	Dividends in respect of year			Dividends recognised in year	
	2011 RM	2010 RM	2009 RM	2011 RM	2010 RM
Final dividend for 2010: 6% less 25% taxation on 69,223,821 ordinary shares (4.5 sen per ordinary share)	-	3,115,072	-	3,115,072	-
Proposed for approval at AGM (not recognised as at 30 November):					
Final dividend for 2011: 6% less 25% taxation on 69,223,821 ordinary shares (4.5 sen per ordinary share)	3,115,072	-	-	-	-
	3,115,072	3,115,072	3,115,072	3,115,072	3,115,072

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 30 November 2011, of 6% less 25% taxation on 69,223,821 ordinary shares, amounting to a total dividend payable of RM3,115,072 (4.50 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 30 November 2012.

13. Property, plant and equipment

Group	*Land and buildings RM	Plant and machinery RM	Other assets RM	Total RM
2011				
Cost				
At 1 December 2009	56,968,628	77,050,649	18,559,657	152,578,934
Additions	8,567,182	6,796,194	1,814,857	17,178,234
Disposals	-	(353,138)	(272,474)	(625,612)
Written off	-	(2,216,361)	(294,816)	(2,511,177)
Reclassification	4,374,942	19,243	(4,394,185)	-
Translation reserve	17,555	37,987	1,211	56,753
At 30 November 2010	69,928,307	81,334,574	15,414,252	166,677,133
Additions	9,625,610	12,136,857	4,915,485	26,677,952
Disposals	-	(213,854)	(631,044)	(844,898)
Written off	-	(332,859)	(1,470,415)	(1,803,274)
Reclassification	2,438,796	153,961	(2,592,757)	-
Reclassification from investment properties	1,885,919	-	-	1,885,919
Acquisition of subsidiary	3,400,000	-	-	3,400,000
Translation reserve	(122,129)	(25,082)	(1,161)	(148,372)
At 30 November 2011	87,156,503	93,053,597	15,634,360	195,844,460

13. Property, plant and equipment (cont'd)

	*Land and buildings RM	Plant and machinery RM	Other assets RM	Total RM
Accumulated depreciation and impairment losses				
At 1 December 2009				
Accumulated depreciation	5,110,607	44,778,250	8,257,032	58,145,889
Accumulated impairment losses	-	-	483,020	483,020
	5,110,607	44,778,250	8,740,052	58,628,909
Charge for the year	1,010,116	3,050,238	1,679,708	5,740,062
Disposals	-	(189,715)	(253,111)	(442,826)
Written off	-	(1,875,823)	(260,498)	(2,136,321)
Translation reserve	-	4,676	554	5,230
At 30 November 2010	6,120,723	45,767,626	9,906,705	61,795,054
Charge for the year	1,191,691	3,646,039	1,841,555	6,679,285
Disposals	-	(194,904)	(626,682)	(821,586)
Written off	-	(283,750)	(1,415,724)	(1,699,474)
Translation reserve	-	(6,623)	(755)	(7,378)
At 30 November 2011	7,312,414	48,928,388	9,705,099	65,945,901
Analysed as:				
Accumulated depreciation	7,312,414	48,928,388	9,222,079	65,462,881
Accumulated impairment losses	-	-	483,020	483,020
	7,312,414	48,928,388	9,705,099	65,945,901
Net book value				
At 30 November 2010	63,807,584	35,566,948	5,507,547	104,882,079
At 30 November 2011	79,844,089	44,125,209	5,929,261	129,898,559

Group	Freehold land and buildings RM	Leasehold land and buildings RM	Total RM
Cost			
At 1 December 2009	47,879,976	9,088,652	56,968,628
Additions	5,946,324	2,620,858	8,567,182
Reclassification	-	4,374,942	4,374,942
Translation reserves	17,555	-	17,555
At 30 November 2010	53,843,855	16,084,452	69,928,307
Additions	2,610,543	7,015,067	9,625,610
Reclassification	2,332,165	106,631	2,438,796
Reclassification from investment properties	1,885,919	-	1,885,919
Acquisition of subsidiary	-	3,400,000	3,400,000
Translation reserves	(122,129)	-	(122,129)
At 30 November 2011	60,550,353	26,606,150	87,156,503

13. Property, plant and equipment (cont'd)

Group	Freehold land and buildings RM	Leasehold land and buildings RM	Total RM
Accumulated depreciation			
At 1 December 2009	3,337,746	1,772,861	5,110,607
Charge for the year	735,770	274,346	1,010,116
At 30 November 2010	4,073,516	2,047,207	6,120,723
Charge for the year	1,041,554	150,137	1,191,691
At 30 November 2011	5,115,070	2,197,344	7,312,414
Net book value			
At 30 November 2010	49,770,339	14,037,245	63,807,584
At 30 November 2011	55,435,283	24,408,806	79,844,089

(a) Other assets include capital work-in-progress which comprise of expenditures incurred for plant and machinery and building in the course of construction amounting to RM194,914 (2010 : RM120,382). The balance of the amounts yet to be incurred and not provided for is disclosed as capital commitments in Note 30.

(b) The net book values of property, plant and equipment pledged to financial institutions for bank borrowings as referred to in Note 23 are as follows:

	Group 2011 RM	2010 RM
Land and buildings	-	1,460,224

(c) Included in property, plant and equipment of the Group are fully depreciated assets which are still in use costing RM24,789,509 (2010: RM27,831,890).

14. Investment properties

	Group 2011 RM	2010 RM
Cost		
At beginning of year	8,392,629	8,392,629
Disposal	(210,000)	-
Reclassification to property, plant and equipment	(1,885,919)	-
At end of year	6,296,710	8,392,629

14. Investment properties (cont'd)

	Group 2011 RM	2010 RM
Accumulated depreciation		
At beginning of year	689,106	608,582
Charge for the year	77,375	80,524
Disposal	(31,850)	-
At end of year	734,631	689,106
Net carrying amount	5,562,079	7,703,523

The estimated fair value of the investment properties as at 30 November 2011, valued by directors, is RM17,254,972 (2010 : RM12,798,580).

15. Land use rights

	Group 2011 RM	2010 RM
Cost:		
At beginning of year	5,378,954	3,165,690
Addition	-	1,960,524
At end of year	5,378,954	5,126,214
Accumulated amortisation:		
At beginning of year	597,535	236,423
Addition	109,117	108,372
At end of year	706,652	344,795
Net carrying amount	4,672,302	4,781,419

16. Investments in subsidiaries

	Company 2011 RM	2010 RM
In Malaysia		
Unquoted shares at cost		
In Malaysia	22,709,493	14,155,495
Outside Malaysia	5,421,000	5,421,000
Less : Accumulated impairment loss	(144,210)	(144,210)
	27,986,283	19,432,285

16. Investments in subsidiaries (cont'd)

Details of the subsidiaries are as follows :

Name	Country of Incorporation	Equity interest held (%) 2011	2010	Principal activities
Asia Roofing Industries Sdn. Bhd.	Malaysia	100	100	Manufacturing and trading of metal roll forming products
Ajiya Marketing Sdn. Bhd.*	Malaysia	100	100	Trading of building materials
ARI Utara Sdn. Bhd. *	Malaysia	60	60	Manufacturing and marketing of metal roll forming products
ABM Industries Sdn. Bhd.*	Malaysia	100	100	Investment holding
Ajiya Safety Glass Sdn. Bhd	Malaysia	65	60	Manufacturing and trading of all kinds of glass
Ajiya STI Sdn. Bhd.	Malaysia	60	60	To carry on business as manufacturers, commission agents, manufacturers' agents, contractors, sub-contractors and dealers in all types of metal products and building materials
Ajiya Metal Industries Sdn Bhd @	Malaysia	100	100	Manufacturing of metal, zinc and aluminium products for roof building, ceiling, window and door frame and other similar products
ARI Timur (KB) Sdn. Bhd. @ *	Malaysia	60	60	Manufacturing of metal, zinc and aluminium products for roof building, ceiling, building materials and other similar products
ASG Marketing Sdn. Bhd. #	Malaysia	100	100	Marketing and sales of safety glass and other glass related products
ASG Project Services Sdn. Bhd. #*	Malaysia	100	100	Dormant
Ajiya Glass Industries Sdn. Bhd. #*	Malaysia	100	100	Manufacturing of all types of glass
Thai Ajiya Company Limited @*	Malaysia	60	60	To provide, design and install metal sheet roofing and insulator materials
Thai Ajiya Safety Glass Pte Ltd*	Thailand	100	100	Processing & trading of all kinds of glasses related products
LTC Usaha Sdn. Bhd*.	Thailand	100	-	Property holding

@ Equity interest held through Asia Roofing Industries Sdn. Bhd.
# Equity interest held through Ajiya Safety Glass Sdn. Bhd.

* Audited by firms of auditors other than Ernst & Young

16. Investments in subsidiaries (cont'd)

Acquisition of subsidiary

During the financial year, the Group acquired 100% equity interest in LTC Usaha Sdn. Bhd.("LTCU"), a company incorporated in Malaysia, for total cash consideration of RM3,500,000. In conjunction with the acquisition of LTCU, Ajiya Safety Glass Sdn. Bhd. ("ASG"), acquired the property, plant and equipment from LTCU's related company for total cash consideration of RM4,100,000.

Impact of acquisition in Statement of Comprehensive Income

From the date of acquisition, LTCU has contributed a net loss of RM68,389 to the Group's profit net of tax. If the combination had taken place at the beginning of the financial year, the Group's profit from continuing operations, net of tax would have been RM24,288,095 and revenue from continuing operations would have been RM362,760,995.

Provisional accounting of acquisition

Goodwill has been identified as an intangible asset arising from this acquisition. The Group will be engaging an independent valuer to determine the fair value of net assets acquired. As at 30 November 2011, the goodwill amounting to RM165,417 was determined on a provisional basis. Goodwill arising from this acquisition, the carrying amount of the net assets and deferred tax liability will be adjusted accordingly on a retrospective basis when the valuation of the net assets are finalised.

Acquisition of minority interests

During the financial year, the Company acquired an additional 5% equity interest in ASG from its minority interests for a cash consideration of RM5,000,000. As a result of this acquisition, the Company owns 65% of ASG. On the date of acquisition, the carrying value of the additional interest acquired was RM5,763,007. The difference between the consideration and carrying value of the interest acquired of RM763,007 is reflected in equity.

17. Intangible asset

Group	**Provisional Goodwill RM**
Cost:	
At 30 November 2010 and 1 December 2010	-
- Acquisition of a subsidiary (Note 16)	165,417
At 30 November 2011	165,417
Net carrying amount:	
At 30 November 2011	165,417
At 30 November 2010	-

18. Other investments

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Quoted shares/trust funds in Malaysia:				
At cost	7,345,060	5,345,060	7,300,000	5,300,000
Market value				
Quoted shares	93,458	103,472	-	-
Trust funds	7,297,897	5,166,721	7,296,219	5,166,721
	7,391,355	5,270,193	7,296,219	5,166,721

19. Amount due from subsidiaries

	Company	
	2011 RM	2010 RM
Advances to subsidiaries	36,061,113	39,346,330

The amount due from subsidiaries is unsecured, interest-free and is not expected to be repayable within twelve months from the reporting date except for a loan of RM15,719 (2010: NIL) which bears interest of 4% (2010: NIL) per annum.

20. Inventories

	Group	
	2011 RM	2010 RM
Cost		
Raw materials	59,757,113	55,550,277
Work-in-progress	650,110	391,119
Finished goods	5,105,409	5,086,986
Properties held for sale	694,586	694,586
Stocks in transit - raw materials	2,160,392	2,509,994
	68,367,610	64,232,962

21. Trade and other receivables

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Trade receivables	103,500,729	94,000,355	-	-
Less: Allowance for impairment	(5,888,626)	(7,039,665)	-	-
	97,612,103	86,960,690	-	-
Other receivables and deposits	1,837,969	4,953,055	1,000	1,000
Total trade and other receivables	99,450,072	91,913,745	1,000	1,000
Add: Cash and bank balances (Note 22)	34,382,942	35,131,863	8,449,202	12,328,062
Total loans and receivables	133,833,014	127,045,608	8,450,202	12,329,062

(a) Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 day (2010: 30 to 90 day) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2011 RM	2010 RM
Neither past due nor impaired	37,321,029	41,534,607
1 to 30 days past due not impaired	22,899,942	14,925,512
31 to 60 days past due not impaired	17,816,688	11,160,582
61 to 90 days past due not impaired	8,822,974	5,853,761
91to 120 days past due not impaired	3,766,324	4,218,612
More than 121 days past due not impaired	6,966,299	9,233,569
	60,272,227	45,392,036
Impaired	5,907,473	7,073,712
	103,500,729	94,000,355

Receivables that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

21. Trade and other receivables (cont'd)

(a) Trade receivables (cont'd)

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM60,272,227 (2010: RM45,426,083) that are past due at the reporting date but not impaired.

The remaining balance of receivables that are past due but not impaired are unsecured in nature.

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Individually impaired	
	2011	**2010**
	RM	**RM**
Group		
Trade receivables		
- nominal amounts	5,907,473	7,039,665
Less: Allowance for impairment	(5,888,626)	(7,039,665)
	18,847	-

Movement in allowance accounts:

	Group	
	2011	**2010**
	RM'000	**RM'000**
At 1 January	7,039,665	6,110,152
Charge for the year (Note 7)	552,269	1,337,583
Debts impaired no longer required	(1,399,143)	(311,323)
Written off	(304,165)	(96,747)
At 31 December	5,888,626	7,039,665

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

22. Cash and cash equivalents

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Cash in hand and at bank	13,901,038,	13,161,863	49,202	128,062
Repurchase agreements	11,980,000	8,850,000	-	-
Fixed deposits with licensed bank	8,501,904	13,120,000	8,400,000	12,200,000
Cash and bank balances	34,382,942	35,131,863	8,449,202	12,328,062
Bank overdrafts (Note 23)	-	(546,324)	-	-
Cash and cash equivalents	34,382,942	34,585,539	8,449,202	12,328,062

Included in fixed deposits of the Group is an amount of RM20,000 (2010 : RM20,000) which is held in trust in the name of a director of a subsidiary.

Included in fixed deposits of the Group is an amount of RM 101,904 (2010 : RM NIL) which is pledged for the overdraft facilities from bank of a subsidiary. However there is no outstanding amount as at the reporting date.

The weighted average effective interest rates of deposits of the reporting date were as follows:

	Group		Company	
	2011 %	2010 %	2011 %	2010 %
Deposits with licensed banks	2.3 - 3.15	2.3 - 2.8	2.3 - 3.15	2.3 - 2.75
Repurchase agreements	1.2 - 1.85	1.2 - 1.85	-	-

The average maturities of deposits as at the end of the financial year were as follows :

	Group		Company	
	2011 Days	2010 Days	2011 Days	2010 Days
Deposits with licensed banks	30 - 180	30 - 180	30 - 180	30 - 180
Repurchase agreements	1 - 30	1 - 30	-	-

23. Loans and borrowings

		Group	
	Maturity	2011 RM	2010 RM
Current			
Secured:			
Bank loans:			
- RM term loans at 1% + COF	2012	525,748	-
- RM term loans at 5.51%	2012	-	6,035
		525,748	6,035
Unsecured:			
Bank overdrafts	On demand	-	546,324
Trust receipts	2012	-	4,169,949
Bankers' acceptances	2012	17,259,890	13,068,589
		17,259,890	17,784,862
		17,785,638	17,790,897

23. Loans and borrowings (cont'd)

	Maturity	Group 2011 RM	Group 2010 RM
Non-current			
Secured:			
Bank loans:			
- RM term loans at 1% + COF	2013-2016	4,474,252	-
Total loans and borrowings			
Bank overdrafts (Note 22)		-	546,324
Trust receipts		-	13,068,589
Bankers' acceptances		17,259,890	4,169,949
Term loans		5,000,000	6,035
		22,259,890	17,790,897

The remaining maturities of the loans and borrowings as at 30 November 2011 are as follows:

	Group 2011 RM	Group 2010 RM
On demand or within one year	17,785,638	17,790,897
More than 1 year and less than 2 years	657,424	-
More than 2 years and less than 5 years	3,816,828	-
	22,259,890	17,790,897

As at the reporting date, base lending rate ("BLR") is 6.60% (2010 : 6.3%) and the cost of fund ("COF") is 3.45% (2010 : 3.45%).

Bank overdrafts
Bank overdrafts were denominated in RM, bear interest at BLR+1.25% p.a. and were secured by a corporate guarantee from the Company.

1%+COF RM bank loan
This loan is secured by corporate guarantee provided by the Company.

5.51% term loan
Term loan of the Group in prior year was secured by first legal charge over the freehold land, building and certain assets of the subsidiary as disclosed in Note 13 and corporate guarantee from the Company.

3.15% - 4% floating rate bankers' acceptances
Bankers' acceptances of the Group are secured by a negative pledge of the property, plant and equipment of the borrower and corporate guarantee from the Company.

6.3% trust receipts
Trust receipts of the Group are secured by a negative pledge of the property, plant and equipment of the borrower and corporate guarantee from the Company.

24. Trade and other payables

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Trade payables	33,066,251	24,733,747	-	-
Other payables:				
Amount due to directors	19,371	20,629	-	-
Accruals	9,323,261	10,367,451	132,164	141,200
Sundry payables	12,273,731	4,914,168	3,300,000	8,552
	21,616,363	15,302,248	3,432,164	149,752
Total trade and other payables	54,682,614	40,035,995	3,432,164	149,752
Add:Loans and borrowings (Note 23)	22,259,890	17,790,897	-	-
Total financial liabilities carried at amortised cost	76,942,504	57,826,892	3,432,164	149,752

(a) Trade and other payables

The amounts are non-interest bearing. Trade payables are normally settled on 30 - 60 day (2010 : 30 - 60 day) terms.

(b) Amounts due to directors

The amount due to directors is unsecured, interest free and has no fixed terms of repayment.

25. Deferred taxation

	Group	
	2011 RM	2010 RM
At 1 December	7,543,614	6,221,238
Recognised in the income statement (Note 10)	1,072,610	1,322,376
At 30 November	8,616,224	7,543,614
Representing:		
Deferred tax assets	(614,000)	(105,000)
Deferred tax liabilities	9,230,224	7,648,614
	8,616,224	7,543,614

25. Deferred taxation (cont'd)

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

Deferred tax liabilities of the Group:

	Property, Plant and equipment RM
At 1 December 2010	7,648,614
Recognised in the income statement	1,581,610
At 30 November 2011	9,230,224
At 1 December 2009	6,256,238
Recognised in the income statement	1,392,376
At 30 November 2010	7,648,614

Deferred tax assets of the Group :

	Foreign exchange difference RM	Provisions RM	Total RM
At 1 December 2010	-	(105,000)	(105,000)
Recognised in the income statement	(27,000)	(482,000)	(509,000)
At 30 November 2011	(27,000)	(587,000)	(614,000)
At 1 December 2009	46,000	(81,000)	(35,000)
Recognised in the income statement	(46,000)	(24,000)	(70,000)
At 30 November 2010	-	(105,000)	(105,000)

26. Share capital

	Number of ordinary shares of RM1 each		Amount	
	2011	2010	2011 RM	2010 RM
Authorised:				
At beginning/end of year	500,000,000	500,000,000	500,000,000	500,000,000
Issued and fully paid:				
At beginning/end of year	69,223,821	69,223,821	69,223,821	69,223,821

27. Reserves

	Group 2011 RM	Group 2010 RM
Share premium		
At 1 December/30 November	3,583,414	3,583,414
Foreign currency translation:		
At 1 December	(362,364)	(132,088)
Transaction with owners		
Foreign currency translation	(159,549)	(230,276)
At 30 November	(521,913)	(362,364)
Other reserve:		
At 1 December	-	-
Transaction with owners		
Acquisition of minority interest	763,007	-
At 30 November	763,007	-

The nature and purpose of each category of reserve are as follows:

(i) Share premium

The share premium which is non-distributable represents the premium arising from the issue of shares.

(ii) Foreign currency translation reserve:

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries whose functional currencies are different from that of the Group's presentation currency and translation of the individual entities' functional currency into the presentation currency as disclosed in Note 2.21 (c). It is also used to record the exchange differences arising from monetary items which form part of the Group's net investment in foreign subsidiary, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign subsidiary

(iii) Other reserve:

The other reserve is used to record the difference between the consideration paid for equity interest acquired from the Company's minority interests and carrying value of the interest acquired.

28. Retained earnings

Prior to the year of assessment 2008, Malaysian companies adopted the full imputation system. In accordance with the Finance Act 2007 which was gazetted on 28 December 2007, companies shall not be entitled to deduct tax on dividend paid, credited or distributed to its shareholders, and such dividends will be exempted from tax in the hands of the shareholders ("single tier system"). However, there is a transitional period of six years, expiring on 31 December 2013, to allow companies to pay franked dividends to their shareholders under limited circumstances. Companies also have an irrevocable option to disregard the 108 balance and opt to pay dividends under the single tier system. The change in the tax legislation also provides for the 108 balance to be locked-in as at 31 December 2007 in accordance with Section 39 of the Finance Act 2007.

28. Retained earnings (cont'd)

The Company did not elect for the irrevocable option to disregard the 108 balance. Accordingly, during the transitional period, the Company may utilise the credit in the 108 balance as at 30 November 2011 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act 2007. As at 30 November 2011, the Company has sufficient credit in the 108 balance to pay franked dividends out of its entire retained earnings.

29. Operating lease arrangements

(a) The Group as lessee

The Group has entered into non cancellable operating lease arrangements for the use of land and buildings. These leases have an average life of between 3 to 5 years with renewal options included in the contracts. Certain contracts include clause to enable upward revision of the rental charge upon renewal of the contracts based on the prevailing market conditions. There are no restrictions placed upon the Group by entering into these leases.

The future aggregate minimum lease payments under non-cancellable operating leases contracted for as at the reporting date but not recognised as liabilities are as follows:

	Group	
	2011	**2010**
	RM	**RM**
Future minimum rentals payable :		
Not later than 1 year	130,100	148,223
Later than 1 year and not later than 5 years	120,360	182,750
	250,460	330,973

(b) The Group as lessor

The Group has entered into non cancellable operating lease arrangements on its investment properties portfolio. These leases have an average life of between 3 to 5 years. Certain contracts include clause to enable upward revision of the rental charge upon renewal of the contracts based on the prevailing market conditions.

The future aggregate minimum lease receivable under non-cancellable operating leases contracted for as at the reporting date but not recognised as receivables are as follows:

	Group	
	2011	**2010**
	RM	**RM**
Not later than 1 year	92,900	150,650
Later than 1 year and not later than 5 years	48,150	16,200
	141,050	166,850

30. Capital commitments

	Group 2011 RM	Group 2010 RM
Capital expenditure:		
Approved and contracted for Property, plant and equipment	1,251,107	5,185,468

31. Related party disclosures

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

Group	Group 2011 RM	Group 2010 RM
Rental paid to a company in which a director has substantial interest		
- Jin Sing Sdn Bhd (Note a)	36,000	36,000
Legal service paid to a firm related to a director	13,200	-
Company		
Gross dividend received from subsidiary	4,240,000	4,240,000
Interest income received from subsidiaries	273,198	-

Note :

(a) A director of the Company, Yeo Ann Seck, has direct interest in this company and is a director of this company.

The directors are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are mutually agreed upon.

(b) Compensation of key management personnel

The remuneration of directors during the year was as follows :

	2011 RM	2010 RM
Directors' remuneration (Note 9)		
Short term employee benefits	2,804,593	4,459,866
Post - Employment benefits:		
Defined contribution plan	222,552	218,496
	3,027,145	4,678,362

32. Fair value of financial instruments

(a) Financial instruments that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value

	Carrying amount		Fair value	
	2011	2010	2011	2010
Company	RM'000	RM'000	RM'000	RM'000
Financial assets:				
Amount due from subsidiaries (Note 19)	36,061,113	39,346,330	*	*

* The amount owing from subsidiaries are not expected to be repaid within the next twelve months and are repayable only when the cash flows of the borrowers permit. Accordingly, the fair values of these balances are not determinable as the timing of the future cash flows arising from the balances cannot be estimated reliably. However, the Company does not anticipate the carrying amount recorded at the reporting date to be significantly different from the values that would eventually be received.

(b) Determination of fair values

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Other invesments	18
Trade and other receivables (current)	21
Loan and borrowings (current)	23
Loan and borrowings (non-current)	23
Trade and other payables (current)	24

The carrying amount of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The carrying amounts of the current portion of loans and borrowings are reasonable approximation of fair values due to the insignificant impact of discounting.

The carrying amounts of non-current portion of floating rate loans is reasonable approximation of fair values as the interest charge on this loan and borrowing is pegged to, or close to, market interest rates near or at reporting date.

Quoted equity instruments
Fair value is determined directly by reference to their published market bid price at the reporting date.

33. Financial risk management objective and policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include cresit risk, liquidity, interest risk and foreign currency risk.

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

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. Credit risks, or the risk of counter parties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored via strictly limiting the Group's associations to business partners with high creditworthiness.

Trade receivables are monitored on an ongoing basis via Group's management reporting procedures.

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by:

- the carrying amount of each class of financial assets recognised in the statement of financial position.

- an amount of RM22,259,890 (2010 : RM17,790,897) relating to a corporate guarantee provided by the Company to several banks for its subsidiaries' bank loans and borrowings.

Credit risk concentration profile

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 21. Deposits with banks and other financial institutions, and investment securities that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 21.

33. Financial risk management objective and policies (cont'd)

(b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient level of cash to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities of a reasonable level to its overall debt position.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations.

	2011		
Group	**On demand or within one year RM**	**One to five years RM**	**Total RM**
Financial liabilities:			
Trade and other payables	54,682,614	-	54,682,614
Loans and borrowings	17,785,638	4,474,252	22,259,890
Total undiscounted financial liabilities	72,468,252	4,474,252	76,942,504
Company			
Financial liabilities:			
Trade and other payables	3,432,164	-	3,432,164
Total undiscounted financial liabilities	3,432,164	-	3,432,164

(c) Interest rate risk

Interest risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group primary interest rate risk relates to interest-bearing debt. The Group monitors the interest rate on borrowings closely to ensure that the borrowings are maintained at favourable rates. The investment in financial assets are mainly short term in nature and they are not held for speculative purposes but have been mostly placed in fixed deposits or repurchase agreements which yield better returns than cash at bank. The Group does not use derivative financial instruments to hedge interest rate risk.

The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in their respective notes.

<u>Sentivity analysis for interest rate risk</u>

At the reporting date, if interest rates had been 10 basis points lower/higher, with all other variables held constant, the Group and the Company's profit net of tax would have been approximately RM22,246 and RM4,900 higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

33. Financial risk management objective and policies (cont'd)

(d) Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group is exposed to transactional currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily US Dollars ("USD"), Euro ("EUR"), Singapore Dollars ("SGD") and Swiss Franc ("CHF"). Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

The following tables demonstrates the sensitivity of the Group profit net of tax to a reasonably possible change in the US Dollars ("USD"), Euro ("EUR"), Singapore Dollars ("SGD") and Swiss Franc ("CHF") exchange rates against the functional currency of the Company, with all other variables held constant.

Group		**2011 RM**	**2010 RM**
USD/RM	- strengthened 3%	(142,725)	125,144
	- weakened 3%	142,725	(125,144)
SGD/RM	- strengthened 3%	70,841	67,648
	- weakened 3%	(70,841)	(67,648)
EUR/RM	- strengthened 3%	(38)	-
	- weakened 3%	38	-
CHF/RM	- strengthened 3%	(228)	(87)
	- weakened 3%	228	87

34. Segment information

The Group is principally involved in the manufacture and supply of materials used in the construction and related industries in Malaysia.

35. Capital management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 30 November 2011 and 30 November 2010.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises borrowings and trade and other payables, less cash and bank balances whereas total capital comprises the equity attributable to equity holders of the Company.

35. Capital management (cont'd)

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Loans and borrowings	23	22,259,890	17,790,897	-	-
Trade and other payables	24	54,682,614	40,035,995	3,432,164	149,752
Less:					
Cash and bank balances	22	(34,382,942)	(35,131,863)	(8,449,202)	(12,328,062)
Net debt		42,559,562	22,695,029	(5,017,038)	(12,178,310)
Equity		265,402,136	249,309,614	76,382,535	76,301,475
Total capital		265,402,136	249,309,614	76,382,535	76,301,475
Capital and net debt		307,961,698	272,004,643	71,365,497	64,123,165
Gearing ratio		14%	8%	-7%	-19%

36. Authorisation of financial statements for issue

The financial statements for the year ended 30 November 2011 were authorised for issue in accordance with a resolution of the directors on 12 March 2012.

37. Supplementary Information - Breakdown of Retained profits into Realised and Unrealised

The breakdown of the retained profits of the Group and of the Company as at 30 November 2011 into realised and unrealised profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2011 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		**Company**	
	2011 RM	**2010 RM**	**2011 RM**	**2010 RM**
Total retained profits				
- Realised	209,237,822	195,752,585	3,575,300	3,494,240
- Unrealised	(8,616,224)	(7,543,614)	-	-
	200,621,598	188,208,971	3,575,300	3,494,240
Less: Consolidation adjustments	(60,976,785)	(63,989486)	-	-
Retained profits as per financial statements	139,644,813	124,219,485	3,575,300	3,494,240

STATEMENT OF SHAREHOLDINGS
AS AT 21 FEBRUARY 2012

A	**Authorised Capital**	:	**RM500,000,000.00**
	Issued and Fully Paid-up Capital	:	**RM69,223,821**
	Class of Shares	:	**Ordinary Shares of RM1.00 each**
	Voting Rights	:	**One vote per RM1.00 shares**

B ANALYSIS OF SHAREHOLDINGS

Holdings	Number of Holders	Number of Shares Held	Percentage of Holdings
Less than 100	13	333	0
100 to 1,000	206	175,034	0.25
1,001 to 10,000	1,419	5,719,050	8.26
10,001 to 100,000	360	10,644,200	15.38
100,001 to less than 5% of issued shares	43	22,172,500	32.03
5% and above of issued shares	4	30,512,704	44.08
TOTAL	**2,045**	**69,223,821**	**100.00**

C THIRTY LARGEST SHAREHOLDERS

	Name of shareholders	Number of shares	Percentage of shares
1.	Yeo Ann Seck	10,386,486	15.00
2.	Chan Wah Kiang	8,228,499	11.89
3.	Avia Kapital Sdn Bhd	7,743,913	11.19
4.	Chan Wah Kiang	4,153,806	6.00
5.	Lee Koh Meng	3,148,055	4.55
6.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Koing @ Lee Kim Sin	2,130,000	3.08
7.	DB (Malaysia) Nominee (Asing) Sdn Bhd Exempt AN for British and Malayan Trustees Limited	2,040,500	2.95
8.	Citigroup Nominees (Asing) Sdn Bhd Exempt AN for Citigroup Global Markets Inc	1,932,200	2.79
9.	Chiang Kooi Fong	1,548,105	2.24
10.	Loo Kok Seong	1,111,200	1.61
11.	Lee Koing @ Lee Kim Sin	1,000,266	1.44
12.	M-Ocean Holdings Sdn Bhd	972,736	1.41
13.	Cartaban Nominees (Tempatan) Sdn Bhd Axa Affin General Insurance Berhad	700,000	1.01
14.	Lim Khuan Eng	617,700	0.89
15.	Neoh Choo Ee & Company, Sdn Berhad	610,000	0.88
16.	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank for Yeo Ann Seck	595,500	0.86
17.	Public Invest Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yoong Fui Kien	452,500	0.65
18.	PM Nominees (Tempatan) Sdn Bhd PCB Asset Management Sdn Bhd for MUI Continental Insurance Berhad	430,000	0.62
19.	Yeo Khee Huat	403,000	0.58
20.	Khoo Chin Leng	365,200	0.53
21.	First Look Corporation Sdn Bhd	334,700	0.48

C THIRTY LARGEST SHAREHOLDERS

	Name of shareholders	Number of shares	Percentage of shares
22.	Lee Kim Keok	295,600	0.43
23.	Lim Pei Tiam @ Liam Ahat Kiat	230,000	0.33
24.	HDM Nominees (Asing) Sdn Bhd DBS Vickers Secs (S) Pte Ltd for Yeo Seng Chong	225,000	0.33
25.	Yeo Khee Huat	220,000	0.32
26.	Lim Ah Tee	217,600	0.31
27.	Tan Hong Guat	152,500	0.22
28.	Mukhriz Mahathir	150,978	0.22
29.	Lai San Chai	141,600	0.20
30.	Tan Tuan Phin	139,400	0.20

D SUBSTANTIAL SHAREHOLDERS

According to the Register required to be kept under Section 69L of the Companies Act, 1965, the following are the substantial shareholders of the Company:

		Number of Shares Held			
	Name	Direct	%	Indirect/Deemed	%
1.	Chan Wah Kiang#	12,382,305	17.89	7,743,913*	11.19
2.	Yeo Ann Seck#	10,981,986	15.86	-	-
3.	Avia Kapital Sdn Bhd	7,743,913	11.19	-	-

E DIRECTORS' INTEREST

		Number of Shares Held	
	Name	Direct	Indirect/ Deemed
1.	Chan Wah Kiang#	12,382,305	7,743,913*
2.	Yeo Ann Seck#	10,981,986	-
3.	Dato' Dr Mohd Aminuddin Bin Mohd Rouse	-	-
4.	Tan Seng Kee	-	-
5.	Dato' Theng Book	-	-
6.	Low Peak Yih	-	-

Note:
* Deemed interest through his shareholdings in Avia Kapital Sdn Bhd by virtue of Section 6A of the Companies Act, 1965.
# Chan Wah Kiang and Yeo Ann Seck by virtue of their interest in shares in the Company are also deemed interested in shares of all the Company's subsidiaries to the extent the Company has an interest.

LIST OF TOP 10 PROPERTIES OWNED BY THE GROUP
Based on net book value as at 30 November 2011

Location	Description And Existing Use	Tenure (Expiry Date)	Age of Building	Land Area (acre)	Built-up Area (acre)	Net Book Value ('000)	Date of Acquisition
Lot 575 1 km Lebuhraya Segamat-Kuantan 85000 Segamat, Johor	Industrial land with factory building	Freehold	13 years	6.65	4.59	13,916	07-03-1995
6, Jalan PPU 3 Taman Perindustrian Puchong Utama, 47100 Puchong, Selangor	Industrial land with factory building	Freehold	9 years	3.30	2.29	8,185	01-03-2000
Plot 248 (a), Lengkok Perindustrian Bukit Minyak 16, Kawasan Perindustrian Bukit Minyak 14100 Bukit Mertajam Pulau Pinang	Industrial land with factory building	60 years Leasehold: (expiry : 01-05-2068)	2 years	1.56	0.96	8,045	25-09-2008
No. 4, Jalan Sungai Pelubung 32/149 Seksyen 32 40460 Shah Alam, Selangor	Industrial land with factory building	Freehold	3 years	1.57	0.80	7,134	27-02-2002
No. 5, Jalan Sungai Pelubung Seksyen 32 40460 Shah Alam, Selangor	Factory building	Freehold	n/a	1.15	0.90	7,016	30-11-2008
Lot 7025, Jalan Kempas Lama Seelong Jaya 81400 Senai, Johor	Industrial land with factory building	Freehold	5 years	3.00	1.03	5,461	29-08-2006
G609 & G615 Amata Nakorn Industrial Estate Chonburi Province, Thailand	Industrial land	Freehold	n/a	5.62	n/a	5,401	19-10-2010
Lot 28, Taman Perindustrian Bukit Makmur 08000 Sungai Petani, Kedah	Industrial land with factory building	Freehold	7 years	3.08	0.49	5,342	24-04-1997
Lot 1268, Block 8 Jalan Bako, Demak Laut Industrial Estate IV, 93050 Kuching, Sarawak	Industrial land with factory building	60 years Leasehold (expiry : 22-08-2066)	1 year	4.38	0.91	3,333	04-07-2011
Lot 1306, Kaw Perindustrian Pengkalan Chepa II 16100 Kota Bharu, Kelantan	Industrial land with factory building	Leasehold (expiry : 2071)	15 years	1.73	0.62	3,099	20-09-2005

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be held at Neo Pegasus Hotel Sdn Bhd, 128, Jalan Genuang, 85000 Segamat, Johor on Friday, 20 April 2012 at 11.30 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 November 2011 together with the Reports of the Directors and Auditors thereon.

2. To approve the payment of a first and final dividend of 6% less income tax for the financial year ended 30 November 2011. **Resolution 1**

3. To approve the payment of Directors' fees for the financial year ended 30 November 2011. **Resolution 2**

.

4. To re-elect the following Directors who retiring in accordance with the Company's Articles of Association and being eligible, offer themselves for re-election:-
   (a) Mr Yeo Ann Seck – Article 80 **Resolution 3**
   (b) Ms Low Peak Yih – Article 80 **Resolution 4**

5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following Ordinary Resolution:-

   AUTHORITY TO ALLOT SHARES **Resolution 6**

   "THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issue pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Sixteenth Annual General Meeting, the First and Final Dividend of 6% less income tax in respect of the financial year ended 30 November 2011 will be payable on 28 May 2012 to Depositors registered in the Record of Depositors at the close of business on 16 May 2012.

A Depositor shall qualify for entitlement only in respect of:-

a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 16 May 2012 in respect of transfer; and
b) Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHONG WUI KOON (f)
MAICSA NO. 7012363
CHIN NGEOK MUI (f)
MAICSA NO. 7003178
LEONG SIEW FOONG (f)
MAICSA NO. 7007572
Company Secretaries

Johor Bahru
Dated: 30 March 2012

NOTES

1. *A proxy may but need not be a member of the Company and if the proxy is not a member of the Company, the proxy shall be an advocate or an approved company auditor or a person approved by the Registrar of Companies.*
2. *Where a member of the Company is an authorised nominee as defined under Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
3. *A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meetings.*
4. *Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
5. *If the appointer is a corporation, this form must be executed under its Seal or under the hand of its attorney.*
6. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*
7. *Explanatory notes on Special Businesses Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965*
   The proposed resolution No. 6 if passed, is primarily to given flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.
   This authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting.
   The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

AJIYA

AJIYA BERHAD

377627-W

Form Of Proxy

I/We, ____________________ (NRIC No.__________)

of ____________________ being a member/members of AJIYA BERHAD,

hereby appoint *(1)Mr/Ms____________________ (NRIC No.__________)

of ____________________

or failing whom, ____________________ (NRIC No. __________)

of ____________________

(the next name and address should be completed where it is desired to appoint two proxies.)

*(2)Mr/Ms ____________________ (NRIC No.__________)

of ____________________

or failing whom,____________________ (NRIC No.__________)

as *my/our *proxy/proxies to vote for *me/us and *my/our behalf at the Sixteenth Annual General Meeting to be held at Neo Pegasus Hotel Sdn Bhd, 128, Jalan Genuang, 85000 Segamat, Johor on Friday, 20 April 2012 at 11.30 a.m. and at any adjournment thereof.

No of Shares held :

No of Shares held :	

The proportion of *my/our proxies are as follows:
(This paragraph should be completed only when two proxies are appointed)

First Proxy (1) __________ %   Second Proxy (2) __________ %

	RESOLUTION	FOR	AGAINST
1.	To approve the payment of First and Final Dividend of 6% less income tax for the financial year ended 30 November 2011.		
2.	To approve the payment of Directors' fees for the financial year ended 30 November 2011.		
3.	To re-elect Mr Yeo Ann Seck as Director.		
4.	To re-elect Ms Low Peak Yih as Director.		
5.	To re-appoint Messrs Ernst & Young as Auditors of the Company.		
6.	To authorise the allotment of shares pursuant to Section 132D.		

Please indicate with (x) how you wish your vote to be casted. If no specific instruction as to voting is given, the proxy may vote as he thinks fit.

As witness my hand this__________day of__________2012.

____
Signatures of Shareholder(s)

____
Common Seal of Shareholder
(if the appointer is a corporation)

NOTES

1. *A proxy may but need not be a member of the Company and if the proxy is not a member of the Company, the proxy shall be an advocate or an approved company auditor or a person approved by the Registrar of Companies.*
2. *Where a member of the Company is an authorised nominee as defined under Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
3. *A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meetings.*
4. *Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
5. *If the appointer is a corporation, this form must be executed under its Seal or under the hand of its attorney.*
6. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*

Fold here

Affix Stamp

SYMPHONY CORPORATEHOUSE SDN BHD (476777-A)

Suite 6. 1A, Level 6
Menara Pelangi
Jalan Kuning
Taman Pelangi
80400 Johor Bahru, Johor

Fold here

Corporate Directory
Together Everyone Achieves More

AJIYA BERHAD
Lot 153, Kawasan Perindustrian, Jalan Genuang, 85000 Segamat, Johor

Subsidiary Companies

*Malaysian Companies

Asia Roofing Industries Sdn Bhd

- **Corporate Head Office & Factory**
  Lot 153, Kawasan Perindustrian,
  Jalan Genuang,
  85000 Segamat, Johor
  Tel : 607-943 4211
  Fax : 607-943 1054
  Website : www.ajiya.com
  E-mail : enquiry@ajiya.com

- **Factory II**
  Lot 142, Kawasan Perindustrian,
  Jalan Genuang,
  85000 Segamat, Johor
  Tel : 607-943 4212
  Fax : 607-943 5191

- **Factory III**
  Lot 152, Kawasan Perindustrian,
  Jalan Genuang,
  85000 Segamat, Johor
  Tel : 607-943 4211
  Fax : 607-943 1054

- **Marketing Head Office & Shah Alam Factory**
  No.4, Jalan Sungai Pelubung 32/149
  Seksyen 32, 40460 Shah Alam, Selangor
  Tel : 603-5121 0011
  Fax : 603-5121 0111
  E-mail : aripcg_mkt@ajiya.com

- **Southern Marketing Office & Factory**
  Lot 7025, Jalan Kempas Lama,
  Seelong Jaya,
  81400 Senai, Johor
  Tel : 607-599 3733
  Fax : 607-599 5733

- **Mentakab Marketing Office & Factory**
  No. 60, Jalan Industri Temerloh,
  Taman Perindustrian Temerloh,
  28400 Mentakab, Pahang
  Tel : 609-270 1313
  Fax : 609-270 1311

ARI Utara Sdn Bhd
Lot 28, Taman Perindustrian
Bukit Makmur,
08000 Sungai Petani, Kedah
Tel : 604-442 2899
Fax : 604-442 2799
E-mail : enquiry@ajiya.com

ARI Timur (KB) Sdn Bhd
Lot 1306, Kawasan Perindustrian
Pengkalan Chepa II,
16100 Kota Bharu, Kelantan
Tel : 609-774 5946
Fax : 609-774 6946
E-mail : enquiry@ajiya.com

Ajiya STI Sdn Bhd
No.4, Jalan Sungai Pelubung 32/149,
Seksyen 32, 40460 Shah Alam, Selangor
Tel : 603-5121 0011
Fax : 603-5121 0111
E-mail : asti@ajiya.com

Ajiya Metal Industries Sdn Bhd
Lot 153, Kawasan Perindustrian,
Jalan Genuang,
85000 Segamat, Johor
Tel : 607-943 4211
Fax : 607-943 1054

Ajiya Safety Glass Sdn Bhd

- **Corporate Head Office & Factory**
  Lot 575, 1 KM Lebuh Raya Segamat-Kuantan,
  85000 Segamat, Johor
  Tel : 607-931 3133
  Fax : 607-931 3142
  Website : www.ajiya.com
  E-mail : enquiry@ajiya.com

- **Marketing Head Office & Factory**
  No. 6, Jalan PPU 3,
  Taman Perindustrian Puchong Utama,
  47100 Puchong, Selangor
  Tel : 603-8062 3939
  Fax : 603-8062 1113
  E-mail : asgmkt@aiya.com

- **Southern Office & Factory**
  Lot 7025, Jalan Kempas Lama,
  Seelong Jaya,
  81400 Senai, Johor
  Tel : 607-599 1733
  Fax : 607-599 2733

- **Northern Office & Factory**
  Plot 248(a)
  Lengkok Perindustrian Bukit Minyak 16,
  Kawasan Perindustrian Bukit Minyak,
  14100 Bukit Mertajam, Pulau Pinang
  Tel : 604-508 8777
  Fax : 604-507 1115

- **East Malaysia Sarawak Office & Factory**
  Lot 1268, Block 8, Jalan Bako,
  Demak Laut Industrial Estate Phase IV,
  93050 Kuching, Sarawak
  Tel : 082-432 688
  Fax : 082-433 686

ASG Marketing Sdn Bhd
No. 6, Jalan PPU 3,
Taman Perindustrian Puchong Utama,
47100 Puchong, Selangor
Tel : 603-8062 3939
Fax : 603-8062 1113
E-mail : asgmkt@ajiya.com

* Oversea Companies

Thai Ajiya Co., Ltd.
Unit C3, 19/40 Moo/10
Pahonyothin Road, Klong I
Klong-luang, Pathumthani,
12120 Thailand
Tel : 662-520 4047
Fax : 662-520 4050

Thai Ajiya Safety Glass Co., Ltd.
255, Town In Town,
Lardprao 94, Lardprao Road
Kwaeng Plabpla, Khet Wang-
thonglang,
Bangkok 10310

AJIYA BERHAD
377627-W

Lot 153, Kawasan Perindustrian,
Jalan Genuang,
85000 Segamat, Johor