

Chembong Malay Rubber Company (1920) Limited

Registered number 00166513

Directors' report and financial statements

For the year ended 30 June 2012

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CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

COMPANY INFORMATION

DIRECTORS

Wang Wing Ying
Lee Whay Keong

COMPANY NUMBER

00166513

REGISTERED OFFICE

Waverley House
7-12 Noel Street
London
W1F 8GQ

AUDITOR

Mazars LLP
Chartered Accountants & Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

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CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2012

The Directors present their report and the financial statements for the year ended 30 June 2012

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activities of the Company were property development and the cultivation of oil palm and rubber in plantations situated in Malaysia

The Company has ceased operations in 2007 and the Directors have not identified any new business operations

RESULTS

The loss for the year, after taxation, amounted to RM4,348,920 (2011 - loss RM8,358)

DIRECTORS

The Directors who served during the year since the last report were

Wang Wing Ying
Lee Whay Keong

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information

AUDITOR

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on

15 MAR 2013

and signed on its behalf



Wang Wing Ying
Director



Lee Whay Keong
Director

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 2012

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

We have audited the financial statements of Chembong Malay Rubber Company (1920) Limited for the year ended 30 June 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' responsibilities statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors. This report is made solely to the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body for our audit work, for this report, or for the opinions we have formed.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

OPINION ON THE FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 June 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON THE OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

J. Seaman

Jonathan Seaman (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Tower Bridge House

St Katharine's Way

London

E1W 1DD

Date *27 March 2013*

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2012

| | Note | 2012 RM | 2011 RM |
|--|------|---------------------------|-----------------------|
| Administrative expenses | | (4,338,394) | (8,358) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | <u>(4,338,394)</u> | <u>(8,358)</u> |
| Tax on loss on ordinary activities | 4 | (10,526) | - |
| LOSS FOR THE FINANCIAL YEAR | 8 | <u><u>(4,348,920)</u></u> | <u><u>(8,358)</u></u> |

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 7 to 10 form part of these financial statements

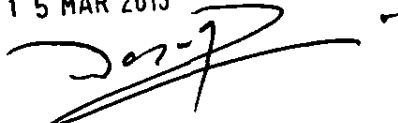
CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

Registered number 00166513

BALANCE SHEET AS AT 30 JUNE 2012

| | Note | 2012 RM | 2012 RM | 2011 RM | 2011 RM |
|--|------|------------------|------------------|------------------|------------------|
| CURRENT ASSETS | | | | | |
| Debtors | 5 | 2,066,384 | | 6,360,621 | |
| Cash at bank | | 14,888 | | 15,008 | |
| | | <u>2,081,272</u> | | <u>6,375,629</u> | |
| CREDITORS amounts falling due within one year | | | | | |
| | 6 | <u>(168,361)</u> | | <u>(113,798)</u> | |
| NET CURRENT ASSETS | | | | | |
| | | | <u>1,912,911</u> | | <u>6,261,831</u> |
| NET ASSETS | | | | | |
| | | | <u>1,912,911</u> | | <u>6,261,831</u> |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 7 | | 1,645,084 | | 1,645,084 |
| Profit and loss account | 8 | | 267,827 | | 4,616,747 |
| SHAREHOLDERS' FUNDS - EQUITY | | | | | |
| | 9 | | <u>1,912,911</u> | | <u>6,261,831</u> |

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on
15 MAR 2013



Wang Wing Ying
Director



Lee Whay Keong
Director

The notes on pages 7 to 10 form part of these financial statements

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

1. ACCOUNTING POLICIES

1 1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1 2 Going concern

The financial statements have been prepared on a going concern basis

1 3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1 4 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into Ringgit Malaysia at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into Ringgit Malaysia at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

2 OPERATING LOSS

The operating loss is stated after charging

| | 2012 RM | 2011 RM |
|--------------------------------|------------------|--------------|
| Auditors' remuneration | | |
| - current year | 26,798 | 4,000 |
| - underprovision in prior year | 22,798 | - |
| Allowance for doubtful debts | 4,283,710 | - |
| | <u>4,333,306</u> | <u>4,000</u> |

3 STAFF COSTS

The Company has no employees other than the Directors, who did not receive any remuneration (2011 RM nil)

4 TAXATION

| | 2012 RM | 2011 RM |
|---|---------------|------------|
| Malaysian corporation tax charge on loss for the year | 10,526 | - |
| | <u>10,526</u> | <u>-</u> |

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

4 TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2011 higher than) the standard rate of corporation tax in Malaysia of 25% (2011 25%) The differences are explained below

| | 2012 RM | 2011 RM |
|--|---------------|------------|
| Loss on ordinary activities before tax | (4,338,394) | (8,358) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in Malaysia of 25% (2011 25%) | (1,084,599) | (2,090) |
| Effects of. | | |
| Non-deductible expenses | 1,084,599 | 2,090 |
| Other differences leading to an increase in the tax charge | 10,526 | - |
| Current tax charge for the year (see note above) | <u>10,526</u> | <u>-</u> |

Factors that may affect future tax charges

There were no factors that may affect future tax charges

The Company has an estimated tax exempt account amounting to RM912,000 (2011 RM912,000) available for the distribution of tax exempt dividends This amount is subject to agreement with the Malaysian tax authority

5 DEBTORS

| | 2012 RM | 2011 RM |
|-------------------------------------|------------------|------------------|
| Amounts due from group undertakings | 2,015,863 | 6,299,574 |
| Tax recoverable | 50,521 | 61,047 |
| | <u>2,066,384</u> | <u>6,360,621</u> |

The amount due from group undertakings which arose mainly from inter-company advances and payments made on behalf is unsecured, interest free (2011 interest free) and repayable on demand

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

6 CREDITORS: Amounts falling due within one year

| | 2012 RM | 2011 RM |
|-----------------------------------|------------|------------|
| Trade creditors | 36,069 | 36,069 |
| Amounts due to group undertakings | 49,078 | 48,723 |
| Other creditors | 29,619 | 25,006 |
| Accruals and deferred income | 53,595 | 4,000 |
| | 168,361 | 113,798 |

The amount due to group undertakings which arose mainly from inter-company advances and payments made on behalf is unsecured, interest free (2011 interest free) and repayable on demand

7. SHARE CAPITAL

| | 2012 RM | 2011 RM |
|---|------------|------------|
| Authorised | | |
| 344,500 Deferred shares of £1 each | 1,629,000 | 1,629,000 |
| 3,445 Ordinary shares of £1 each | 16,084 | 16,084 |
| 120,550 Ordinary shares of £0 10 each | 57,003 | 57,003 |
| | 1,702,087 | 1,702,087 |
| Allotted, called up and fully paid | | |
| 344,500 Deferred shares of £1 each | 1,629,000 | 1,629,000 |
| 3,445 Ordinary shares of £1 each | 16,084 | 16,084 |
| | 1,645,084 | 1,645,084 |

The holders of the deferred shares are not entitled to dividends, voting rights or to receive notices of general meetings

8. RESERVES

| | Profit and loss account RM |
|-------------------|----------------------------------|
| At 1 July 2011 | 4,616,747 |
| Loss for the year | (4,348,920) |
| At 30 June 2012 | 267,827 |

CHEMBONG MALAY RUBBER COMPANY (1920) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

9. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

| | 2012 RM | 2011 RM |
|-------------------|------------------|------------------|
| At 1 July | 6,261,831 | 6,270,189 |
| Loss for the year | (4,348,920) | (8,358) |
| At 30 June | <u>1,912,911</u> | <u>6,261,831</u> |

10. RELATED PARTY TRANSACTIONS

The Company utilises the exemption contained in Financial Reporting Standard 8 Related Party Disclosures not to disclose any transactions with entities which are part of the ACB Resources Berhad group. The address at which the consolidated financial statements are publicly available is Level 14, Office Tower, No 1 Jalan Nagasari (Off Jalan Raja Chulan), 50200 Kuala Lumpur, Malaysia.

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company was a wholly-owned subsidiary company of Akurjaya Sdn Bhd ("Akurjaya"), a private limited liability company incorporated in Malaysia. Pursuant to the ACB Resources Berhad ("ACB") Group Reorganisation Agreement dated 27 February 2009 entered into, amongst others, by the Company with ACB, Limbungan Emas Sdn Bhd and ACB Harta Holdings Sdn Bhd ("ACB Harta Holdings") in relation to an internal reorganisation exercise undertaken by certain companies within the ACB Group (includes ACB, ACB Harta Holdings and other subsidiaries of ACB), Akurjaya had agreed to dispose of its entire 100% equity interest in the Company to ACB Harta Holdings ("Disposal"). The Disposal had been completed as at the date hereof. In this regard, the Directors consider ACB, a public limited liability company incorporated in Malaysia, as the ultimate holding company of the Company.