

# PUC FOUNDER (MSC) BERHAD

(Company No: 451734-A)

(Incorporated in Malaysia)

Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

## CONDENSED CONSOLIDATED INCOME STATEMENTS

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/12/2011	31/12/2010	31/12/2011	31/12/2010
	RM('000)	RM('000)	RM('000)	RM('000)
Revenue	4,193	3,552	16,018	15,513
Operating expenses	(3,505)	(3,142)	(13,989)	(14,376)
Profit from operations	688	410	2,029	1,137
Other operating income	30	46	129	27
Profit before taxation	718	456	2,158	1,164
Taxation	(240)	(111)	(600)	(401)
Profit for the period	<u>478</u>	<u>345</u>	<u>1,558</u>	<u>763</u>
Profit attributable to: Equity holders of the parent	<u>478</u>	<u>345</u>	<u>1,558</u>	<u>763</u>
Earnings Per Share (Sen)				
(a) Basic	0.44	0.41	1.61	0.97
(b) Fully diluted	NA	0.41	NA	0.94

(The Condensed Consolidated Income Statements should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements)

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(Incorporated in Malaysia)

Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/12/2011 RM('000)	31/12/2010 RM('000)	31/12/2011 RM('000)	31/12/2010 RM('000)
Profit for the period	478	345	1,558	763
Other Comprehensive Income Net of Tax	-	-	-	-
Total comprehensive income for the period	<u>478</u>	<u>345</u>	<u>1,558</u>	<u>763</u>
Total comprehensive income for the period attributable to: Equity holders of the parent	<u>478</u>	<u>345</u>	<u>1,558</u>	<u>763</u>

(The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements)

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(Company No: 451734-A)  
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Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(The figures have not been audited)

	AS AT END OF CURRENT YEAR QUARTER 31/12/2011 RM('000)	(AUDITED) AS AT PRECEDING FINANCIAL YEAR END 31/12/2010 RM('000)
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
PROPERTY, PLANT AND EQUIPMENT	1,974	2,115
DEVELOPMENT EXPENDITURE	928	977
DEFERRED TAX ASSETS	203	203
<b>CURRENT ASSETS</b>		
<i>Inventories</i>	3,284	2,605
<i>Trade Receivables</i>	1,332	967
<i>Other Receivables, Deposits and Prepayments</i>	1,887	1,965
<i>Tax Recoverable</i>	-	23
<i>Short Term Deposits</i>	2,600	1,503
<i>Cash and Bank Balances</i>	4,527	3,072
	<u>13,630</u>	<u>10,135</u>
<b>TOTAL ASSETS</b>	<u>16,735</u>	<u>13,430</u>
<b>EQUITY AND LIABILITIES</b>		
<b>CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>		
SHARE CAPITAL	9,504	8,321
RESERVES		
<i>Share Premium</i>	5,973	5,727
<i>Share Based Payment</i>	-	246
<i>Accumulated Loss</i>	(595)	(2,153)
<b>TOTAL EQUITY</b>	<u>14,882</u>	<u>12,141</u>
<b>NON-CURRENT LIABILITIES</b>		
DEFERRED TAX LIABILITIES	319	318
<b>CURRENT LIABILITIES</b>		
<i>Trade Payables</i>	305	69
<i>Other Payables and Accrued Expenses</i>	756	702
<i>Tax Liabilities</i>	473	200
<b>TOTAL CURRENT LIABILITIES</b>	<u>1,534</u>	<u>971</u>
<b>TOTAL LIABILITIES</b>	<u>1,853</u>	<u>1,289</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>16,735</u>	<u>13,430</u>
Net assets per share attributable to ordinary equity holders of the parent (sen)	<u>15.66</u>	<u>14.59</u>

(The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements)

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Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(The figures have not been audited)

	Share Capital	Non-Distributable Reserve-Share Premium	Non-Distributable Reserve-Share Based Payment	Accumulated Loss	Total
	RM('000)	RM('000)	RM('000)	RM('000)	RM('000)
<b>12 months period ended 31.12.2011</b>					
Balance as at 1 January 2011	8,321	5,727	246	(2,153)	12,141
Employees Share Option Scheme	1,183	246	(246)		1,183
Total comprehensive income for the period	-	-	-	1,558	1,558
Balance as at 31 December 2011	<u>9,504</u>	<u>5,973</u>	<u>-</u>	<u>(595)</u>	<u>14,882</u>
<b>12 months period ended 31.12.2010</b>					
Balance as at 1 January 2010	7,603	5,577	-	(2,916)	10,264
Employees Share Option Scheme	718	150	246		1,114
Total comprehensive income for the period	-	-	-	763	763
Balance as at 31 December 2010	<u>8,321</u>	<u>5,727</u>	<u>246</u>	<u>(2,153)</u>	<u>12,141</u>

(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements)

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Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

## CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

(The figures have not been audited)

	12 MONTHS ENDED 31.12.2011 RM('000)	12 MONTHS ENDED 31.12.2010 RM('000)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before taxation	2,158	1,164
Adjustments for:		
Amortisation of intangible assets	464	16
Depreciation of property, plant and equipment	504	402
Allowance for obsolete inventories	209	174
Bad debts written off	-	24
Loss on disposal of property, plant and equipment	-	14
Interest income	37	(7)
Property, plant and equipment written off	-	11
Other non-cash items	-	395
Operating profit before working capital changes	3,372	2,193
Changes in working capital:		
Net change in current assets	(1,113)	(208)
Net change in current liabilities	297	(100)
Cash from/(used in) operations	2,556	1,885
Interest received	(37)	7
Development cost incurred	(416)	(976)
Tax paid	(370)	(389)
<b>Net cash from/(used in) operating activities</b>	<b>1,733</b>	<b>527</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(363)	(323)
<b>Net cash used in investing activities</b>	<b>(363)</b>	<b>(323)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceed from ESOS	1,182	718
<b>Net cash from financing activities</b>	<b>1,182</b>	<b>718</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>2,552</b>	<b>922</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>4,575</b>	<b>3,653</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b> (Note A16)	<b>7,127</b>	<b>4,575</b>

(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements)

# PUC FOUNDER (MSC) BERHAD

(Company No: 451734-A)

(Incorporated in Malaysia)

## Quarterly report on consolidated results for the 4th quarter ended 31.12.2011

### NOTES

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2011

##### A. EXPLANATORY NOTES

###### A 1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The quarterly financial report for the period ended 31 December 2011 is unaudited and has been prepared in accordance with Financial Reporting Standards ("FRS") 134 "Interim Financial Reporting" and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market.

The report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2010. The explanatory notes attached to the quarterly financial report provide an explanation on events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2010.

###### A2 Changes in Accounting Policy

The accounting policies and methods of computation adopted by the Group in the quarterly financial report are consistent with those adopted in the audited financial statements of the Group for the financial year ended 31 December 2010, except for in the current period ended 31 December 2011, the Group adopted the following new and revised FRSS, IC Interpretations and Amendments to FRSS and IC Interpretations which are applicable to its financial statements:

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 2	Amendments to FRS 2, Share-based Payment
FRS 3	Business Combinations
FRS 5	Amendments to FRS 5, Non-Current Assets Held for Sale and Discontinued Operations
FRS 7	Amendments to FRS 7, Improving Disclosures about Financial Instruments
FRS 121	Amendment to FRS 121, The Effects of Changes in Foreign Exchange Rates - Net Investment in a Foreign Operation
FRS 127	Consolidated and Separate Financial Statements
FRS 132	Amendments to FRS 132, Financial Instruments: Presentation
FRS 134	Amendment to FRS 134, Interim Financial Reporting
FRS 138	Amendments to FRS 138, Intangible Assets
FRS 139	Amendments to FRS 139, Financial Instruments: Recognition and Measurement
IC Interpretation 4	Determining whether an Arrangement contains a Lease
IC Interpretation 9	Reassessment of Embedded Derivatives (Amendments relating to consequential amendments arising from revised FRS 3)
IC Interpretation 12	Service Concession Arrangements
IC Interpretation 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction (Amendments relating to prepayments of a minimum funding requirement)
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-Cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
IC Interpretation 19	Extinguish Financial Liabilities with Equity Instruments

The adoption of the above FRSS, amendments and interpretations are not expected to have any significant impact on the financial statements of the Group.

###### **Standards and Interpretations in issue but not yet effective**

The Group and the Company have not applied the new and revised FRSS and the IC Interpretations which have been issued as at the reporting date by the Malaysian Accounting Standards Board ("MASB") as described hereunder:

		<b>Effective for financial period beginning on or after</b>
FRS 124	Amendment to FRS 124, Related Party Disclosures	1st January 2012
IC Interpretation 15	Agreement for the Construction of Real Estate	1st January 2012

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.

###### A3 Audit report of preceding annual financial statements

The preceding year's annual audited financial statements were not subject to any qualifications.

**A4 Seasonal or cyclical factors**

The Group's operations were not subject to any seasonal or cyclical changes.

**A5 Unusual items affecting assets, liabilities, equity, net income or cash flows**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group since the last annual audited financial statements.

**A6 Material changes in estimates**

There were no changes in estimates of amounts reported in prior financial year, which have a material effect in the financial quarter under review.

**A7 Debt and equity securities**

There were no issuance of debt and equity securities for the financial quarter under review.

**A8 Dividends paid**

There were no dividends paid for the financial quarter under review.

**A9 Segment information**

	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/12/2011 RM('000)	31/12/2010 RM('000)	31/12/2011 RM('000)	31/12/2010 RM('000)
<b>TURNOVER</b>				
<b>Business Segment</b>				
Biometrics	4,191	3,523	15,431	13,517
Electronics Publishing System and MIS	2	29	587	1,996
	<u>4,193</u>	<u>3,552</u>	<u>16,018</u>	<u>15,513</u>
<b>PROFIT AFTER TAXATION</b>				
Biometrics	478	314	1,501	1,014
Electronics Publishing System and MIS	-	3	57	158
	<u>478</u>	<u>317</u>	<u>1,558</u>	<u>1,172</u>
ESOS Expenses	-	-	-	(395)
Impairment Loss-Marketable Securities	-	28	-	(14)
	<u>478</u>	<u>345</u>	<u>1,558</u>	<u>763</u>
	-	-	-	-

**A10 Valuation of property, plant and equipment**

There were no changes in the valuation of the property, plant and equipment reported in the previous audited financial statements that will have an effect in the financial quarter under review.

**A11 Material events subsequent to the end of the quarter**

There were no material events subsequent to the financial quarter under review up to the date of this report which is likely to substantially affect the results of the operations of the Group.

**A12 Changes in the composition of the Group**

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

**A13 Contingent liabilities**

There were no contingent liabilities as at the date of this announcement.

**A14 Capital commitments**

There were no capital commitments as at the date of this announcement.

**A15 Significant related party transactions**

There were no related party transactions as at the date of this announcement.

**A16 Cash and cash equivalents**

	31/12/2011 RM('000)
Fixed Deposit	2,600
Cash and bank balances	4,527
	<u>7,127</u>

**B ADDITIONAL INFORMATION REQUIRED PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS****B1 Review of performance**

For the current financial quarter under review ("Q4 2011"), the Group recorded total revenue of RM4,192,795 and profit before taxation ("PBT") of RM718,380 compared with preceding year's corresponding quarter's ("Q4 2010") revenue of RM3,551,681 and PBT of RM455,940. The improvement in revenue was mainly due to the growth of biometric demand and strategy marketing approach implemented. Whereas increased in PBT was caused by Forex Gains.

For the EPS and MIS segment, declining market demand continue to reduce both its revenue and PBT. The overall operation of the Group is now focus on Biometric which contribute more than 90% of the total revenue and profit.

**B2 Variation of results against preceding quarter**

For Q4 2011, the Group obtained PBT of RM718,380 compared with RM450,617 in the preceding quarter ("Q3 2011"). The increase in profit was caused by lesser operating expenses, whereby Q3 2011 has incurred the Provision for Obsolete Stock totalling RM208k.

**B3 Prospects**

For the year 2012, the Group expects Biometric industry to be more challenging due to the Euro Zone debt crisis and currency fluctuation. Nevertheless, the Group will continue to invest in its research and development sector to enhance the quality and efficiency of the products in the competitive global market.

Anyhow there is no further development in the EPS/MIS segment since the Group foresees the continued decline in this industry.

**B4 Taxation**

	CURRENT YEAR QUARTER 31/12/2011 RM('000)	CUMULATIVE QUARTER CURRENT YEAR TO DATE 31/12/2011 RM('000)
Company	48	94
Subsidiary	187	501
	235	595

The effective tax rate of the Group for the current quarter approximate its statutory tax rate of 25%.

**B5 Profit forecast and profit guarantee**

The Group neither announced any profit forecast nor profit guarantee during the financial quarter under review.

**B6 Unquoted investments and properties**

There were no purchase or disposal of unquoted investments and properties for the financial quarter under review.

**B7 Quoted securities**

There were no acquisition or disposal of quoted securities for the financial quarter under review and the financial year to date.

**B8 Status of corporate proposals**

On 16 November 2010, the Company had entered into a conditional Share Sale Agreement ("SSA") with Redhot Media International Limited ("RMIL") for the acquisition of the entire equity interest in Red Media Asia Limited ("RMA") comprising a total of 8,269,818 ordinary shares of USD1.00 each for a total consideration of RM95.0 million to be satisfied via the issuance of 950,000,000 new ordinary shares of RM0.10 each in PUC ("shares") at an issue price of RM0.10 each.

On 11th November 2011, the Company announced to further extend the conditional period for a further six (6) months from 14 November 2011 until 15 May 2012. The parties to the SSA have also agreed that in the event that the conditions precedent are not fulfilled by 15 May 2012, the conditional period will be extended automatically for another six (6) months from 15 May 2012 up to 14 November 2012.

In addition to the above, the application to the relevant authorities seeking approval for the Proposals which is revised to be made within twelve (12) months from the date of the Announcement would be extended to a further six (6) months from the date of this announcement. Consequently, the estimated timeframe for completion of the Proposals which is revised to be completed in the second half of 2011 would be further extended accordingly to first half of 2012.

The Company has entered into the First Supplemental Sale of Shares Agreement with RMIL in relation to the Proposed Acquisition to vary and amend some of the terms of the SSA, which will be set out in a separate announcement made today. Meanwhile, the Due-D Working team is in the stage of verifying all inputs to be submitted to Bursa Securities, which is scheduled by end of March.

**B9 Group's borrowings and debt securities**

There were no Group's borrowings and debt securities as at the date of this announcement.

**B10 Off-balance sheet financial instruments**

There were no financial instruments with off-balance sheet risk as at the date of this announcement applicable to the Group.

**B11 Material litigation**

Save for the following, there were no material litigations pending on the date of this announcement:-

**Proposed disposal of Myage Software (M) Sdn Bhd (formerly known as Sendi Mutiara On-line Sdn Bhd)**

On 26 June 2006, the Group announced that it had entered an agreement to dispose its entire stake in its associated company Myage Software (M) Sdn Bhd (formerly known as Sendi Mutiara On-Line Sdn Bhd). A total number of 499,998 ordinary shares of RM1.00 each is disposed at a consideration of RM342,500.00 which will be settled by nine (9) monthly instalments starting from July 2006 to March 2007. The Group recorded a loss on disposal of RM157,498 in divesting the said associate. The shares transfer was executed on 11 July 2006.

On 23 February 2007, the Group announced that on 16 February 2007, the solicitors of PUC ("Plaintiff") had filed a Writ of Summons against Wong Kok San ("Defendant") for RM287,500.00, including interest, legal charges and other relevant costs ("Amount Claimed"). The Amount Claimed was pursuant to the breach of contract arising from the sale of shares of Myage Software (M) Sdn Bhd in respect of the share sale agreement dated 26 June 2006 ("SSA") entered into between the Plaintiff and the Defendant. Further information on the SSA can be obtained from the announcement made by PUC on 26 June 2006.

On 25 June 2007, the Defendant filed a Defence. Accordingly, PUC filed a reply to Defence on 18 July 2007. On 25 September 2007, the solicitors of PUC had filed an Application for Summary Judgment against the Defendant and the Court has fixed the Hearing on 19 March 2008. On 4 April 2008 PUC's application for Summary Judgment against the Defendant has been allowed with cost. Draft Order and Judgment had been returned by court later for amendment and approval by Defendant's solicitor. PUC then refilled the Draft Order and Judgment on 22 May 2009. On July 10, 2009, extract of Order and Judgment against Defendant obtained.



As Defendant did not respond to the judgment order, a Bankruptcy Notice with late interest cumulated till 10 February 2010 had been sent to him via registered post. However the delivery failed and returned as 'unclaimed'. Later, a 'Letter of Appointment' was delivered to request Judgment Debtor to turn up on 7 May 2010 to accept the Notice. The attempt was unsuccessful too as there was no occupant at that premise. Substituted service was then applied to the Shah Alam Court but was requested to issue a fresh notice prior to application. The fresh Bankruptcy Notice approved by Court has failed to reach Defendant too. An independent consultant has been appointed to carry out the task but unable to locate WKS till the report date. On 19 August 2011, the independent consultant has expressed their withdrawal from this case as no result were delivered since engagement of their service.

A new Solicitor was appointed in November 2011. On 17 January 2012, a fresh Bankruptcy Notice with updated cumulative interest payable by WKS (RM116,323.29) was obtained from the Shah Alam High Court. Lawyer is in the midst of attending personal service against the judgment debtor.

#### B12 Dividend Declared

The Board recommended a first and final single tier dividend of 10% per ordinary share of RM0.10 each for the financial year ended 31 December 2011 amounting to RM950,362.50. The proposed dividend is subject to shareholders' approval at the forthcoming Annual General Meeting to be held on a date to be announced later. The date for the book closure of the Record of Depositors for determining dividend entitlement and the date of the payment will be announced at a later date.

#### B13 Earnings/(loss) per share

##### a. Basic

The basic earnings per share of the Group is calculated by dividing the net profit for the period by the weighted average number of ordinary shares as follows:-

	3 months ended 31 December		Cumulative 12 months ended 31 December	
	2011	2010	2011	2010
Net profit (RM)	413,991	345,183	1,493,302	762,591
Weighted average number of shares in issue	95,036,250	83,212,250	92,746,554	78,976,959
Basic earnings/(loss) per share (sen)	0.44	0.41	1.61	0.97

##### b. Diluted

The diluted earnings per share of the Group assuming full conversion of employees' share option scheme option are as follows:-

	3 months ended 31 December		Cumulative 12 months ended 31 December	
	2011	2010	2011	2010
Net profit (RM)	413,991	345,183	1,493,302	762,591
Weighted average number of shares in issue	95,036,250	84,912,962	92,746,554	80,947,626
Diluted earnings/(loss) per share (sen)	NA	0.41	NA	0.94

#### B14 Breakdown of Realised and Unrealised Profit or Losses of the Group

	AT END OF CURRENT QUARTER 31/12/2011 RM('000)	AT END OF PRECEDING QUARTER 30/9/2011 RM('000)
Realised	(660)	(1,247)
Unrealised	-	-
Total cumulative loss	<u>(660)</u>	<u>(1,247)</u>
	(65)	

By Order of the Board

Cindy Lim Seck Wah  
Secretary

Kuala Lumpur