

PUC FOUNDER (MSC) BERHAD

(Company No: 451734-A)

(Incorporated in Malaysia)

Quarterly report on consolidated results for the 3rd quarter ended 30.09.2013

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
	30/09/2013 RM('000)	30/09/2012 RM('000)	30/09/2013 RM('000)	30/09/2012 RM('000)
Revenue	4,683	5,163	16,204	14,269
Operating expenses	(4,371)	(4,682)	(14,540)	(12,915)
Profit from operations	312	481	1,664	1,354
Other operating income	61	15	116	62
Profit before taxation	373	496	1,780	1,416
Taxation	(93)	(124)	(446)	(355)
Profit for the period	<u>280</u>	<u>372</u>	<u>1,334</u>	<u>1,061</u>
Profit attributable to: Equity holders of the parent	<u>280</u>	<u>372</u>	<u>1,334</u>	<u>1,061</u>
Earnings Per Share (Sen)				
(a) Basic	0.29	0.39	1.40	1.12
(b) Fully diluted	NA	NA	NA	NA

(The Condensed Consolidated Income Statements should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

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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
	30/09/2013	30/09/2012	30/09/2013	30/09/2012
	RM('000)	RM('000)	RM('000)	RM('000)
Profit for the period	280	372	1,334	1,061
Other comprehensive income net of tax	-	-	-	-
Total comprehensive income for the period	<u>280</u>	<u>372</u>	<u>1,334</u>	<u>1,061</u>
Total comprehensive income for the period attributable to: Equity holders of the parent	<u>280</u>	<u>372</u>	<u>1,334</u>	<u>1,061</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 2012 and the accompanying explanatory notes attached to the interim financial statements)

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CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(The figures have not been audited)

	AS AT END OF CURRENT YEAR QUARTER 30/09/13 RM('000)	(AUDITED) AS AT PRECEDING FINANCIAL YEAR END 31/12/12 RM('000)
ASSETS		
NON-CURRENT ASSETS		
PROPERTY, PLANT AND EQUIPMENT	2,960	2,782
DEVELOPMENT EXPENDITURE	116	464
DEFERRED TAX ASSETS	35	35
CURRENT ASSETS		
<i>Inventories</i>	3,767	3,389
<i>Trade Receivables</i>	1,649	1,404
<i>Other Receivables, Deposits and Prepayments</i>	3,219	3,336
<i>Short Term Deposits</i>	1,759	1,921
<i>Cash and Bank Balances</i>	4,168	3,626
	14,562	13,676
TOTAL ASSETS	17,673	16,957
EQUITY AND LIABILITIES		
CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		
SHARE CAPITAL	9,504	9,504
RESERVES		
<i>Share Premium</i>	5,972	5,972
<i>Exchange Translation Reserve</i>	(1)	(1)
<i>Retained Profit/(Accumulated Loss)</i>	192	(192)
TOTAL EQUITY	15,667	15,283
NON-CURRENT LIABILITIES		
Deferred Tax Liabilities	253	253
CURRENT LIABILITIES		
<i>Trade Payables</i>	271	58
<i>Other Payables and Accrued Expenses</i>	1,195	911
<i>Tax Liabilities</i>	287	452
TOTAL CURRENT LIABILITIES	1,753	1,421
TOTAL LIABILITIES	2,006	1,674
TOTAL EQUITY AND LIABILITIES	17,673	16,957
Net assets per share attributable to ordinary equity holders of the parent (sen)	16.49	16.08

(The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(The figures have not been audited)

	Share Capital	Non-Distributable Reserve-Share Premium	Exchange Translation Reserve	Retained Profit/(Accumulated Loss)	Total
	RM('000)	RM('000)	RM('000)	RM('000)	RM('000)
9 months period ended 30.09.2013					
Balance as at 1 January 2013	9,504	5,972	(1)	(192)	15,283
Dividend paid	-	-	-	(950)	(950)
Profit for the period	-	-	-	1,334	1,334
Other comprehensive income:					
Exchange fluctuation reserve	-	-	-	-	-
Total comprehensive income for the period			-	1,334	1,334
Balance as at 30 September 2013	<u>9,504</u>	<u>5,972</u>	<u>(1)</u>	<u>192</u>	<u>15,667</u>
9 months period ended 30.09.2012					
Balance as at 1 January 2012	9,504	5,972	(2)	(622)	14,852
Dividend paid	-	-	-	(950)	(950)
Profit for the period	-	-	-	1,061	1,061
Other comprehensive income:					
Exchange fluctuation reserve	-	-	-	-	-
Total comprehensive income for the period			-	1,061	1,061
Balance as at 30 September 2012	<u>9,504</u>	<u>5,972</u>	<u>(2)</u>	<u>(511)</u>	<u>14,963</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 2012 and the accompanying explanatory notes attached to the interim financial statements)

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Quarterly report on consolidated results for the 3rd quarter ended 30.09.2013

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

(The figures have not been audited)

	9 MONTHS ENDED 30.09.2013 RM('000)	9 MONTHS ENDED 30.09.2012 RM('000)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	1,780	1,416
Adjustments for:		
Amortisation of intangible assets	348	348
Depreciation of property, plant and equipment	375	348
Inventories written off	450	487
Bad debts written off	-	36
Loss on disposal of property, plant and equipment	1	-
Interest income	(41)	(24)
Operating profit before working capital changes	<u>2,913</u>	<u>2,611</u>
Changes in working capital:		
Net change in current assets	(967)	(2,350)
Net change in current liabilities	509	(277)
Cash generated from/(used in) operations	<u>2,455</u>	<u>(16)</u>
Interest received	41	24
Tax paid	(611)	(360)
Net cash from/(used in) operating activities	<u>1,885</u>	<u>(352)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(556)	(930)
Proceed from disposal of property, plant and equipment	1	-
Net cash used in investing activities	<u>(555)</u>	<u>(930)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid to equity holders	(950)	(950)
Net cash used in financing activities	<u>(950)</u>	<u>(950)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	380	(2,232)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	5,547	7,284
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD (Note A16)	<u><u>5,927</u></u>	<u><u>5,052</u></u>

(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Audited Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

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Quarterly report on consolidated results for the 3rd quarter ended 30.09.2013

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2013

A. EXPLANATORY NOTES

A1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The interim financial statements are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standard ("MFRS")134 - Interim Financial Reporting and Chapter 9, Part K Rule 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Securities Exchange") for the ACE Market, and should be read in conjunction with the Group's annual audited financial statements for the financial year ended 31 December 2012. The accounting policies and methods of computation adopted by the Group in the interim unaudited financial statements are consistent with those adopted for the financial year ended 31 December 2012.

A2 Changes in Accounting Policy

Since the previous audited financial statements as at 31 December 2012 were issued, the Group has adopted the Malaysian Financial Reporting Standards ("MFRS") framework issued by the Malaysian Accounting Standards Board ("MASB") with effect from 1 January 2013. This MFRS framework was introduced by the MASB in order to fully convert Malaysia's existing Financial Reporting Standard ("FRS") framework with the International Financial Reporting Standards ("IFRS") framework issued by the International Accounting Standards Board ("IASB"). The following are the newly-issued accounting framework - MFRS and IC Interpretations ("IC Int.") to be applied by all Entities Other Than Private Entities for the financial period beginning on 1 January 2013:

MFRS 3	Business Combinations
MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair Value Measurement
MFRS 119	Employee Benefits (revised)
MFRS 127	Consolidated and Separate Financial Statements (revised)
MFRS 128	Investments in Associates and Joint Ventures (revised)
Amendments to MFRS 1	First-time Adoption of MFRS - Government Loans
Amendments to MFRS 7	Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 10	Consolidated Financial Statements: Transition Guidance
Amendments to MFRS 11	Joint Arrangements: Transition Guidance
Amendments to MFRS 12	Disclosure of Interests in Other Entities: Transition Guidance
Annual Improvements to IC Interpretations and MFRSs 2009 - 2011 Cycle	

The adoption of the above will have no material impact on the financial statements of the Group.

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 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING QUARTER 30/09/12 RM('000)	CURRENT YEAR TO DATE 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING PERIOD 30/09/12 RM('000)
<u>TURNOVER</u>				
Business Segment				
Biometrics	4,683	5,163	16,204	14,269
<u>PROFIT AFTER TAXATION</u>				
Biometrics	280	372	1,334	1,061

The following is an analysis of the Group's turnover by regional market:

	CURRENT YEAR QUARTER 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING QUARTER 30/09/12 RM('000)	CURRENT YEAR TO DATE 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING PERIOD 30/09/12 RM('000)
1 Malaysia	1,055	980	3,624	3,132
2 Asia (excluding Malaysia)	2,051	2,624	7,414	7,000
3 America	893	648	2,523	1,635
4 Africa	458	650	1,629	1,784
5 Europe	170	159	694	505
6 Oceania	56	102	320	213
	<u>4,683</u>	<u>5,163</u>	<u>16,204</u>	<u>14,269</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 for the financial quarter under review.

A14 Capital commitments

The amount of commitments for capital expenditure as at 30/09/2013 is as follows:

	RM('000)
Approved and contracted for:	
Purchase of properties	<u>31</u>

A15 Significant related party transactions

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

A16 Cash and cash equivalents

	CURRENT YEAR QUARTER 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING QUARTER 30/09/12 RM('000)
Fixed Deposit	1,759	1,853
Cash and bank balances	4,168	3,199
	<u>5,927</u>	<u>5,052</u>

A17 NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Profit before tax is arrived at (crediting) / charging:-

	CURRENT YEAR QUARTER 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING QUARTER 30/09/12 RM('000)	CURRENT YEAR TO DATE 30/09/13 RM('000)	PRECEDING YEAR CORRESPONDING PERIOD 30/09/12 RM('000)
Interest income	12	2	41	24
Depreciation and amortisation	239	241	723	696
Provision for and write off of receivables	-	-	-	36
Provision for and write off of inventories	150	255	450	487
(Gain)/Loss on disposal of property, plant and equipment	-	-	1	-
(Gain)/Loss on foreign exchange	<u>(145)</u>	<u>16</u>	<u>(249)</u>	<u>(13)</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 ("Q3 2013"), the Group recorded a total revenue of RM4,683,217 and profit before taxation ("PBT") of RM373,099 as compared to revenue of RM5,162,975 and PBT of RM496,267 reported in the preceding year's corresponding quarter. The decrease in both revenue and PBT were mainly due to poorer demand from Asia (except Malaysia) and Africa Regions.

B2 Variation of results against preceding quarter

For Q3 2013, the Group reported a total revenue of RM4,683,217 and profit before taxation ("PBT") of RM373,099 as compared to revenue and PBT of RM6,110,260 and PBT of RM774,565 respectively in the preceding quarter (Q2 2013). The declining result were caused by festive season i.e. Raya Puasa celebrated by many Middle East Muslim customers and higher order were placed in last quarter.

B3 Prospects

With the corporate proposal for the acquisition of Red Media Asia Limited is almost completed, the Group is looking forward to increase its corporate structure, enhance and diversify business operation while continue to develop and improve the existing biometric segment. The Board is of the opinion that the operating results for the remaining of the year are expected to be satisfactory.

B4 Taxation

	CURRENT YEAR QUARTER 30/09/13 RM('000)	CURRENT YEAR TO DATE 30/09/13 RM('000)
Company	(2)	(18)
Subsidiary	95	464
	<u>93</u>	<u>446</u>

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 Resource Holding Management Limited (formerly known as Redhot Media International Limited) ("Resource Holding") 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 at RM0.10 each in PUC ("Shares")

On 24 February 2012 and 14 November 2012, the Company had entered into the First Supplemental SSA and Second Supplemental SSA with Resource Holding respectively to vary and amend some of the terms of the SSA. Pursuant to the Second Supplemental SSA the Purchase Consideration was revised from RM95,000,000.00 to RM90,000,000.00 and the issue price for the Consideration Shares was also revised from RM0.10 to RM0.12. Hence, the number of Consideration Shares to be issued will be reduced from 950,000,000 to 750,000,000 accordingly.

On 22 April 2013, Bursa Malaysia Securities Berhad ("Bursa Securities") resolved to approve the Proposed Acquisition and the listing and quotation for 750,000,000 new ordinary shares in PUC to be issued pursuant to the Proposed Acquisition subject to Bursa Securities' conditions as announced by the Company on 24 April 2013.

On 6 November 2013, the shareholders of PUC approved the Proposed Acquisition and other proposals to facilitate it at an extraordinary general meeting.

On 12 November 2013, PUCF and Resource Holding had agreed in writing to extend the conditional period of the SSA from 12 November 2013 to 11 May 2014.

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

There were no material litigations pending on the date of this announcement.

B12 Dividend Declared

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

B13 Earnings 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 30 September		Cumulative 9 months ended 30 September	
	2013	2012	2013	2012
Net profit (RM'000)	280	372	1,334	1,061
Weighted average number of shares in issue ('000)	95,036	95,036	95,036	95,036
Basic earnings per share (sen)	0.29	0.39	1.40	1.12

b. Diluted

The fully diluted earnings per share have not been presented as there is no diluted effect for the shares of the Group.

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

	AS AT 30/09/13 RM('000)	AS AT 31/12/12 RM('000)
Total accumulated loss of the Company and its subsidiaries		
- Realised	410	(15)
- Unrealised	(218)	(177)
	<u>192</u>	<u>(192)</u>
Add/(Less): Consolidation adjustments	-	-
Total accumulated loss	<u>192</u>	<u>(192)</u>

By Order of the Board

Cindy Lim Seck Wah
Secretary

Kuala Lumpur