

WILLOWGLEN MSC BERHAD (Company No. 462648-V)

CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the period ended 31 December 2015

	3 months ended 31 December		12 months ended 31 December	
	Unaudited 2015 RM'000	Unaudited 2014 RM'000	Unaudited 2015 RM'000	Unaudited 2014 RM'000
Revenue	34,407	36,994	119,268	109,754
Operating expenses	(28,286)	(31,222)	(101,491)	(90,182)
Other operating income	1,698	407	3,050	1,025
Share of results of associate, net of tax	319	-	242	-
Profit before tax	8,138	6,179	21,069	20,597
Income tax expense	(1,405)	(622)	(3,564)	(3,397)
Profit net of tax	6,733	5,557	17,505	17,200
Other comprehensive income, net of tax:				
Fair value changes on available for sale financial asset	(1)	-	(32)	-
Foreign currency translation	(1,756)	1,553	8,807	1,252
Total comprehensive income for the period	4,976	7,110	26,280	18,452
Profit attributable to:				
- Owners of the parent	7,043	5,602	18,090	17,414
- Non-controlling interest	(310)	(45)	(585)	(214)
	6,733	5,557	17,505	17,200
Total comprehensive income attributable to:				
- Owners of the parent	5,310	7,148	26,844	18,653
- Non-controlling interest	(334)	(38)	(564)	(201)
	4,976	7,110	26,280	18,452
Earnings per ordinary share (sen):				
- Basic	2.90	2.31	7.43	7.15
- Diluted	N/A	N/A	N/A	N/A

The condensed consolidated income statements should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

WILLOWGLEN MSC BERHAD (Company No. 462648-V)

CONDENSED STATEMENTS OF FINANCIAL POSITION

As at 31 December 2015

	Unaudited 31 December 2015 RM'000	Audited 31 December 2014 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	12,229	10,564
Investment properties	-	1,650
Intangible assets	-	1,557
Investment in an associate	13,296	-
Investment securities	3,026	-
Deferred tax assets	199	186
	<u>28,750</u>	<u>13,957</u>
Current assets		
Inventories	1,381	1,636
Amount due from contract customers	35,350	31,609
Receivables, deposits and prepayments	29,782	20,573
Tax recoverable	245	368
Cash and bank balances	43,886	50,890
	<u>110,644</u>	<u>105,076</u>
TOTAL ASSETS	139,394	119,033
EQUITY & LIABILITIES		
Equity and reserves		
Share capital	24,800	24,800
Treasury shares, at cost	(1,694)	(1,670)
Reserves	98,481	76,505
Total equity attributable to owners of the parent	121,587	99,635
Non-controlling interest	138	702
Total equity	121,725	100,337
Non-current liabilities		
Employee benefits	72	54
Provision for reinstatement cost	91	79
Deferred tax liabilities	115	118
	<u>278</u>	<u>251</u>
Current liabilities		
Amount due to contract customers	1,957	3,744
Payables and accruals	11,741	11,014
Tax payable	3,693	3,687
	<u>17,391</u>	<u>18,445</u>
Total liabilities	17,669	18,696
TOTAL EQUITY AND LIABILITIES	139,394	119,033
Net assets per share (RM)	0.500	0.409

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

WILLOWGLEN MSC BERHAD (Company No. 462648-V)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 31 December 2015

	-----		----- Non-distributable -----			----- Reserves -----		Total	Non-controlling interest	Total
	Share Capital	Treasury Shares	Share premium	Merger deficit	Translation reserve	Fair Value Adjustment Reserve	Distributable Retained profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000			
At 1 January 2015	24,800	(1,670)	4,440	(7,585)	6,382	-	73,268	99,635	702	100,337
Total comprehensive income	-	-	-	-	8,786	(32)	18,090	26,844	(564)	26,280
Share Buy-back	-	(24)	-	-	-	-	-	(24)	-	(24)
Final dividend for the financial year ended 31 December 2014	-	-	-	-	-	-	(4,868)	(4,868)	-	(4,868)
At 31 December 2015	24,800	(1,694)	4,440	(7,585)	15,168	(32)	86,490	121,587	138	121,725
At 1 January 2014	24,800	(1,653)	4,440	(7,585)	5,143	-	60,722	85,867	300	86,167
Arising from Acquisition of Subsidiary	-	-	-	-	-	-	-	-	603	603
Total comprehensive income	-	-	-	-	1,239	-	17,414	18,653	(201)	18,452
Share Buy-back	-	(17)	-	-	-	-	-	(17)	-	(17)
Final dividend for the financial year ended 31 December 2013	-	-	-	-	-	-	(4,868)	(4,868)	-	(4,868)
At 31 December 2014	24,800	(1,670)	4,440	(7,585)	6,382	-	73,268	99,635	702	100,337

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

WILLOWGLEN MSC BERHAD (Company No. 462648-V)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 31 December 2015

	Unaudited 31 December 2015 RM'000	Unaudited 31 December 2014 RM'000
Operating activities		
Profit before tax	21,069	20,597
Adjustments for non-cash items	1,088	798
Operating profit before changes in working capital	22,157	21,395
Changes in working capital:		
Net changes in inventories	255	(164)
Net changes in contract customers	(5,528)	(7,158)
Net changes in receivables	(9,114)	1,833
Net changes in payables	757	4,683
Cash flows from / (used in) operations	8,527	20,589
Interest received	549	393
Tax paid	(3,451)	(3,902)
Net cash flows from / (used in) operating activities	5,625	17,080
Investing activities		
Purchase of property, plant and equipment	(1,581)	(4,363)
Acquisition of Subsidiary	-	(1,396)
Purchase of investment securities	(3,058)	-
Investment in an associate	(11,694)	-
Net cash flows used in investing activities	(16,333)	(5,759)
Financing activities		
Fixed term deposits held as security value	(250)	404
Dividend paid	(4,868)	(4,868)
Share buy-back	(24)	(17)
Net cash flows used in financing activities	(5,142)	(4,481)
Net changes in cash and cash equivalents	(15,850)	6,840
Cash and cash equivalents at 1 January	49,169	40,893
Effect of exchange rate changes on cash and cash equivalents	8,597	1,436
Cash and cash equivalents at 31 December	41,916	49,169
Analysis of cash and cash equivalents:		
Fixed deposits placed with licensed banks	24,143	34,553
Short term investments	105	864
Cash and bank balances	19,638	15,473
	43,886	50,890
Less: Fixed deposits held as security value	(1,970)	(1,721)
	41,916	49,169

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

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NOTES TO THE INTERIM FINANCIAL REPORT

A1 Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with the Malaysian Financial Reporting Standards (“MFRS”) 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad. The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2014.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the audited financial statements for the year ended 31 December 2014 except for the adoption of the Amendments/Improvements to MFRSs, and New IC Interpretations that are applicable to the Group effective 1 January 2015. The adoption of these MFRSs and IC Interpretations does not have any material impact on the Group’s results and financial position.

A2 Audit report on preceding annual financial statement

The auditor’s report of the Group’s annual audited financial statements for the year ended 31 December 2014 was not subject to any qualification.

A3 Seasonal or cyclical factors

The Group’s operations were not materially affected by any seasonal or cyclical changes.

A4 Changes in estimates of amounts reported in prior interim reports or prior financial years which have a material effect in the current quarter

There were no changes in estimates of amounts reported in the prior interim reports or changes in estimates of amounts reported in prior financial years that have a material effect in the current quarter.

A5 Issuance, cancellations, repurchases, resale and repayments of debt and equity securities

During the current quarter, 20,000 shares were repurchased. The share buy-back transaction was financed by internally generated funds.

As at the end of the current quarter, a total of 4,643,400 shares were held as treasury shares.

Apart from the above, there were no issuance, cancellations, repurchases, resale and repayments of debt and equity securities during the current financial year.

A6 Dividends paid

The first and final tax exempt dividend of 20% per share for the financial year ended 31 December 2014 amounting to RM4,867,532 was paid on 28 May 2015.

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A7 Segmental reporting

The Group operates in three (3) principal geographical areas for the sales, implementation and maintenance of computer based control systems.

Current Year To Date	Malaysia	Singapore	Indonesia	Others	Eliminations	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue:						
External customers	34,530	84,352	386	-	-	119,268
Inter-segment	1,953	296	-	-	(2,249)	-
Total revenue	36,483	84,648	386	-	(2,249)	119,268
Results:						
Interest income	664	287	43	62	(507)	549
Interest expense	507	-	-	-	(507)	-
Depreciation	957	576	14	-	-	1,547
Amortisation of intangible asset	-	-	-	-	340	340
Income tax expense	538	3,073	(47)	-	-	3,564
Share of results of associate	-	-	-	-	-	242
Segment profit/(loss)	7,573	20,911	(116)	17	(7,558)	20,827

A8 Valuation of property, plant and equipment

No revaluation of property, plant and equipment has been done since the preceding financial year ended 31 December 2014.

A9 Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the interim period.

A10 Changes in composition of the Group

There were no changes in the composition of the Group during the current financial year to date except for:

- (i) On 27 March 2015, Willowglen Services Pte Ltd, a wholly owned subsidiary of the Company had incorporated Willowglen Asia Pte. Limited with an issued and paid-up share capital of HK\$1.00.
- (ii) On 30 March 2015, Willowglen Services Pte Ltd had incorporated WLG Solutions Pte. Ltd. with an issued and paid-up share capital of SGD1.00.
- (iii) On 25 June 2015, Willowglen Asia Pte. Limited had entered into the Share Subscription Agreement and Unanimous Shareholder Agreement to subscribe 1,960 Class A Shares of CAD0.01 per share and 4,799,929 Class D Shares of CAD0.807700072 per share in Willowglen Systems Inc. for a total consideration of CAD3,876,922.60.

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A11 Changes in contingent liabilities or contingent assets

There were no contingent assets arising since the last audited financial statements for the year ended 31 December 2014.

A12 Capital commitments

There were no material capital commitments as at 31 December 2015.

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ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS

B1 Review of performance

Revenue for the current quarter reduced by 6.99% to RM34.41 million from RM36.99 million achieved in the preceding year corresponding quarter. Profit before tax increased to RM8.14 million compared to RM6.18 million recorded in the preceding year corresponding quarter.

For the financial year ended 31 December 2015, revenue for the Group increased by 8.67% to RM119.27 million from RM109.75 million achieved in 2014. Profit before tax increased to RM21.07 million from RM20.60 million recorded in the last financial year. The higher profit before taxation is mainly due to higher turnover and contribution from our newly acquired associate company in Canada.

The Singapore operations contributed 71.05% of the Group's revenue with the balance coming from Malaysia. The turnover from Singapore and Malaysia operations has increased by 5.67% and 16.33% respectively compared to 2014. The Indonesia operations are focusing in providing SCADA and security solutions to the data centers, utilities and oil and gas market.

B2 Material change in results against preceding quarter

	Current Quarter 31/12/2015 RM'000	Preceding Quarter 30/09/2015 RM'000
Revenue	34,407	25,405
Profit before tax	8,138	4,277

For the current quarter, the Group recorded higher revenue of RM34.41 million compared to RM25.41 million recorded in the preceding quarter. The profit before tax increased to RM8.14 million from RM4.28 million recorded in the last quarter. The increase in profit before tax is mainly due to higher turnover.

B3 Prospects for 2016

The SCADA and IMS business environment remain competitive and challenging in 2016. With the current projects at hand, the financial results of the Group is expected to be satisfactory.

B4 Variance of actual profit from forecast profit and shortfall of profit guarantee

Not applicable.

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B5 Income tax expense

	3 months ended 31/12/2015 RM'000	12 months ended 31/12/2015 RM'000
Current Taxation	1,439	3,729
Adjustment for under/(over) provisions in previous years	(2)	(133)
Transfer to/(from) deferred taxation	(32)	(32)
	1,405	3,564

The tax charge relates to tax on profits of an overseas subsidiary which is subject to a lower tax rate.

B6 Status of corporate proposal announced

There were no corporate proposals announced but not completed at the date of this announcement.

B7 Group borrowings and debt securities

There were no group borrowings and debt securities outstanding as at 31 December 2015.

B8 Changes in Material Litigation

The Group does not have any outstanding material litigation as at the date of this announcement.

B9 Dividends

A final dividend of 20% tax exempt is proposed for the financial year ended 31 December 2015 for shareholders' approval at the forthcoming Annual General Meeting of the Company. The entitlement and payment dates for the dividend will be on 16 May 2016 and 26 May 2016 respectively.

B10 Basic earnings per ordinary share

The calculation of basic earnings per ordinary share is based on the net profit attributable to shareholders divided by the weighted average number of ordinary shares outstanding during the period, calculated as follows:-

	3 months ended 31 December 2015		12 months ended 31 December 2015	
	2015	2014	2015	2014
Net profit attributable to equity holders of the Company (RM'000)	7,043	5,602	18,090	17,414
Weighted average number of ordinary shares in issue during the period ('000)	243,368	243,393	243,378	243,399
Basic earnings per ordinary share (sen)	2.90	2.31	7.43	7.15
Diluted earnings per ordinary share (sen)	N/A	N/A	N/A	N/A

N/A: Not applicable, the Group does not have in issue any financial instrument or other contract that may entitle its shareholders to ordinary shares, and therefore dilute its basic earnings per share.

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B11 Operating profit

	3 months ended 31/12/2015 RM'000	12 months ended 31/12/2015 RM'000
Operating profit has been arrived at after charging:-		
Depreciation of property, plant and equipment	553	1,547
Provision for and write off of inventories	-	5
Foreign exchange loss	(180)	8
Provision for and write off of receivables	-	41
Write off of Intangible asset	1,217	1,217
Interest expense	N/A	N/A
Exceptional items	N/A	N/A
And crediting:-		
Interest income	122	549
Other income including investment income	4	40
Bargain purchase gain on acquisition of an associate	1,359	1,359
Gain or loss on disposal of quoted or unquoted investments or properties	-	-
Gain on fair value adjustment on investment property	-	-
Gain or loss on derivatives	N/A	N/A

B12 Supplementary Information Disclosed Pursuant to Bursa Malaysia Securities Berhad Listing Requirements

The following analysis of realised and unrealised retained profits is prepared pursuant to Paragraphs 2.06 and 2.23 of Bursa Malaysia Securities Berhad Listing Requirements and in accordance with the Guidance on Special Matter No. 1 - Determination of Realised and Unrealised Profits or Losses as issued by the Malaysian Institute of Accountants. This disclosure is based on the format prescribed by Bursa Malaysia Securities Berhad.

	As at 31 December 2015 RM'000	As at 31 December 2014 RM'000
Total retained profits of the Group and its subsidiaries		
- Realised	87,003	72,571
- Unrealised	146	726
Less: Consolidation adjustments	(659)	(29)
Total retained profits	86,490	73,268

By order of the Board
WILLOWGLEN MSC BERHAD

WONG AH CHIEW
Group Managing Director