

BRITE-TECH BERHAD

Company no. 550212-U
(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2012

CONTENTS

	Page
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	1
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	2
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	3
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	4
NOTES TO THE INTERIM FINANCIAL STATEMENTS	5-8
ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES LISTING REQUIREMENT (APPENDIX 9 B)	9-12

BRITE-TECH BERHAD (550212-U)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

	<----- Individual Quarter ----->		<----- Cumulative Quarters ----->	
	Current Quarter Ended 31.12.2012 (Unaudited) RM'000	Preceding Year Corresponding Quarter Ended 31.12.2011 (Unaudited) (Restated) RM'000	Current Year-To-Date 31.12.2012 (Unaudited) RM'000	Preceding Year-To-Date 31.12.2011 (Audited) RM'000
Revenue	5,863	5,356	21,761	18,546
Operating expenses	(4,852)	(4,537)	(17,518)	(15,278)
Other operating income	75	5	193	237
Profit from operating activities	1,086	824	4,436	3,505
Impairment loss of goodwill	-	(300)	(900)	(1,200)
Gain on fair value adjustment of investment properties	-	1,635	-	1,635
Finance income	93	73	328	256
Finance costs	(11)	(6)	(35)	(23)
Profit before tax	1,168	2,226	3,829	4,173
Taxation	(454)	(333)	(1,250)	(1,067)
Profit for the period	714	1,893	2,579	3,106
Other comprehensive income for the period, net of tax	-	7,389	-	7,389
Total comprehensive income for the period	714	9,282	2,579	10,495
Total comprehensive income for the period				
Owners of the Company	682	9,254	2,456	10,412
Non-controlling interests	32	28	123	83
	<u>714</u>	<u>9,282</u>	<u>2,579</u>	<u>10,495</u>
Number of shares in issue ('000)	252,000	252,000	252,000	252,000
Weighted average number of shares ('000)	252,000	252,000	252,000	252,000
Earnings per ordinary share attributable to owners of the Company (sen):				
- Basic	<u>0.27</u>	<u>0.74</u>	<u>0.97</u>	<u>1.21</u>
- Diluted	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2012

	As at End of Current Year Quarter 31.12.2012 (Unaudited) RM'000	As at Preceding Financial Year End 31.12.2011 (Restated) RM'000	As at Preceding Financial Year End 31.12.2010 (Audited) RM'000
ASSETS			
Non-Current Assets			
Property, plant and equipment	19,999	20,243	11,411
Investment properties	3,240	3,240	1,605
Other investments	152	152	152
Deferred tax assets	-	-	7
Goodwill on consolidation	1,768	2,668	3,868
Total Non-Current Assets	25,159	26,303	17,043
Current Assets			
Inventories	1,278	1,571	1,625
Trade and other receivables	7,214	6,688	5,735
Tax recoverable	68	46	91
Short-term investments	4,272	4,843	5,581
Fixed deposits with licensed banks	7,437	5,237	3,046
Cash and bank balances	1,604	984	990
Total Current Assets	21,873	19,369	17,068
TOTAL ASSETS	47,032	45,672	34,111
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital	25,200	25,200	25,200
Reserves	15,675	14,429	5,226
	40,875	39,629	30,426
Non-controlling interests	675	587	592
Total Equity	41,550	40,216	31,018
Non-Current Liabilities			
Long term borrowings (secured)	542	409	3
Deferred taxation	1,635	1,607	478
	2,177	2,016	481
Current Liabilities			
Trade and other payables	2,845	2,806	2,067
Amount due to directors	103	234	264
Amount due to associated company	-	14	-
Bank overdraft	-	113	123
Short term borrowings (secured)	99	63	34
Provision for taxation	258	210	124
	3,305	3,440	2,612
Total Liabilities	5,482	5,456	3,093
TOTAL EQUITY AND LIABILITIES	47,032	45,672	34,111
Net assets per share attributable to owners of the Company (RM)	0.16	0.16	0.12

(The Interim Financial Statements should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.)

BRITE-TECH BERHAD (550212-U)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

	<----- Attributable to owners of the Company ----->					
	<----- Non-distributable----->		<-Distributable ->			
	Share Capital	Revaluation Reserves	Retained Profits	Total Shareholders' Equity	Non-controlling Interests	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<u>12 Months Ended 31 December 2012</u>						
<u>(Unaudited)</u>						
Balance as at 1 January 2012						
- As previously reported	25,200	7,994	7,070	40,264	587	40,851
- Prior period adjustments (Note A17)	-	(635)	-	(635)	-	(635)
- As restated	25,200	7,359	7,070	39,629	587	40,216
Total comprehensive income for the financial period	-	-	2,456	2,456	123	2,579
Increase investment in a subsidiary	-	-	-	-	25	25
Dividends paid in respect of financial year ended 31 December 2011	-	-	(1,210)	(1,210)	(60)	(1,270)
Balance as at 31 December 2012	25,200	7,359	8,316	40,875	675	41,550
<u>12 Months Ended 31 December 2011</u>						
<u>(Audited)</u>						
Balance as at 1 January 2011	25,200	-	5,226	30,426	592	31,018
Total comprehensive income for the financial period						
- As previously reported	-	7,994	3,053	11,047	83	11,130
- Prior period adjustments (Note A17)	-	(635)	-	(635)	-	(635)
- As restated	-	7,359	3,053	10,412	83	10,495
Dividends paid in respect of financial year ended 31 December 2010	-	-	(1,209)	(1,209)	(88)	(1,297)
Balance as at 31 December 2011	25,200	7,359	7,070	39,629	587	40,216

(The Interim Financial Statements should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

	12 Months Period Ended 31.12.2012 (Unaudited) RM'000	12 Months Corresponding Period Ended 31.12.2011 (Audited) RM'000
Cash flows from operating activities		
Profit before taxation	3,829	4,173
Adjustments for:		
Depreciation on property, plant and equipment	800	874
Gain on disposal of property, plant and equipment	(24)	(91)
Gain on fair value adjustment of investment properties	-	(1,635)
Impairment of goodwill	900	1,200
Finance costs	35	23
Finance income	(328)	(256)
Bad debts written off	-	15
Impairment loss on other receivables	-	47
Impairment loss on trade receivables	16	2
Property, plant and equipment written off	19	59
Inventories written off	100	-
Operating profit before working capital changes	<u>5,347</u>	<u>4,411</u>
Changes in working capital:		
Inventories	193	53
Trade and other receivables	(541)	(1,017)
Trade and other payables	(106)	724
Cash from operations	<u>4,893</u>	<u>4,171</u>
Interest paid	(35)	(22)
Income tax refund	3	24
Income tax paid	(1,174)	(901)
Net cash from operating activities	<u>3,687</u>	<u>3,272</u>
Cash flows from investing activities		
Interest received	328	256
Purchase of property, plant and equipment	(877)	(1,129)
Proceeds from disposal of property, plant and equipment	299	97
Proceeds from issuance of share capital from non-controlling interest	25	-
Net cash used in investing activities	<u>(225)</u>	<u>(776)</u>
Cash flows from financing activities		
Drawdown from hire purchase	235	-
Proceeds from term loan	-	304
Repayments of bank borrowings	(65)	(45)
Dividend paid to Owners of the Company	(1,210)	(1,210)
Dividend paid to Non-controlling interests	(60)	(88)
Net cash used in financing activities	<u>(1,100)</u>	<u>(1,039)</u>
Net changes in cash and cash equivalents	2,362	1,457
Cash and cash equivalent at beginning of period	<u>10,951</u>	<u>9,494</u>
Cash and cash equivalent at end of period	<u>13,313</u>	<u>10,951</u>
Cash and cash equivalents comprise the following:		
Short-term investments	4,272	4,843
Fixed deposits with licensed banks	7,437	5,237
Cash and bank balances	1,604	984
Bank overdraft	-	(113)
Cash and cash equivalents at end of the period	<u>13,313</u>	<u>10,951</u>

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 ("MFRS134")

A1 Basis of preparation

The unaudited condensed interim financial statements for the period ended 31 December 2012 have been prepared in accordance with MFRS134 Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). These unaudited condensed consolidated interim financial statements also comply with IAS 34 Interim Financial Reporting issued by the International Accounting Standard Board. For the periods up and including the year ended 31 December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards ("FRSs").

The unaudited condensed consolidated interim financial statements are the Group's first MFRS condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS annual financial statements for the year ending 31 December 2012. MFRS 1 First-Times Adoption of Malaysian Financial Reporting Standards ("MFRS") has been applied.

The explanatory notes attached to these condensed consolidated interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2011.

The audited financial statements of the Group for the year ended 31 December 2011 were prepared in accordance with FRS. As the requirements under FRS and MFRS are similar, the significant accounting policies adopted in preparing these unaudited condensed consolidated interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2011 except there are some differences in relation to the transitional provisions and effective dates contained in certain of the FRSs.

The following MFRS, IC Interpretation and Amendments to MFRSs have been adopted by the Group during the current period:

IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
Amendments to MFRS 1	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
Amendments to MFRS 7	Disclosures - Transfers of Financial Assets
Amendments to MFRS 112	Deferred tax: Recovery of Underlying Assets.

The adoption of the IC Interpretation and Amendments to MFRSs above did not have any financial impact on the Group and the Company as they mainly help to clarify the requirements of or provide further explanations to the existing MFRSs.

The following MFRSs and IC Interpretations have been issued by the MASB and are not yet effective:

Effective for financial periods beginning on or after 1 July 2012

Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income
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Effective for financial periods beginning on or after 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 MFRS1	Government Loans
Amendments to MFRS7	Disclosures - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS10	Consolidated Financial Statements: Transition Guidance
Amendments to MFRS11	Joint Arrangements: Transition Guidance
Amendments to MFRS12	Disclosure of Interest in Other Entities: Transition Guidance
Annual Improvements to IC Interpretations and MFRSs 2009-2011 Cycle	

BRITE-TECH BERHAD (550212-U)
(Incorporated in Malaysia)
NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

A1 Basis of preparation (Continued)

Effective for financial periods beginning on or after 1 January 2014

Amendments to MFRS132 Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities

Effective for financial periods beginning on or after 1 January 2015

Amendments to MFRS 9 Mandatory Effective Date of MFRS 9 and Transition Disclosures

Government Loans (Amendments to MFRS1) has no financial impact to the Group and the Company as the Group and the Company do not hold any government grants or receive any government assistance. All the other MFRSs and Amendments to MFRSs stated above are not expected to result in significant changes to the Group's and the Company's accounting policies or have material impact to the financial result of the Group and the Company.

A2 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the Group's financial statements for the year ended 31 December 2011 was not subject to any qualification.

A3 Comments About Seasonal or Cyclical Factors

The Group's principal business is not significantly affected by seasonality or cyclical factors during the current quarter under review.

A4 Unusual Items Affecting Interim Financial Report

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review.

A5 Dividends Paid

A final single-tier dividend on ordinary share of 0.48 sen per share (2010: 0.48 sen per share) amounting to RM1,209,600 in respect of the financial year ended 31 December 2011 was approved by the shareholders at the Company's Annual General Meeting held on 18 May 2012 and has been paid by the Company on 8 June 2012 to shareholders whose names appear in the Register of Depositors on 28 May 2012.

A6 Material Changes in Estimates Used

There were no significant changes in the nature and amount of estimates used in prior interim reporting period or prior financial years that have a material effect in the current quarter under review.

A7 Debt and Equity Securities

There were no issuances and repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current quarter under review.

A8 Segmental Information

Segment revenue and segment results for the financial period ended 31 December 2012 by the respective operating segments are as follows:

<u>Financial Year Ended 31.12.2012</u>	Environmental products and services RM'000	System equipment and ancillary products RM'000	Investments RM'000	Inter-segment Eliminations RM'000	Group RM'000
REVENUE					
External revenue	17,819	3,942	-	-	21,761
Inter-segment revenue	970	22	1,206	(2,198)	-
Total revenue	<u>18,789</u>	<u>3,964</u>	<u>1,206</u>	<u>(2,198)</u>	<u>21,761</u>
RESULT					
Segment results (external)	4,262	477	(303)	-	4,436
Impairment loss of goodwill					(900)
Finance income	133	7	189	(1)	328
Finance costs	(36)	-	-	1	(35)
Profit/(loss) before taxation	<u>4,359</u>	<u>484</u>	<u>(114)</u>	<u>-</u>	<u>3,829</u>
Taxation					(1,250)
Profit for the period					<u>2,579</u>
Non-controlling interests					(123)
Profit attributable to Owners of the Company					<u>2,456</u>

BRITE-TECH BERHAD (550212-U)
(Incorporated in Malaysia)
NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

A8 Segmental Information (Continued)

<u>Financial Year Ended 31.12.2011</u>	Environmental products and services RM'000	System equipment and ancillary products RM'000	Investments RM'000	Inter-segment Eliminations RM'000	Group RM'000
REVENUE					
External revenue	15,013	3,533	-	-	18,546
Inter-segment revenue	992	11	1,206	(2,209)	-
Total revenue	<u>16,005</u>	<u>3,544</u>	<u>1,206</u>	<u>(2,209)</u>	<u>18,546</u>
RESULT					
Segment results (external)	3,284	447	(226)	-	3,505
Impairment loss of goodwill					(1,200)
Gain on fair value adjustment of investment properties					1,635
Finance income	143	16	108	(11)	256
Finance costs	(32)	(2)	-	11	(23)
Profit/(loss) before taxation	<u>3,395</u>	<u>461</u>	<u>(118)</u>	<u>-</u>	<u>4,173</u>
Taxation					(1,067)
Profit for the period					<u>3,106</u>
Non-controlling interests					(53)
Profit attributable to Owners of the Company					<u><u>3,053</u></u>

A9 Valuations of Property, Plant and Equipment

There has been no valuation undertaken for the Group's property, plant and equipment in the current quarter under review.

A10 Material Subsequent Event

On 13 February 2013, Bursa Malaysia Securities has publicly reprimanded the Group for breach of ACE Market Listing requirements (ACE LR). The failure to take into account the adjustments was in contravention of Rule 9.16(1)(a) of the Bursa Malaysia Securities ACE LR where a listed issuer must ensure that each announcement made is factual, clear, unambiguous, accurate, succinct and contains sufficient information to enable investors to make informed investment decisions.

The Group reported an unaudited profit after taxation and minority interest of RM1,415,000 in 4th quarter 2011, compared to an audited profit after taxation and minority interest of RM3,053,041 in annual audited accounts for the financial year ended 31 December 2011 which was announced on 20 April 2012. The variance of RM1,638,041 between the unaudited and audited results represented a deviation of 116%. The deviation was mainly due to the oversight by the Group to take into account the adjustment for the gain arising from fair value adjustment of the Group's investment properties amounting to RM1.635 million.

The Group is also required to carry out a limited review of its quarterly report submissions. The limited review must be performed by external auditors for four quarterly reports commencing from the quarterly report for the financial period ended 31 March 2013. In addition, the Group must ensure all its directors and relevant personnel attend a training programme on compliance with the ACE LR pertaining to financial statements. The Group is also required to review and ensure the adequacy and effectiveness of its financial reporting function.

While Bursa Malaysia Securities has not found any of the Group's directors to have caused or permitted the breach by the Group, Bursa Malaysia Securities wishes to highlight that it is the duty of the directors to maintain appropriate standards of responsibility and accountability in ensuring compliance of the ACE LR. Bursa Malaysia Securities views the contravention seriously and has reminded the Group and its Board of Directors of their obligation to uphold appropriate standards of responsibility and accountability to shareholders and the Investing public.

A11 Changes in the Composition of the Group

There were no changes in the composition of the Group during the current quarter under review.

A12 Derivatives

- (a) There were no outstanding derivatives (including financial instruments designated as hedging instruments) as at the end of the financial year ended 31 December 2012; and
- (b) The Group has not entered into a type of derivatives not disclosed in the previous financial year or any of the previous quarters under the current financial year.

A13 Gains / Losses Arising from Fair Value Changes of Financial Liabilities

There were no material amount of gains or losses arising from fair value changes of its financial liabilities for the current and cumulative quarter.

A14 Changes in Contingent Liabilities or Contingent Assets

There were no contingent liabilities or contingent assets arising since the last financial year ended on 31 December 2011.

	31.12.2012 (Unaudited) RM '000	31.12.2011 (Audited) RM'000
Corporate guarantees given to financial institutions for finance lease facilities granted to subsidiary companies	147	147
Corporate guarantees given to financial institutions for banking facilities granted to subsidiary companies	16,714	16,714
	<u>16,861</u>	<u>16,861</u>

A15 Capital Commitments

There were no capital commitments as at the end of the current quarter under review.

A16 Significant Related Party Transactions

	Current Year Quarter 31.12.2012 RM'000	Cumulative Year To Date 31.12.2012 RM'000
The Group has the following inter companies transactions:		
Management fees	<u>301</u>	<u>1,206</u>
Rental	<u>53</u>	<u>211</u>
Interest	<u>-</u>	<u>1</u>
Revenue	<u>220</u>	<u>991</u>

A17 Prior Period Adjustments

The Group made a revised provision for deferred tax liabilities arising from revaluation of freehold land and buildings and leasehold land and buildings in the previous financial year. Accordingly, the comparative figures for revaluation reserve and deferred tax liabilities have been adjusted to reflect this provision.

Comparatives amounts as at 31 December 2011 have been restated as follows:

	Previously reported RM'000	Adjustments RM'000	As restated RM'000
Statement of financial position			
Revaluation reserves	7,994	(635)	7,359
Deferred tax liabilities	972	635	1,607
Statement of other comprehensive income			
Revaluation surplus on property, plant and equipment, net of tax	8,024	(635)	7,389

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS BURSA MALAYSIA SECURITIES BERHAD FOR THE ACE MARKET

B1 Review of Performance for the Current Quarter and Financial Year-To-Date

The Group's revenue for the current quarter ended 31 December 2012 showed an increase of 9.5% to RM5.863 million from RM5.356 million in the preceding corresponding year's quarter. The Group's profit before tax decreased by 47.5% to RM1.168 million as compared to the preceding corresponding year's quarter of RM2.226 million.

The Group's revenue for the current financial year-to-date ended 31 December 2012 showed an increase of 17.3% to RM21.761 million from RM18.546 million in the preceding corresponding year's quarter. The Group's profit before tax decreased by 8.2% to RM3.829 million from RM4.173 million in the preceding corresponding financial year-to-date.

The Group's profit before tax for the current quarter and current financial year-to-date was lower due to the gain arising from fair value adjustment of the Group's investment properties amounting to RM1.635 million for the preceding year. However, without the gain arising from the fair value adjustments of the Group's investment properties, the Group's profit before tax for the current quarter and current financial year-to-date showed an improvement.

Environmental products and services

For the financial year ended 31 December 2012, the revenue in environmental products and services increased by RM2.784 million or 17.4% to RM18.789 million as compared to RM16.005 million reported in the preceding corresponding year's quarter. The profit before tax for the financial year ended 31 December 2012 increased by RM0.964 million or 28.4% to RM4.359 million as compared to RM3.395 million reported in the preceding corresponding financial year-to-date.

System equipment and ancillary products

For the financial year ended 31 December 2012, the revenue in system equipment and ancillary products increased by RM0.420 million or 11.9% to RM3.964 million as compared to RM3.544 million reported in the preceding corresponding year's quarter. The profit before tax for the financial year ended 31 December 2012 increased slightly by RM0.023 million or 5.0% to RM0.484 million from RM0.461 million reported in the preceding corresponding financial year-to-date.

The results of the current quarter and financial year-to-date under review have not been affected by any transactions or events of a material or unusual nature.

B2 Variation of Results Against Immediate Preceding Quarter

	Current Year Quarter 31.12.2012	Immediate Preceding Quarter 30.09.2012	Variation	
	RM'000	RM'000	RM'000	%
Revenue	5,863	5,568	295	5.3%
Profit before tax	1,168	907	261	28.8%

For the current quarter under review, the Group recorded higher revenue of RM5.863 million, representing an increase of 5.3% from the immediate preceding quarter's revenue of RM5.568 million. The Group's profit before tax for the current quarter increased by 28.8% to RM1.168 million as compared to RM0.907 million reported in the preceding quarter.

B3 Prospects

The Group expects the year ahead to remain challenging. Barring any unforeseen circumstances, the performance of the existing business of the Group is likely to remain satisfactory for the year ahead.

B4 Variance of Actual Profit from Forecast Profit

Not applicable as the Group did not issue any profit forecast or profit guarantee for the current quarter under review.

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(Incorporated in Malaysia)
NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE 4TH QUARTER ENDED 31 DECEMBER 2012

B5 Taxation

The Group's taxation for the current quarter and financial year-to-date were as follows:

	Individual Quarter		Cumulative Quarters	
	Current Year Quarter 31.12.2012 RM'000	Preceding Year Corresponding Quarter 31.12.2011 RM'000	Current Year -To- Date 31.12.2012 RM'000	Preceding Year-To- Date 31.12.2011 RM'000
Income and deferred tax				
-Current	401	333	1,209	1,008
-Underrprovision in prior year	53	-	41	59
	<u>454</u>	<u>333</u>	<u>1,250</u>	<u>1,067</u>

The Group's effective tax rate for the current quarter was slightly higher than the statutory tax rate mainly due to the tax charges relate to profits of certain subsidiary companies which cannot be set-off against losses of other subsidiary companies and certain expenses are not deductible for tax purposes.

B6 Additional Notes to Condensed Consolidated Statements of Comprehensive Income

	Current Year Quarter 31.12.2012 (Unaudited) RM'000	Current Year-To- Date 31.12.2012 (Unaudited) RM'000
Other operating income:		
Rental income	34	135
Bad debts recovered	11	13
Foreign exchange gain	8	21
Gain on disposal of property, plant and equipment	22	24
Operating expenses:		
Depreciation on property, plant and equipment	218	800
Impairment loss on trade receivables	16	16
Inventories written off	62	100
Property, plant and equipment written off	6	19

Other disclosure items pursuant to Appendix 9B Note 16 of the Listing Requirements of Bursa Malaysia Securites Berhad are not applicable.

B7 Sale of Unquoted Investments and/or Properties

There were no sale of unquoted investments and/or properties in the current quarter under review.

B8 Purchase and/or Disposal of Quoted Securities

There were no purchases or disposals of quoted securities in the current quarter under review.

B9 Status of Corporate Proposals

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

B10 Borrowings

The Group's borrowings as at the current quarter are as follows:

	Current Year Quarter 31.12.2012 RM'000
Short term borrowings (Secured)	99
Long term borrowings (Secured)	542
Total	<u>641</u>

The Group has no unsecured borrowings in the current quarter under review.

The Group's borrowings are all denominated in Ringgit Malaysia.

B11 Unrecognised Financial Instruments

i) The Company had entered into a Call and Put Option Agreement ("CPOA") on 9 December 2009 for the disposal of 150,000 ordinary shares of RM 1.00 each, comprising 15% equity interest in Agro Venture Carbon Sdn. Bhd. ("AVC") (formerly known as Brite Tech Venture Sdn. Bhd.) for a total disposal consideration of RM 300,000. The salient features of CPOA are as follow:

- a) - The Company grants a call option ("the Call Option") to the Purchaser to give the Purchaser the option to purchase the 15% equity interest in AVC, free from all Encumbrances ("Option Shares") from the Company within a period of 48 months from the date of the CPOA ("the Call Option Period") at RM300,000 provided that the turnover of AVC based on the latest audited accounts of AVC at the time of the exercise of the Call Option, is less than RM5,000,000;
 - The Call Option may be exercisable by the Purchaser in respect of all and not part of the Option Shares within the Call Option Period;
- b) The Purchaser grants to the Company the right to sell the Option Shares ("the Put Option A") to the Purchaser within a period of 48 months from the date of the CPOA ("the Put Option A Period") at RM300,000 provided that, the turnover of AVC based on the latest audited accounts of at the time of exercise of Put Option, is RM5,000,000 or more;
- c) The Purchaser grants to the Company the right to sell the Option Shares to the Purchaser ("Put Option B") on or after the expiry of 48 months from the date of the CPOA ("Put Option B Period"). The Put Option B shall be exercisable by the Company within 6 months from the expiry of 48 months from the date of the CPOA at RM300,000 irregardless of the turnover of AVC;

The Put Option A and Put Option B may be exercisable by the Company in respect of all and not part of the Option Shares within the Put Option A Period and Put Option B Period;

It is not practical to estimate the fair value of the CPOA for unquoted corporations because of the lack of quoted market prices and the inability to estimate fair value without incurring excessive costs.

ii) As at 31 December 2012, the contingent liability not recognised in the statement of financial position of the company is as follow:-

	<u>Credit facilities limit RM '000</u>	<u>Amount utilised RM '000</u>	<u>Net fair value RM '000</u>
Corporate guarantee	<u>16,861</u>	<u>304</u>	<u>-</u>

The net fair value of the contingent liability is estimated to be minimal as the subsidiary companies are expected to fulfil their obligation to repay their borrowings.

B12 Changes in Material Litigation

There were no pending material litigation which would materially and adversely affect the financial position of the Group and the Company at the date of this announcement.

B13 Earnings Per Share

The basic and diluted earnings per share (EPS) for the current quarter and financial year-to-date have been calculated as follows:

	Individual Quarter		Cumulative Quarters	
	Current Year Quarter 31.12.2012	Preceding Year Corresponding Quarter 31.12.2011	Current Year-To- Date 31.12.2012	Preceding Year-To- Date 31.12.2011
Profits attributable to owners of the Company (RM'000)	682	1,870	2,456	3,053
Weighted average number of shares in issue ('000)	252,000	252,000	252,000	252,000
Basic earnings per share (sen)	0.27	0.74	0.97	1.21
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

The diluted EPS is not applicable as there were no potential ordinary shares in issue for the current quarter and cumulative quarter.

B14 Dividends Payable

The Board of Directors is proposing a single tier dividend on ordinary share of 0.60 sen per share amounting to RM1,512,000.00 in respect of the financial year ended 31 December 2012 (2011: 0.48 sen per share), subject to approval by shareholders at the forthcoming Annual General Meeting.

B15 Realised and Unrealised Retained Profits

The retained profits of the Group is analysed as follows:

	As at 31.12.2012 (Unaudited) RM'000	As at 31.12.2011 (Audited) RM'000
Total retained profits of Company and its subsidiaries:		
- Realised	20,944	19,060
- Unrealised	(3,270)	(2,607)
	<u>17,674</u>	<u>16,453</u>
Less: Consolidation adjustments	(9,358)	(9,383)
Total Group retained profits as per consolidated accounts	<u>8,316</u>	<u>7,070</u>

The determination of realised and unrealised profits or losses is compiled based on Guidance of Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Securities Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised retained profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

BY ORDER OF THE BOARD

Yip Siew Yoong (MAICSA 0736484)

Leong Siew Kit (MACS 01215)

Company Secretaries

Kuala Lumpur

27 February 2013