



GHL SYSTEMS BERHAD
(Company No. 293040-D)

Quarterly report on consolidated results for the fourth quarter ended 31 December 2009

B. ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

B1. Review of Performance

For the quarter ended 31 December 2009, the Group recorded revenue of RM15.44 million, representing an increase of approximately 3.42% as compared to RM14.93 million achieved in the preceding year's corresponding quarter ended 31 December 2008. The Group incurred a narrower loss before taxation of RM0.96 million as compared to the loss before taxation of RM4.19 million in the preceding year's corresponding quarter ended 31 December 2008 due to savings in the administration expenses during the quarter under review.

For the financial year ended 31 December 2009 ("FYE2009"), the Group recorded revenue of RM57.15 million, representing an increase of 9.40% as compared to RM52.24 million achieved in financial year ended 31 December 2008 ("FYE2008"). The Group however incurred a loss before taxation of RM6.47 million in the FYE2009 as compared to loss before taxation of RM6.48 million recorded in the FYE2008.

The loss before taxation was mainly due to significant increase in operational costs, the write-down of residual value of Non-EuroPay Mastercard Visa ("EMV") EDC terminals write-down in stocks for units used for testing and demonstration, warranty claims from customers, and written-off of obsolete stock in the FYE2009 despite the increase in revenue.

B2. Comparison of Current Quarter Results with the Preceding Quarter

	<u>Current Quarter ended</u> <u>31 December 2009</u>	<u>Preceding Quarter ended</u> <u>30 September 2009</u>
	RM'000	RM'000
Revenue	15,437	18,105
(Loss)/Profit Before Tax	(958)	21

For the current quarter under review, the Group's revenue decreased by approximately 14.74% to RM15.44 million, as compared to RM18.11 million registered in the preceding quarter ended 30 September 2009 mainly due to slower sales during the current quarter under review. The Group incurred a loss before taxation of RM0.96 million as compared to profit before taxation of RM0.02 million in the preceding quarter due to sales mix composition with lower margin compare to higher sales of value-added solutions for the preceding quarter.

B3. Next Year's Prospects

Notwithstanding the gradually-recovering economy across the region, the Board of Directors of GHIL ("Board") believes that the level of competition will continue to be intense in the domestic and overseas markets. Therefore, the Group will constantly enhance its competitive edge by providing value-added solutions, and focus on capturing opportunities in the overseas markets via resellers/distributors.

At the same time, the Group's recent re-appointment as a distributor for global payment solutions provider Ingenico S.A. with expanded geographical coverage in 11 countries in the Asia Pacific Region reinforces the Group's efforts to become an integrated payment solutions provider.

Notwithstanding this, the Board expects the Group's prospects to be challenging in the financial year ending 31 December 2010.

B4. Profit forecast and Profit Guarantee

The Company has not issued any profit forecast or profit guarantee for the current year.

B5. Taxation

The taxation charge for the period is in respect of interest income. There is no taxation charge on the business source of income as the Company was granted pioneer status which exempts its income from taxation for a period of five (5) years commencing from 1 June 1999 and the Company is in the tax loss position. This exemption only applies in respect of income derived from the Company's MSC-qualifying activities as set out in its application documents submitted to Multimedia Development Corporation Sdn Bhd at the time when the Company applied for Multimedia Super Corridor ("MSC") status. The pioneer status is renewed upon application by the Company prior to 1 June 2004 for a further period of five (5) years. The Company has obtained approval for another five (5) years extension for pioneer status from 1 June 2004 to 31 May 2009, vide letters from Multimedia Development Corporation Sdn Bhd dated 21 June 2004 and Ministry of International Trade and Industry, Malaysia dated 15 September 2004.

The Company had applied FRS 112, Income Taxes, whereby under FRS 112, deferred tax liabilities are provided for, using the liability method, on temporary differences at the balance sheet date, between the tax bases of assets and liabilities and their carrying amounts in the financial statement.

B6. Profit on Sale of Unquoted Investment and/or Properties

There was no disposal of unquoted investment or properties during the financial quarter under review.

B7. Purchase and Disposal of Quoted Securities

There was no purchase or disposal of quoted securities during the financial quarter under review.

B8. Status of Corporate Proposals

Save as disclosed below, there were no corporate proposals announced and not completed as at the date of this report:-

- a) The proposed subscription of shares in GHL AP by the Directors of the Company was approved by the shareholders of the Company in the extraordinary general meeting held on 7 May 2007 (“Proposed Subscription”). The completion of the Proposed Subscription is deferred to a later date after taking into consideration the prevailing market condition.
- b) On 12 February 2010, on behalf of the Board of Directors of GHL, Public Investment Bank Berhad (“PIVB”) had announced that the Company proposed to undertake the Proposed Private Placement. The Proposed Private Placement is based on a prior approval obtained pursuant to Section 132D of the Companies Act, 1965 from GHL’s shareholders in a general meeting held on 8 May 2009. PIVB had also on 17 February 2010, on behalf of GHL, submitted the listing application in relation to the Proposed Private Placement to Bursa Malaysia Securities Berhad which is currently pending its approval.

B9. Group Borrowings and Debt Securities

The Group’s borrowings and debt securities as at the financial year ended 31 December 2009 are as follows:-

(a) Bank Borrowings

	Total Secured Term Loan
	RM
Repayable within twelve months	176,563
Repayable more than twelve months	2,880,770
	<u>3,057,333</u>

The secured term loan from a local financial institution is to finance the purchase of three (3) units of 4 ½ storey shop offices. The term loan bears an interest of 5.0 % per annum on monthly rest for the first three (3) years and thereafter Base Lending Rate + 0.00% per annum and is repayable over eleven (11) years. The loan is expected to be fully repaid by year 2019. The Base Lending Rate as at 31 December 2009 is 5.55% per annum.

The Group’s banking facilities are secured by way of pledging of fixed deposits to the financial institution and pledging of the aforementioned three (3) units of the 4½ storey shop offices.

(b) **Hire Purchase**

	RM
Repayable within twelve months	17,544
Repayable more than twelve months	17,931
	<u>35,475</u>

The hire purchase payables of the Group as at 31 December 2009 are for the Group's motor vehicles. The portion of the hire purchase due within one (1) year is classified as current liabilities.

B10. Off Balance Sheet Financial Instruments

The Company does not have any financial instruments with off balance sheet risk as at the date of this report.

B11. Material Litigation

Save as disclosed below, as at the date of this report, the Group is not engaged in any material litigation, claims, arbitration or prosecution, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group:-

- (a) GHL International Sdn Bhd ("GHLI"), GHLSYS Singapore Pte Ltd ("GHLSYS") and Privilege Investment Holdings Pte Ltd ("Privilege") had entered into a shareholders' agreement dated 31 October 2005 ("Shareholders Agreement") for the purpose of a joint venture. Subsequently, the above-mentioned parties mutually agreed to terminate the Shareholders Agreement via a termination agreement dated 3 March 2006 with a view of entering into a new joint venture subject to further discussions on the terms for such new joint venture. However, the said new joint venture has not eventuated as the parties were unable to reach an agreement on the final terms for the proposed new joint venture. Consequently, a dispute has since arisen in respect of the termination of the Shareholders Agreement.

On 1 April 2006 and 28 April 2006, the Indonesian lawyers acting on behalf of Privilege ("Privilege Lawyers") have via their letter ("Allegation Letter") to GHL, GHLI and GHLSYS (collectively "GHL Entities") alleged various matters against the GHL Entities and certain representatives of the GHL Entities ("GHL Representatives"), amongst others, fraud and misrepresentation in respect of the termination of the Shareholders Agreement, unlawful repudiation of obligations under the Shareholders Agreement, violation of various Indonesian laws and regulations as specified therein, and defamation ("Privilege Threat").

In this connection, the GHL Entities and GHL Representatives have engaged a firm of Indonesian lawyers ("GHL Lawyers"), to represent and advise them on this matter. In their letter dated 3 April 2006 and subsequently on 6 July 2006, the GHL Lawyers have replied to the allegations made in the Allegation Letter by informing

the Privilege Lawyers that the GHLEntities and GHLEntities Representatives have categorically denied all the allegations in the Allegation Letter.

Subsequently, PT Multi Adiprakarsa Manunggal (“PT MAM”) had in its letter dated 13 February 2007 addressed to the GHLEntities and the GHLEntities Representatives referred to the Allegation Letter dated 1 April 2006 and alleged that it was an intended beneficiary of the Shareholders Agreement and a direct contracting party to all contracts arising out of the Shareholders Agreement and it was injured by the unlawful conduct of the GHLEntities. PT MAM also claimed an amount of USD3 million in damages to be payable by or before 20 February 2007, failing which PT MAM deemed itself free to file litigation in Malaysia, Singapore and/or Indonesia and that the GHLEntities’s reporting of accounts receivable in its financial statements may constitute fraudulent misrepresentation as the amount claimed were provided by the GHLEntities as equity contributions to a proposed joint venture company in Indonesia (“PT MAM Threat”). GHLEntities had in its letter dated 21 February 2007 replied to PT MAM requesting them to refer to the letter dated 6 July 2006 issued by GHLEntities Lawyers to Privilege Lawyers and that GHLEntities remained open to meeting with PT MAM to resolve matters amicably.

As the matter has yet to proceed to Court, the GHLEntities and GHLEntities Representatives hope to negotiate with Privilege and/or PT MAM to settle the matter amicably. The GHLEntities Lawyers had expressed that that they were not aware of any doctrine of intended beneficiary under Indonesian law in respect of the PT MAM Threat. The GHLEntities Lawyers are of the view that there are legal grounds for the GHLEntities to defend both the Privilege Threat and the PT MAM Threat in the event that litigation is commenced in the Courts of the Republic of Indonesia. However, the GHLEntities Lawyers have qualified all such views by expressing that the Indonesian judiciary is sometimes unpredictable in its decision-making process and that a decision may not necessarily be based on the merits of a case. However, as no calculation of a claim for damages has been submitted by Privilege or its Indonesian lawyers and the PT MAM’s claim for USD3 million was not quantified, the GHLEntities Lawyers are not able to opine fully on the financial consequences to the GHLEntities.

Meanwhile on 13 May 2009, GHLEntities received a letter from Messrs Zaid Ibrahim & Co., representing Privilege with the following claims:-

- (i) Payment of the sum of USD3,009,700.00 as general damages suffered by Privilege arising out of GHLEntities’s failure to perform the obligations;
- (ii) Payment of the sum of USD43,047.00 as special damages for expenses incurred by Privilege in setting up PT MAM and GHLSYS;
- (iii) Return of all confidential information, trade secrets and/ or any other proprietary information belonging to Privilege that remain in GHLEntities’s and/ or any other related party’s custody;
- (iv) Provision of a written undertaking that GHLEntities does not have any confidential information, trade secrets and/ or proprietary information belonging to Privilege other than that which was returned, and that GHLEntities has not and will not utilize the confidential information, trade secrets and/ or proprietary information save other than in the course of the joint venture; and

(v) Payment of the sum of RM2,500.00 being the cost of the letter of demand.

On 19 May 2009, the management through its solicitor, Messrs. Sreenevasanyoung, denied each and every allegation as set out in the letter and denied being liable as alleged or at all.

The Board of Directors of GHL remains of the view that the GHL Entities have a good defence against such claims made by Privilege. The directors of GHL are of the opinion that should this matter go to court, the GHL Entities will vigorously defend its position.

B12. Dividend Proposed

There was no dividend declared during the quarter under review.

B13. Loss Per Share

a) Basic loss per share

The basic loss per share is calculated by dividing the net loss for the period/year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the financial period/year and excluding the treasury shares held by the Company.

b) Diluted loss per share

For the purpose of calculating diluted loss per share, the net loss for the period/year attributable to equity holders of the parent and weighted average number of ordinary shares in issue during the period/year and excluding treasury shares held by the Company.

<u>Basic</u>		Current Quarter 31.12.09	Preceding Year Corresponding Quarter 31.12.08	Current Year To Date 31.12.09	Preceding Year Corresponding Period 31.12.08
Loss attributable to equity holders of the parent	(RM)	(1,479,662)	(3,867,182)	(6,972,760)	(6,153,818)
Weighted average number of ordinary shares in issue and issuable	(Unit)	138,525,411	138,846,304	138,331,036	138,516,347
Basic loss per share	(Sen)	(1.07)	(2.79)	(5.04)	(4.44)

		<u>Diluted</u>		Preceding	Preceding
		Current	Preceding	Current Year	Preceding
		Quarter	Year	To Date	Year
		31.12.09	31.12.08	31.12.09	31.12.08
Loss attributable to equity holders of the parent	(RM)	(1,479,662)	(3,867,182)	(6,972,760)	(6,153,818)
*Weighted average number of ordinary shares in issue and issuable	(Unit)	138,525,411	138,846,304	138,331,036	138,516,347
Diluted loss per share	(Sen)	(1.07)	(2.79)	(5.04)	(4.44)

*The number of shares exercised under ESOS was not taken into account in the computation of diluted earnings per shares because the effect on the basic earnings per share is antidilutive.

For the current quarter and period ended 31 December 2009, the calculation of basic or diluted loss per share had excluded the treasury shares held by the Company.

B14. The Memorandum of Understanding pursuant to Paragraph 9.29 of Main Market Listing Requirements of Bursa Securities

- a) On 31 July 2008, GHL had entered into a memorandum of understanding (“MOU”) with a Filipino group on the event date represented by Mr. Ferdinand A Domingo to establish teaming arrangement between GHL & the Filipino Group to undertake the business of providing information technology solutions in the Philippines through a joint venture agreement.

There was no material development or changes in the status of the above mentioned MOU since the date of announcement.

- b) On 10 September 2009, GHL had entered into a MOU with CMS wherein CMS is interested to purchase 100,000 units of EDC terminal from GHL within a period of 36 months. GHL and CMS (collectively referred to as the “Parties”) also agree to explore other related services to the business such as maintenance of the EDC terminals, supply of paper roll, terminal software programming and other related solutions in Indonesia.

The Parties or its related companies have intention to enter into a definite and binding agreement. The arrangement between the Parties via the MOU is expected to provide synergistic benefit to GHL’s business development plan in relation to the expansion of its regional payment solution services.

On 11 January 2010, GHL Transact had entered into a Sale and Purchase Agreement with CMS to sell EDC terminals to CMS.