

**IFCA MSC BERHAD (453392-T)**  
**(Incorporated in Malaysia)**

**PART A - EXPLANATORY NOTES PURSUANT TO FRS 134**

**A1. BASIS OF PREPARATION**

The interim financial reports of the Group have been prepared in accordance with FRS 134 "Interim Financial Reporting" and Appendix 9B of the Listing Requirements for the MESDAQ Market of Bursa Malaysia Securities Berhad.

This interim financial report is unaudited and should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2005. The following notes explain the 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 2005.

**A2. CHANGES IN ACCOUNTING POLICIES**

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2005 except for the adoption of the following new/revised Financial Report Standards ("FRS") effective for the financial period beginning 1 January 2006:

FRS 2	Share-based Payment
FRS 3	Business Combinations
FRS 5	Non-current Assets Held for Sale and Discontinued Operations
FRS 101	Presentation of Financial Statements
FRS 108	Accounting Policies, Changes in Estimates and Errors
FRS 110	Events after the Balance Sheet Date
FRS 116	Property, Plant and Equipment
FRS 121	The Effects of Changes in Foreign Exchange Rates
FRS 127	Consolidated and Separate Financial Statements
FRS 128	Investments in Associates
FRS 131	Interests in Joint Ventures
FRS 132	Financial Instruments: Disclosure and Presentation
FRS 133	Earnings Per Share
FRS 136	Impairment of Assets
FRS 138	Intangible Assets

The adoption of all FRSs mentioned above does not have significant financial impact on the Group. The principal effects of the changes in accounting policies resulting from the adoption of the other new/revised FRS is discussed below:

**(a) FRS 2: Share-based Payment**

This FRS requires an entity to recognise share-based payment transactions in its financial statements, including transactions with employees or other parties to be settled in cash, other assets, or equity instruments of the entity.

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The company operates an equity-settled, share-based compensation plan for the employees of the Group under an Employee Share Options Scheme (“ESOS”). Prior to 1 January 2006, no compensation expense was recognised in the income statement for share options granted. With the adoption of FRS 2, the compensation expense relating to share options is recognized in the income statement over the vesting periods of the grants with a corresponding increase to the fair value of the share options at the date of the grant and the number of share options to be vested by vesting date. At every balance sheet date, the Group revises its estimates of the number of share options that are expected to vest by the vesting date. Any revision of this estimate is included in the income statement and a corresponding adjustment to equity over remaining vesting period.

Under the transitional provision of FRS2, this FRS must be applied to share options that were granted after 31 December 2004 and had not vested on 1 January 2006. No adjustments to the opening balances as at 1 January 2005 are required as the existing options were granted before 31 December 2004.

**(b) FRS 3: Business Combinations, FRS 136: Impairment of Assets and FRS 138: Intangible Assets**

The new FRS 3 has resulted in consequential amendments to two other accounting standards, FRS 136 and FRS 138.

Goodwill is carried at cost less accumulated impairment losses and is now tested for impairment annually. Any impairment loss is recognised in profit or loss and subsequent reversal is not allowed.

Under FRS 3, any excess of the Group’s interest in the net fair value of acquirees’ identifiable assets, liabilities and contingent liabilities over cost of acquisitions (previously referred to as “negative goodwill”), after reassessment, is now recognised immediately in profit or loss.

In addition, the useful lives of other intangible assets are now assessed at the individual asset level as having either a finite or indefinite life. Prior to 1 January 2006, intangible assets were considered to have a finite useful life and were stated at cost less accumulated amortisation and impairment losses. Under the new FRS 138, some of the intangible assets are regarded to have an indefinite useful life when, based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group. Intangible assets with indefinite useful lives are not amortised but instead, are tested for impairment annually. Other intangible assets of the Group with finite useful lives continue to be stated at cost less accumulated amortisation and impairment losses.

**(c) FRS 101: Presentation of Financial Statements**

The adoption of the revised FRS 101 has affected the presentation of minority interest, share of net after-tax results of associated and other disclosures. In the consolidated balance sheet, minority interests are now presented within total equity. In the consolidated income statement, minority interests are presented as an allocation of the total profit or loss for the period. A similar requirement is also applicable to the statement of changes in equity. FRS 101 also requires disclosure, on the face of the statement of changes in equity, total recognised income and expenses for the period, showing separately the amounts attributable to equity holders of the parent and to minority interest.

The current period's presentation of the Group's financial statements is based on the revised requirements of FRS 101, with the comparatives restated to conform with the current period's presentation.

**A3. AUDITOR'S REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS**

The auditor's report on the financial statements for the year ended 31 December 2005 was not qualified.

**A4. SEASONAL OR CYCLICAL FACTORS**

The operations of the Group were not affected by any seasonal or cyclical factors.

**A5. UNUSUAL ITEMS**

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence during the financial period under review.

**A6. MATERIAL CHANGES IN ESTIMATES**

The Group has not submitted any financial forecast or projections to any authorities during the current quarter and prior financial year ended 31 December 2005. As such, there is no change in estimates that had a material effect in the current quarter results.

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**A7 CHANGES IN DEBTS AND EQUITY SECURITIES**

There were no issuances, cancellations, repurchases, resale, repayments of debt and/or securities, share held as treasury shares and resale of treasury shares during the financial period ended 30 June 2006 except for the issuance of 389,630 new ordinary shares of RM0.10 each for cash pursuant to the Company's Employee Share Option Scheme at the exercise price of RM0.20 per ordinary share.

**A8 DIVIDENDS PAID**

No dividend has been paid for the current quarter under review.

**A9 SEGMENTAL INFORMATION**

Segmental information for the 6 months ended 30 June 2006 and 30 June 2005 are as follows:

	Malaysia		Overseas		Elimination		Consolidated	
	2006	2005	2006	2005	2006	2005	2006	2005
	RM	RM	RM	RM	RM	RM	RM	RM
<b>Revenue</b>								
External sales	10,818,346	10,073,339	1,456,488	1,987,920	-	-	12,274,834	12,061,259
Inter-segment sales	3,335,062	3,578,469	-	-	(3,335,062)	(3,578,469)	-	-
Total revenue	<u>14,153,408</u>	<u>13,651,808</u>	<u>1,456,488</u>	<u>1,987,920</u>	<u>(3,335,062)</u>	<u>(3,578,469)</u>	<u>12,274,834</u>	<u>12,061,259</u>
<b>Result</b>								
Segment results	808,539	649,023	697,150	1,423,203			1,505,689	2,072,226
Amortisation (unallocated)							(1,416,801)	(864,014)
Finance costs							(41,234)	(35,975)
Share of results of associate							(157,606)	378,505
(Loss)/profit before tax							(109,952)	1,550,742
Income tax expense							(396,328)	(53,615)
(Loss)/profit for the period							<u>(506,280)</u>	<u>1,497,127</u>

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**A10. VALUATIONS OF PROPERTY, PLANT AND EQUIPMENT**

The valuation of property, plant and equipment and investment properties have been brought forward without amendment from the financial statements for the year ended 31 December 2005.

**A11. MATERIAL EVENTS SUBSEQUENT TO THE CURRENT QUARTER**

There was no significant event arising in the period from 1 July 2006 to the date of this announcement, which will have a material effect on the financial results of the Group for the period under review.

**A12. CHANGES IN THE COMPOSITION OF THE GROUP**

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

**A13. CONTINGENT LIABILITIES**

There were no material contingent liabilities since the last annual balance sheet as at 31 December 2005.

**A14. CAPITAL COMMITMENTS**

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

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**PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS FOR THE MESDAQ MARKET**

**B1. REVIEW OF YEAR-ON-YEAR PERFORMANCE**

For the 6 month period ended 30 June 2006, the Group registered revenue of RM12.27 million compared to RM12.06 million recorded in the corresponding period of the previous year. This slight improvement of 1.8% was mainly attributed to the increase in revenue from the domestic market.

For the same period under review, the Group recorded a net loss after minority interest of RM0.54 million compared to a profit of RM1.53 million recorded for the corresponding period of last year. The losses were mainly due to the provision for deferred tax on deferred development cost for the period of RM0.38 million and higher amortisation of deferred development expenditure for both the subsidiary and associate companies. Higher operating expenses also contributed to the losses.

**B2. VARIATION OF RESULTS AGAINST THE PRECEDING QUARTER**

	<b>Current Quarter</b>	<b>Preceding Quarter</b>
	<b>30.6.2006</b>	<b>31.3.2006</b>
	<b>RM'000</b>	<b>RM'000</b>
Revenue	6,485	5,789
Profit / (Loss) Before Tax ("PBT")	155	(265)

For the quarter under review, the Group registered revenue and PBT of approximately RM6.49 million and RM0.16 million respectively. The increase in revenue of 12% as compared to RM5.79 million for the preceding quarter was mainly due to increase in revenue from domestic market.

The increase in revenue has directly contributed to the Group's PBT of RM0.16 million as compared to the preceding quarter loss of RM0.27 million.

**B3. PROSPECTS**

The Group continues to enjoy steady revenue growth in the domestic market. This growth is contributed primarily from system replacement, upgrades and software maintenance. Overseas, the Group is continuing its efforts in growing its market share.

The Group is aggressively pushing its new browser based Banking Solution (iFinance) both locally and in the Asean region. The management expects this product to contribute to the revenue towards the last quarter of the year.

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However, the Group's financial performance may be adversely affected by the continuous amortisation of intellectual property in its associate and provision of deferred taxation on deferred development cost in the coming quarters. In addition, the high crude oil prices and weakening of the United States Dollar could further dampen the global and regional economic climate, and as such could have an adverse impact on the environment in which the Group operates.

Barring any unforeseen circumstances, the Directors anticipate that the performance of the Group will be satisfactory in the coming quarters.

**B4. PROFIT FORECAST**

The Group has not provided any profit forecast in any public documents for the current quarter under review.

**B5. INCOME TAX EXPENSE**

	<b>Current Quarter</b> <b>3 months ended</b> <b>30.6.2006</b> <b>RM</b>	<b>Cumulative Quarter</b> <b>6 months ended</b> <b>30.6.2006</b> <b>RM</b>
Current tax	8,937	19,890
Deferred tax	188,219	376,438
	<u>197,156</u>	<u>396,328</u>

The effective tax rate of the Group is lower than the statutory tax rate for the current financial period under review mainly due to the Company's MSC status.

**B6. PROFIT OR LOSS ON SALE OF INVESTMENTS AND/OR PROPERTIES**

There were no sales of unquoted investments or properties during the current quarter under review.

**B7. PURCHASE OR DISPOSAL OF QUOTED SECURITIES**

There were no purchases or disposals of quoted securities for the current quarter and financial year to date.

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**B8. GROUP BORROWINGS AND DEBT SECURITIES**

The total borrowings of the Group as at 30 June 2006 comprised hire purchase liabilities amounting to RM1,406,956 analysed as follows:

	<b>RM</b>
Secured - due within 12 months	322,488
Secured - due after 12 months	1,084,468
	<hr/>
	1,406,956
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**B9. OFF BALANCE SHEET FINANCIAL INSTRUMENTS**

The Group has no off-balance sheet financial instruments at the date of this announcement.

**B10. MATERIAL LITIGATION**

The Group does not have any material litigation, of which, in the opinion of the Directors, would have a material adverse effect on the financial results of the Group as at the date of this announcement.

**B11. DIVIDEND PAYABLE**

No dividend has been proposed and declared for the current quarter under review.



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**B12. EARNINGS PER SHARE**

	Current Quarter 3 months ended		Cumulative Quarter 6 months ended	
	30.6.2006 RM	30.6.2005 RM	30.6.2006 RM	30.6.2005 RM
<b><u>Earnings</u></b>				
(Loss)/Profit for the period	(41,683)	924,243	(506,280)	1,497,127
Less: Amount attributable to minority interest	<u>(81,028)</u>	<u>(12,695)</u>	<u>(31,768)</u>	<u>36,870</u>
(Loss)/Profit for the period attributable to shareholders of the Group	<u><u>(122,711)</u></u>	<u><u>911,548</u></u>	<u><u>(538,048)</u></u>	<u><u>1,533,997</u></u>
<b><u>Number of shares</u></b>				
Weighted average number of share in issue for basic earnings per share	284,869,733	281,117,700	282,993,717	281,062,567
Effect of dilutive potential ordinary shares on conversion of options under ESOS	2,059,541	1,860,780	2,059,541	1,860,780
Weighted average number of share in issue for diluted earnings per share	<u><u>286,929,274</u></u>	<u><u>282,978,480</u></u>	<u><u>285,053,258</u></u>	<u><u>282,923,347</u></u>
<b>(Loss)/ Earnings per share (sen)</b>				
- Basic	(0.04)	0.32	(0.19)	0.55
- Diluted	<u><u>(0.04)</u></u>	<u><u>0.32</u></u>	<u><u>(0.19)</u></u>	<u><u>0.54</u></u>

**B13. STATUS OF CORPORATE PROPOSALS**

There were no corporate proposals announced but pending implementation or completion as at the date of this quarterly report.

**B14. AUTHORISATION FOR ISSUE**

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the directors on 25 August 2006.