



(Company No: 591898-H)

**QUARTERLY REPORT**

**Condensed Consolidated Statement of Comprehensive Income**

For the fourth quarter ended 31 March 2017

(Unaudited)

Group	Individual Quarter ended		Cumulative Quarter ended	
	Unaudited 31 Mar 2017 RM'000	Unaudited 31 Mar 2016 RM'000	Unaudited 31 Mar 2017 RM'000	Unaudited 31 Mar 2016 RM'000
<b>Revenue</b>	<b>20,712</b>	<b>8,342</b>	<b>96,811</b>	<b>30,978</b>
Material cost	(6,838)	(985)	(36,843)	(4,692)
Depreciation and amortization	(4,967)	(637)	(7,625)	(2,646)
Employee benefits expenses	(13,634)	(3,926)	(53,218)	(17,215)
Other operating expenses	(15,776)	(2,665)	(21,436)	(5,880)
Interest expenses	(47)	(48)	(166)	(143)
Interest income	13	-	35	39
Share of results of associates	79	(43)	93	84
(Loss)/Profit before taxation	(20,458)	38	(22,349)	525
Tax expense	934	(8)	908	(15)
<b>Net (Loss)/Profit for the period</b>	<b>(19,524)</b>	<b>30</b>	<b>(21,441)</b>	<b>510</b>
Other comprehensive income:				
Exchange differences on translating foreign operations	1,480	(2,404)	4,492	2,333
<b>Total Comprehensive Income</b>	<b>(18,044)</b>	<b>(2,374)</b>	<b>(16,949)</b>	<b>2,843</b>
Net Profit/(Loss) attributable to:				
Equity Holders of Company	(16,882)	32	(19,372)	513
Non-controlling interest	(2,642)	(2)	(2,069)	(3)
	(19,524)	30	(21,441)	510
Total comprehensive income attributable to:				
Equity Holders of Company	(15,755)	(2,371)	(15,514)	2,845
Non-controlling interest	(2,289)	(3)	(1,435)	(2)
	(18,044)	(2,374)	(16,949)	2,843
Earning per ordinary share (sen):				
- Basic	(2.47)	0.01	(2.92)	0.11
- Diluted	N.M.	0.01	N.M.	0.11

The unaudited Condensed Consolidated Income Statement should be read in conjunction with the annual audited financial statements for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial statements.



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**Condensed Consolidated Statement of Financial Position**

<b>Group</b>	<b>Unaudited 31 Mar 2017 RM'000</b>	<b>Audited 31 Mar 2016 RM'000</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	1,247	850
Intangible assets	24,134	16,742
Investment in associates	1,002	7,073
Deferred tax asset	32	-
Goodwill	2,728	-
	<u>29,143</u>	<u>24,665</u>
<b>Current assets</b>		
Amount due from contract customers	16,856	10,111
Trade and other receivables	22,714	20,749
Tax recoverable	4	3
Cash and cash equivalents	7,332	3,238
	<u>46,906</u>	<u>34,101</u>
<b>TOTAL ASSETS</b>	<u>76,049</u>	<u>58,766</u>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Equity and reserves</b>		
Share capital	80,968	55,079
Reserves	(35,976)	(8,487)
	<u>44,992</u>	<u>46,593</u>
Non-Controlling Interest	4,558	26
<b>Total Equity</b>	<u>49,550</u>	<u>46,619</u>
<b>Current liabilities</b>		
Amount due to contract customers	403	803
Trade and other payables	23,923	9,274
Borrowings	1,938	2,050
Taxation	235	20
	<u>26,499</u>	<u>12,147</u>
<b>Total liabilities</b>	<u>26,499</u>	<u>12,147</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>76,049</u>	<u>58,766</u>
Net assets per share (RM)	0.07	0.09

The unaudited Condensed Consolidated Balance Sheet should be read in conjunction with the annual audited financial statements for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial statements.



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## Condensed Consolidated Statement of Changes in Equity

For the period ended 31 March 2017

(Unaudited)

Group	Share Capital	Share Premium	Equity Compensation Reserves	Translation Reserves	Accumulated Loss	Total	Non-Controlling Interest	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 1 April 2016</b>	55,079	12,255	-	8,322	(29,063)	46,593	26	46,619
Profit for the period	-	-	-	-	(19,372)	(19,372)	(2,069)	(21,441)
Foreign Currency Translation	-	-	-	3,858	-	3,858	634	4,492
Issuance of new shares								
- For acquisition of subsidiary	4,545	455	-	-	-	5,000	-	5,000
- Private placement	8,700	-	-	-	-	8,700	-	8,700
- Share issuance expense	-	(66)	-	-	-	(66)	-	(66)
Transfer to share capital	12,644	(12,644)	-	-	-	-	-	-
Employee Stock Option								
- Grant of option	-	-	279	-	-	279	-	279
Changes in ownership interest								
- Acquisition of subsidiary	-	-	-	-	-	-	5,967	5,967
-								
<b>At 31 March 2017</b>	80,968	-	279	12,180	(48,435)	44,992	4,558	49,550
<b>At 1 April 2015</b>	49,359	11,659	514	5,989	(29,674)	37,847	28	37,875
Profit for the period	-	-	-	-	513	513	(3)	510
Foreign Currency Translation	-	-	-	2,332	-	2,332	1	2,333
Issuance of new shares	4,980	299	-	-	-	5,279	-	5,279
Share issuance expense	-	(119)	-	-	-	(119)	-	(119)
Employee Stock Option								
- Issue of shares								
o Exercise price	740	-	-	-	-	740	-	740
o Value of services received	-	416	(416)	-	-	-	-	-
o Transferred to Accumulated Loss for Lapsed ESOS	-	-	(98)	-	98	-	-	-
<b>At 31 March 2016</b>	55,079	12,255	-	8,321	(29,063)	46,592	26	46,618

The unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the annual audited financial statements for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial statements.



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## Condensed Consolidated Cash Flow Statements

For the period ended 31 Mar 2017

(Unaudited)

Group	Year To Date ended 31 Mar 2017 RM'000	Year To Date ended 31 Mar 2016 RM'000
(Loss)/Profit before taxation	(22,348)	525
Adjustments for :-		
Non-cash items	15,876	2,646
Non-operating items	4,847	1,327
Operating profit before working capital changes	(1,625)	4,498
Net change in current assets	1,969	(3,038)
Net change in current liabilities	(499)	914
Tax paid	(94)	-
Net cash from operating activities	(249)	2,374
Investing activities		
Purchase of property, plant and equipment	(556)	(524)
Investment in associate	-	(6,361)
Net cash inflow from acquisition of subsidiary	877	-
Net interest (paid)/received	(131)	39
Addition of software development expenditure, net of grant	(5,897)	(7,242)
Net cash used in investing activities	(5,707)	(14,088)
Financing activities		
Proceeds from issuance of shares	8,700	6,018
Share issuance expenses	(66)	(118)
Proceeds/(Repayment) of short term borrowing, net	(112)	(84)
Net cash (used)/generated in financing activities	8,522	5,816
Net changes in cash and cash equivalents	2,566	(5,898)
Cash and cash equivalents at beginning of financial year	3,238	8,940
Effect of exchange rate changes on opening balance	309	196
Cash and cash equivalents at end of the financial period	6,113	3,238
Cash and cash equivalents at end of financial period comprise of:		
Cash and bank balance	7,332	3,238
Less: Fixed deposit pledged with bank	(1,219)	-
Cash and cash equivalents (excluding pledged deposits with bank)	6,113	3,238

The unaudited Condensed Consolidated Cash Flow Statement should be read in conjunction with the annual audited financial statements for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial statements.



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## **Part A – Explanatory Notes Pursuant to FRS 134**

### **A1. Basis of Preparation.**

The interim financial report is unaudited and has been prepared in accordance with the Malaysian Financial Reporting Standards (“MFRS”) 134 “Interim Financial Reporting” and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market. The interim financial report should also be read in conjunction with the audited financial statements of the Group for the year ended 31 March 2016.

### **A2. Auditors’ Report on Preceding Annual Financial Statements**

The audit report of the preceding annual financial statements was not subject to any qualification.

### **A3. Comments about Seasonal or Cyclical Factors**

The business of the Group is not affected by any significant seasonal or cyclical factors.

### **A4. Unusual Items Due to their Nature, Size or Incidence**

There were no unusual items during the quarter.

### **A5. Changes in Estimates**

There are no changes in the estimates of amount reported that have material effect in the current quarter.

### **A6. Debt and Equity Securities**

Other than as disclosed in note B9, there were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the quarter under review.

### **A7. Dividend Paid**

No dividend was paid during the quarter under review.

### **A8. Capital Commitments**

No material capital commitments were approved and contracted for as at 31<sup>st</sup> Mar 2017.

### **A9. Valuation of Property, Plant and Equipment**

The Group did not revalue any of its property, plant and equipment.



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## A10. Segmental Information

Segmental information for the period ended 31 March 2017 is as follows:-

<i>RM'000</i>	<i>Building Control and Automation#</i>	<i>Application Solution@</i>	<i>Elimination</i>	<i>Consolidated</i>
<i>2017</i>				
Revenue				
- External	72,900	23,911	-	96,811
- Internal	-	3,682	(3,682)	-
Total Revenue	72,900	27,592	(3,682)	96,811
Result				
- Segment Result	(5,124)	(13,353)	(3,834)	(22,311)
- Share of associate result	-	93	-	93
- Interest income	-	35	-	35
- Interest expense	-	(166)	-	(166)
Profit/(loss) before tax	(5,124)	(13,391)	-	(22,349)
Tax	908	-	-	908
Profit/(loss) after tax	(4,216)	(13,391)	(3,834)	(21,441)
Segment assets	30,902	83,364	(37,681)	76,585
Segment liabilities	12,621	13,878	-	26,499
Other information				
- Capital Expenditure	159	6,294	-	6,453
- Depreciation and amortization	3,795	3,829	-	7,625

<i>RM'000</i>	<i>Building Control and Automation#</i>	<i>Application Solution@</i>	<i>Elimination</i>	<i>Consolidated</i>
<i>2016</i>				
Revenue				
- External	-	30,978	-	30,978
- Internal	-	2,584	(2,584)	-
Total Revenue	-	33,562	(2,584)	30,978
Result				
- Segment Result	-	545	-	545
- Share of associate result	-	84	-	84
- Interest income	-	39	-	39
- Interest expense	-	(143)	-	(143)
Profit/(loss) before tax	-	525	-	525
Tax	-	(15)	-	(15)
Profit/(loss) after tax	-	510	-	510
Segment assets	-	58,765	-	58,765
Segment liabilities	-	12,148	-	12,148
Other information				
- Capital Expenditure	-	7,835	-	7,835
- Depreciation and amortization	-	2,646	-	2,646

# The Building Control and Automation segment is involved in the provision of integrated control and automation system for buildings and facilities.

@ The Application Solution segment is involved in the provision of e-business solution for the healthcare industry, construction, city, town council and telecommunication industries.



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**A11. Changes in Contingent Liabilities**

31 Mar 2017  
RM'000

Guarantees given by the Company to financial institution  
for credit facilities granted to subsidiaries

1,938

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**A12. Subsequent Events**

There were no material events between 1<sup>st</sup> April 2017 and 29<sup>th</sup> May 2017 that would be required to be reflected in the financial statement for the quarter ended 31<sup>st</sup> March 2017.

**A13. Changes in the Composition of the Group**

On 7 April 2016, the Company acquired an additional 31% equity interest in its 20% owned associate, CNA Development Pte Ltd (“CNAD”), as a result of the Company’s acquisition of 19,375 ordinary shares in CNAD from Stone Villa Limited. Upon the acquisition, CNAD became a 51% subsidiary of the Company.

*Purchase Consideration for the acquisition of CNAD*

The Purchase Consideration will be satisfied in the following manner:

<b>Date</b>	<b>Consideration</b>	<b>Amount RM</b>
April 2016	Issuance of 45,454,545 Consideration Shares to Stone Villa Limited	5,000,000
Within 90 days subsequent to the issuance of the audited accounts of CNAD for the financial year ending 31 March 2017	To be paid in cash	Such amounts calculated in accordance with the an agreed upon formula but up to a maximum of RM5,000,000
Within 90 days subsequent to the issuance of the audited accounts of CNAD for the financial year ending 31 March 2018	To be paid in cash	
<b>Total</b>		<b>Up to 10,000,000</b>



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### A13. Changes in the Composition of the Group (Cont'd)

#### *Goodwill arising from acquisition of CNAD*

The independent valuation in connection with the purchase price allocation exercise was completed. Accordingly, the recognition of newly identified asset and liabilities was made on a retrospective basis based on the following fair value of the identifiable assets and liabilities of the subsidiary acquired:

	<i>Fair value recognised on acquisition RM'000</i>
Property, plant and equipment	490
Intangibles assets (Software, orders book, and others)	6,237
Contract work-in-progress	7,344
Trade and other receivables	15,457
Cash and bank balances	1,986
Trade and other payables	(10,396)
Excess of progress billing over work-in-progress	(5,468)
Advance from customers	(2,376)
Income tax payable	(30)
Deferred tax liabilities	(1,076)
Total net identifiable net assets at fair value	12,168
Less: Non-controlling interest shares	(5,962)
	6,206
Goodwill arising from acquisition	2,728
	8,934

#### *Incorporation of Buildmetrix Pte Ltd*

On 16 September 2016, CNAD incorporated a wholly-owned limited liability company called Buildmetrix Pte Ltd (BPL) in the Republic of Singapore on 16 September 2016 with an issued and paid up capital of SGD2, comprising of 2 ordinary shares to provide information technology consultancy and solutions. As at the date of this report, BPL is dormant.





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**A14. Significant Related Party Transaction**

The Group has no related party transactions which would have material impact on the financial position and business of the Group during the current quarter under review except the following:-

	<b>Individual quarter ended</b>		<b>Cumulative quarter ended</b>	
	<b>31 Mar 2017</b>	<b>31 Mar 2016</b>	<b>31 Mar 2017</b>	<b>31 Mar 2016</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Transactions between the Group with a substantial shareholder				
Zylog Systems Asia Pacific Pte Ltd				
- Rental income	50	44	186	169
Transactions between the Group with a company in which a director has a substantial interest				
novaC2R Pte Ltd				
- Purchase of scanning services	76	513	483	513
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## **Part B – Additional Information required by Bursa Malaysia Securities Berhad’s Listing Requirements**

### **B1. Performance Review**

#### Current Quarter vs Previous Year Corresponding Quarter

For the current quarter under review, the Group recorded revenue of approximately RM20.7 million as compared to revenue of approximately RM8.3 million for the preceding year’s corresponding quarter period ended 31 March 2016. The significant increase was due to contribution from the acquired subsidiary during the financial year.

The Group, however, recorded a loss before taxation of approximately RM20.5 million for the current quarter as compared to the preceding year’s profit before taxation of approximately RM38 thousands. This was mainly due to cost overrun in certain projects, lower new sales orders in the application solution segment, additional provision for long outstanding debts of RM8.0 million, loss on decognition of associate of RM3.8m and amortization of approximately RM3.6 million from the fair value of net identifiable assets arising from the acquisition of subsidiary.

#### Current Year-to-date vs Previous Year-to-date

The Group achieved revenue of approximately RM96.8 million for the financial period under review as compared to revenue of approximately RM31.0 million for the preceding year’s corresponding quarter period ended 31 March 2016. The significant increase was due to contribution from the newly acquired subsidiary.

The Group, however, recorded a loss before taxation of approximately RM22.3 million for the financial period ended 31 March 2017 as compared to the preceding year’s profit before taxation of approximately RM0.5 million. This was mainly due to cost overrun in certain projects, lower new sales orders in the application solution segment, additional provision for long outstanding debts of RM8.0 million, loss on decognition of associate of RM3.8m and amortization of approximately RM3.6 million from the fair value of net identifiable assets arising from the acquisition of subsidiary.

### **B2. Variation of Results against the Preceding Quarter**

	<b>Current Quarter 31 Mar 2017 RM’000</b>	<b>Preceding Quarter 31 Dec 2016 RM’000</b>	<b>Difference (%)</b>
Revenue	20,712	21,586	(4%)
Loss before taxation	(20,458)	(2,845)	619%

The Group recorded revenue of approximately RM20.7 million in the current quarter, which is approximately 4% lower than that recorded in the preceding quarter ended 31 December 2016 of RM 21.6 million.

The Group recorded a loss before taxation of approximately RM18.8 million for the current quarter, which was significantly higher than the preceding quarter, mainly due to cost overrun



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in certain projects, additional provision for long outstanding debt of RM8.0 million, loss on decognition of associate of RM3.8m and amortization of approximately RM3.6 million from the fair value of net identifiable assets arising from the acquisition of subsidiary.

The Group ended the current quarter with a secured order book of RM60.7 million as compared to RM66.4 million as at the end of immediate preceding quarter.

### B3. Prospect

The business sentiment remains weak. The Group will continue its strategies to (1) broaden its marketing activities to cover more overseas markets, (2) introduce a pay-per-use business model incorporating cloud technology and (3) enter into new complimentary business segment. However, the above strategies may take some time to gain traction. The Group expects the performance for the next financial year to remain challenging.

### B4. Taxation

	Individual quarter ended		Cumulative quarter ended	
	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016
	RM'000	RM'000	RM'000	RM'000
Current taxation charge	(252)	(8)	(278)	(15)
Reversal of deferred tax liabilities	1,186	-	1,186	-
	-----	-----	-----	-----
Tax expenses (charge)/write back	934	(8)	908	(15)
	=====	=====	=====	=====

Net deferred tax assets in respect of unutilized tax losses and development expenditure capitalized have not been recognized because of uncertainty that future taxable profits will be available against which the Company and its subsidiaries can utilize the benefits.

### B5. Group Borrowings and Debt Securities

The total borrowings of the Group as at 31<sup>st</sup> March 2017 are as follows:

	RM'000
Term loan	
<i>Payable within 12 months</i>	1,938
<i>Payable after 12 months</i>	-
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	1,938
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The borrowings are secured by corporate guarantee by the Company to financial institution for credit facilities granted to subsidiaries and pledge of present and future proceeds from certain consultancy contracts.



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**B6. Profit Forecast and Profit Guarantee**

The Group has not issued any profit forecast or profit guarantee.

**B7. Material Litigation**

The Group is not engaged in any material litigation either as plaintiff or defendant and the directors do not have any knowledge of any proceedings pending or threatened against the Group.

**B8. Dividend**

No dividend has been recommended for the quarter under review.

**B9. Status of Corporate Proposals**

(a) Employee Share Option Scheme ("ESOS")

At an extraordinary general meeting on 27 August 2015, the Company's shareholders approved the establishment of a ten (10) year ESOS of up to thirty percent (30%) of the issued and paid-up capital of the Company. As at the date of this report, the following options was granted pursuant to the New ESOS Scheme:-

a)	Grant Date		2 Jun 2016
b)	Exercise price of options		RM 0.10
c)	Options granted	i) Tranche 1 :	4,500,000 (vested)
		ii) Tranche 2 :	Up to 10,500,000
d)	Number of options granted to Executive Director	i) Tranche 1 :	2,000,000 (vested)
		ii) Tranche 2 :	Up to 5,000,000
e)	Vesting period of options	i) Tranche 1 :	Vested upon award
		ii) Tranche 2 :	Subject to the achievement of certain performance criteria by the eligible employees over the performance period concluding at the end of the financial year ending 31 March 2017



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## B9. Status of Corporate Proposals (Con'td)

### (b) Proposed Private Placement

On 18 January 2016, the Company announced that the Company proposed to undertake a proposed private placement of up to 155,022,635 new NOVAMSC Shares, representing 20% of the enlarged issued and paid-up share capital of NOVAMSC ("Placement Shares") after the acquisition of CNAD. The shareholders of the Company approved the Proposed Private Placement in an extraordinary general meeting held on 7 April 2016.

In June 2016, 87,000,000 new ordinary shares of par value RM0.10 each were allotted to third party investors at an issue price of RM0.10 per share. The proceeds of RM8.7 million had been utilized as follows:-

Use of proceeds from private placement	Amount raised (RM'000)	Amount utilized (RM'000)
Funding for the Purchase Consideration of CNAD*	5,000	-
Working capital	3,300	3,300
Estimated professional fee	400	400
<b>Total</b>	<b>8,700</b>	<b>3,700</b>

\* Pursuant to the terms of the Share Sales Agreement between the Company and Stone Villa Limited, the Company shall satisfy up to RM5.00 million of the purchase consideration in acquisition of CNAD vide cash. Such amounts should be calculated in accordance with the an agreed upon formula but subject to a maximum of RM5,000,000. The amount is expected to be utilized within twenty-four (24) months from this report.

## B10. Realised and unrealized accumulated losses

	<b>As at 31 Mar 2017 RM'000</b>	<b>As at 31 Mar 2016 RM'000</b>
i) Total Accumulated Losses of Nova MSC Bhd and its subsidiaries		
- Realized loss	(54,510)	(38,205)
- Unrealised gain	291	(434)
	<u>(54,219)</u>	<u>(38,639)</u>
ii) Total share of retained earnings from Associates		
- Realized profit	672	579
- Unrealised gain	-	-
	<u>672</u>	<u>579</u>
iii) Group Consolidation adjustments	5,112	8,997
Total Group accumulated losses as per consolidated accounts	<u>(48,435)</u>	<u>(29,063)</u>



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**B11. Notes to Condensed Consolidated Statement of Comprehensive Income**

Operating profit is arrived at after charging/(crediting) the following items:

	<b>Individual Quarter ended 31 Mar 2017 RM'000</b>	<b>Cumulative Quarter ended 31 Mar 2017 RM'000</b>
i) Depreciation and amortization	4,967	7,625
ii) Foreign exchange (gain)/loss	1,180	(8)
iii) Provision for and write off of receivables	7,973	7,973
iv) Provision for and write off of inventories	-	-
v) Loss on decognition of associate	3,834	3,834
vi) (Write back)/Impairment of intangible asset	-	-
vii) Gain or loss on derivatives	-	-
viii) Exceptional items	-	-

**B12. Earning Per Share**

	<b>INDIVIDUAL QUARTER</b>		<b>CUMULATIVE QUARTER</b>	
	Current year quarter 31 Mar 2017	Preceding year corresponding quarter 31 Mar 2016	Current year to date 31 Mar 2017	Preceding year corresponding period 31 Mar 2016
<b>(a) Basic earnings per share</b>				
Net (loss)/profit attributable to shareholders (RM'000)	(16,882)	32	(19,372)	513
Weighted average number of ordinary shares ('000)	683,241	550,786	663,425	461,410
Basic (loss)/earnings per share (sen)	(2.47)	0.01	(2.92)	0.11



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**B12. Earning Per Share (Con'td)**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current year quarter	Preceding year corresponding quarter	Current year to date	Preceding year corresponding period
	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016
<b>(b) Diluted earnings per share</b>				
Net (loss)/profit attributable to shareholders (RM'000)	(16,882)	32	(19,372)	513
Weighted average number of ordinary shares ('000)	683,241	550,786	663,425	461,410
Effect of dilution on stock options ('000)	4,500	-	3,736	-
Adjusted weighted average number of ordinary shares in issues (diluted) ('000)	687,741	550,786	667,161	461,410
Diluted earnings per share (sen)	N.M.*	0.01	N.M.*	0.11

\*N.M.: Diluted earnings per share was not calculated as the outstanding ESOS options were considered to be anti-dilutive

By the Order of the Board

Tan Kok Aun (MACS 01564)  
Wong Wai Yin (MAICSA 7003000)  
Secretaries  
Kuala Lumpur

31<sup>st</sup> May 2017