

# INGENUITY SOLUTIONS BERHAD

(Company No: 609423-V)

(Incorporated in Malaysia)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2011

	UNAUDITED AS AT 30/6/2011 RM'000	AUDITED AS AT 31/03/2011 RM'000
<b>ASSETS</b>		
<b>NON CURRENT ASSETS</b>		
Property, plant and equipment	803	832
Intangible assets	6,912	7,166
	7,715	7,998
<b>CURRENT ASSETS</b>		
Inventories	229	49
Trade receivables	2,698	3,133
Other receivables	752	83
Tax recoverable	20	20
Fixed deposits with licensed bank	-	500
Cash and cash equivalent	1,088	500
	4,787	4,285
<b>TOTAL ASSETS</b>	<b>12,502</b>	<b>12,283</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Share capital	14,559	14,559
Share premium	12,864	12,864
Reserves	(15,766)	(15,411)
<b>TOTAL EQUITY</b>	<b>11,657</b>	<b>12,012</b>
<b>NON CURRENT LIABILITIES</b>		
Deferred taxation	-	-
	-	-
<b>CURRENT LIABILITIES</b>		
Trade payables	261	187
Other payables	584	84
	845	271
<b>TOTAL LIABILITIES</b>	<b>845</b>	<b>271</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>12,502</b>	<b>12,283</b>
<b>Net Assets per share attributable to ordinary equity holders of the company (sen)</b>	<b>8.01</b>	<b>8.25</b>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2011 and accompanying explanatory notes to this interim financial statements.

# INGENUITY SOLUTIONS BERHAD

(Company No: 609423-V)  
(Incorporated in Malaysia)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FIRST QUARTER ENDED 30 JUNE 2011

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR	PRECEDING YEAR
	QUARTER	CORRESPONDING	TO DATE ENDED	CORRESPONDING
	ENDED	QUARTER ENDED	30/6/2011	PERIOD ENDED
	30/6/2011	30/6/2010	30/6/2011	30/6/2010
	RM'000	RM'000	RM'000	RM'000
Revenue	2,828	1,272	2,828	1,272
Loss from operations	(34)	(9)	(34)	(9)
Other income	2	6	2	6
Depreciation, amortization and impairment losses	(323)	(228)	(323)	(228)
Loss before tax	(355)	(231)	(355)	(231)
Income tax (expense) / benefit	-	-	-	-
Loss after tax for the period	(355)	(231)	(355)	(231)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the period	(355)	(231)	(355)	(231)
Total comprehensive loss attributable to :				
Equity holders of the Company	(355)	(231)	(355)	(231)
Basic loss per share (sen)	(0.24)	(0.17)	(0.24)	(0.17)
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2011 and accompanying explanatory notes to this interim financial statements.

# INGENUITY SOLUTIONS BERHAD

(Company No: 609423-V)  
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## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FIRST QUARTER ENDED 30 JUNE 2011

	Attributable to Equity Holders of the Company				
	----- Non-distributable -----				
	Share capital	Share premium	Merger deficit	Accumulated losses	Total
	RM'000	RM'000	RM'000	RM'000	RM'000
As at 1 April 2011	14,559	12,864	(7,900)	(7,511)	12,012
Total comprehensive loss for the year	-	-	-	(355)	(355)
As at 30 June 2011	14,559	12,864	(7,900)	(7,866)	11,657
Balance as at 1 April 2010	13,235	12,715	(7,900)	(6,100)	11,950
Total comprehensive loss for the year	-	-	-	(231)	(231)
As at 30 June 2010	13,235	12,715	(7,900)	(6,331)	11,719

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2011 and accompanying explanatory notes to this interim financial statements.

# INGENUITY SOLUTIONS BERHAD

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## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FIRST QUARTER ENDED 30 JUNE 2011

	CURRENT YEAR TO DATE ENDED 30/6/2011 RM'000	PRECEDING YEAR TO DATE ENDED 30/6/2010 RM'000
Net cash generate from operating activities	128	100
Net cash used in investing activities	(40)	(3)
Net cash generated from financing activities	-	-
Net Increase/(Decrease) in Cash And Cash Equivalents	<u>88</u>	<u>97</u>
Cash and Cash Equivalents At Beginning of Financial period	1,000	1,527
Cash and Cash Equivalents At End of Financial Period	<u><u>1,088</u></u>	<u><u>1,624</u></u>
<b>Cash and Cash Equivalents Comprise of :</b>		
Cash and bank balances	1,088	624
Fixed deposits with a licensed bank	-	1,000
	<u><u>1,088</u></u>	<u><u>1,624</u></u>

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2011 and accompanying explanatory notes to this interim financial statements.

**INGENUITY SOLUTIONS BERHAD**

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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

**A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 ("FRS 134") - INTERIM FINANCIAL REPORTING**

**A1 Basis of preparation**

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134 - "Interim Financial Reporting" issued by the Malaysian Accounting Standards Board ("MASB") and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for ACE Market. The interim financial report should be read in conjunction with the annual audited financial statement of the Group for the financial year ended 31 March 2011. These explanatory notes attached to the interim financial report provides an explanation of the events and transactions that are significant to give an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 March 2011.

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 financial year ended 31 March 2011 except for the adoption of the following New FRSs, Amendments to FRSs and Issues Committee ("IC") Interpretations that are effective for the financial statements effective from 1 April 2011:-

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations (Revised)
FRS 127	Consolidated and Separate Financial Statements
Amendment to FRS 2	Share-based payment
Amendment to FRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendment to FRS 7	Improving Disclosure about Financial Instruments
Amendment to FRS 138	Intangible Assets
IC Interpretation 12	Service Concession Arrangements
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operations
IC Interpretation 17	Distribution of Non-cash Assets to Owners
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives
Amendment to FRS 1	Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
Amendment to FRS 1	Additional Exemptions for First-Time Adopters
Amendment to FRS 1	First-time Adoption of Financial Reporting Standards
Amendment to FRS 2	Group Cash-settled Share-based Payment Transactions
Amendment to FRS 3	Business Combinations
Amendment to FRS 7	Financial Instruments : Disclosures
Amendment to FRS 101	Presentation of Financial Statements
Amendment to FRS 121	The Effects of Changes in Foreign Exchange Rates
Amendment to FRS 128	Investment in Associates
Amendment to FRS 131	Interests in Joint Ventures
Amendment to FRS 134	Interim Financial Reporting
Amendment to FRS 139	Financial Instruments : Recognition and Measurements
TR 3	Guidance on Disclosure of Transition to IFRSs
IC Interpretation 4	Determining Whether an Arrangement contains a Lease
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC Interpretation	Customer Loyalty Programmes
TR i-4	Shariah Compliant Sale Contracts

The adoption of the new FRSs, amendments to FRSs, IC Interpretations and TR did not have any significant effect on the financial performance or position of the Group.

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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

**A2 Auditors' Report of Preceding Annual Financial Statements**

There were no qualifications to the audited financial statements for the Company and its subsidiaries for the financial year ended 31 March 2011.

**A3 Seasonal or cyclical factors**

The Group is subjected to the cyclical effects of the global and Malaysia technology industry.

**A4 Unusual items affecting assets, liabilities, equity, net income or cash flows**

During the quarter under review, there were no items or events that arose, which affected the assets, liabilities, equity, net income or cash flows, that are unusual by reason of their nature, size or incidence.

**A5 Changes in estimates**

There were no significant changes in the estimates of amounts reported which have a material effect in the current quarter results under review.

**A6 Debt and equity securities**

There were no issuances, cancellations, repurchases, resale, and other repayments of debts and equity securities during the current quarter.

**A7 Dividend**

There was no dividend declared or paid during the quarter under review.

**A8 Segmental Information**

Business segment information is not presented as the Group is principally involved in Information technology related business and traded only in Malaysia.

**A9 Valuation of property, plant and equipment**

The Group did not carry out any revaluation on its assets since the previous audited financial statements.

**A10 Material events subsequent to the end of the interim reporting period**

On 1 April 2011, Hong Leong Investment Bank Berhad ("HLIB") on behalf of the Board of Directors of Ingenuity Solutions Bhd ("ISB") announced that the Company proposes to undertake the followings:

- (i) Proposed renounceable right issue of up to 291,175,040 new ordinary shares of RM0.10 each in ISB ("Right Shares") on the basis of two (2) Rights Shares for every one (1) existing ordinary share of RM0.10 each held in ISB ("ISB Shares" or "Shares") together with up to 218,381,280 free detachable warrants ("Warrants") on the basis of three (3) Warrants for every four (4) Rights Shares subscribes on an entitlement date to be determined later ("Proposed Rights issue with Warrants").
- (ii) Proposed establishment of an employees' share option scheme ("ESOS") for the eligible employees and directors of ISB and its subsidiaries ("ISB Group" or "Group") ("Proposed ESOS").
- (iii) Proposed increase in the authorised share capital of the Company from RM25,000,000 comprising 250,000,000 ISB Shares to RM 100,000,000 comprising 1,000,000,000 ISB Shares ("Proposed Increase In Authorised Share Capital"); and
- (iv) Proposed amendments to the Memorandum and Articles of Association of ISB ("M&A") ("Proposed M&A Amendments")  
(collectively referred to as the "Proposals")

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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

**A10 Material events subsequent to the end of the interim reporting period (Cont'd)**

Bank Negara via its letter dated 27 April 2011 (which was received on 9 May 2011), approved the application for the issuance of Warrants to non-resident shareholders of ISB pursuant to the Proposed Right Issue with Warrants.

On 11 May 2011, HLIB had, on behalf of the Board, announced that Bursa Securities had, via its letter dated 10 May 2011 approved the following:-

- (i) Admission of the Official List and the listing of and quotation of up to 218,381,280 Warrants, to be issued pursuant to the Proposed Rights Issue with Warrants;
- (ii) Listing of and quotation of up to 291,175,040 new shares, to be issued pursuant to the Proposed Rights Issue with Warrants.
- (iii) Listing of and quotation of up to 218,381,280 new shares, to be issued pursuant to the exercise of the Warrants; and
- (iv) Listing of and quotation of up to 65,514,000 new shares, representing up to 10% of the issued and paid up ordinary share capital of ISB, to be issued pursuant to the exercise of options under the Proposed ESOS.

On 6 June 2011, Ingenuity Solutions Berhad shareholders had, in an Extraordinary General meeting held on this date, approved the Proposals.

On 9 June 2011, HLIB had, on behalf of the Company, announced that our Board has fixed the issue price of the Rights Shares at RM0.10 per Right Share. On even date, HLIB had, on behalf of ISB, announced that our Board has fixed the exercise price of the Warrants at RM0.10 per Warrant.

On even date, HLIB also on behalf of the Company announced that the Entitlement Date has been fixed on 23 June 2011 at 5.00 p.m. and the other relevant dates pertaining to the Rights Issue with Warrants.

On 22 June 2011, HLIB on behalf of the Company announced that the abridged prospectus in relation to the Rights Issue with Warrants has been duly registered with the Securities Commission and lodged with the Registrar of Companies on 22 June 2011.

On 18 July 2011, HLIB had on behalf of the Company announced that at the closing of the Rights Issue at 5.00 p.m. on 8 July 2011, ISB received total valid acceptances and excess applications for 243,189,716 Rights Shares together with 182,392,287 Warrants. This represents a subscription rate of 83.52% of the total number of 291,175,040 Rights Shares together with 218,381,280 Warrants available for subscription under the Rights Issue with Warrants. As such, the minimum subscription level of 153,664,616 Rights Shares and 115,248,462 Warrants has been met.

On 22 July 2011, HLIB had on behalf of the Company announced that the Rights Issue with Warrants has been completed following the listing of and quotation for 243,189,716 Rights Issue together with 182,392,287 Warrants on the ACE Market of Bursa Securities on 22 July 2011.

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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

**A11 Changes in the composition of the Group**

- (a) On 1 April 2011, Ingenuity Microsystems Sdn Bhd, a wholly owned subsidiary of Ingenuity Solutions Bhd ("ISB"), acquired the entire two (2) ordinary shares of RM1.00 each representing 100% equity interest in Austral Diversified Sdn. Bhd. ("ADSB") for a total consideration of RM2.00.

ADSB is a private limited company incorporated in Malaysia on 2 March 2011. The authorised share capital of ADSB is RM100,000 comprising 100,000 ordinary shares of RM1.00 each and total issued and paid up capital of RM2.00 comprising of 2 ordinary shares of RM1.00 each. Presently, ADSB is dormant and would be carrying out Local and Overseas Joint Ventures in IT related business and products.

Following the Acquisition, ADSB becomes a wholly owned sub-subsiary of ISB.

- (b) On 8 April 2011, Ingenuity Solutions Bhd ("ISB") acquired the entire two (2) ordinary shares of RM1.00 each representing 100% equity interest in Hallmark Avenue Sdn Bhd ("HASB") for a total consideration of RM 2.00 .

HASB is a private limited company incorporated in Malaysia on 18 March 2011. The authorised share capital of HASB is RM100,000 comprising 100,000 ordinary shares of RM1.00 each and the total issued and paid up capital is RM2.00 comprising of 2 ordinary shares of RM1.00 each. HASB would be carrying out Supplies and Distributions of IT Hardware and Software and other IT related business and products.

Following the acquisition, HASB becomes a wholly owned subsidiary of ISB.

- (c) On 6 May 2011, Ingenuity Solutions Bhd ("ISB") has incorporated a wholly owned subsidiary, Ingenuity Care Sdn. Bhd. ("ICSB") under the Companies Act, 1965. The authorised share capital of ICSB is RM100,000.00 comprising 100,000 ordinary shares of RM1.00 each and total issued and paid up capital is RM10.00 comprising 10 ordinary shares of RM1.00 each.

ICSB will provide extended warranty services to retail based users as well as small businesses. The extended warranty will cover mainly three categories of products, namely desktop PC, notebook and mobile phone. ICSB will focus on development of the services product, marketing and provision of high level responsiveness and quality support services. ICSB plans to market and distribute the extended warranty services as an optional to value added to end users.

**A12 Contingent Assets and Contingent Liabilities**

There were no changes in contingent liabilities or contingent assets as at the end of the current year to date.



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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

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

**B1 Review of performance of the Company and its principal subsidiaries for current quarter and year to date**

The Group revenue for the 1st quarter ended 30 June 2011 (Q1-2011/12) of RM2.83 million representing an improvement of RM 1.56 million or increase of 123% as compared to RM 1.27 million in preceding year's corresponding quarter (Q1-2010/11) which mainly attributable to the improved revenue from Financial Management Solutions ("FMS") and Client Management Solutions ("CRM") and sale of computer hardware.

The Group registered a pre-tax loss of RM 0.36 million in Q1-2011/12 as compared to RM 0.23 million in Q1-2010/11, the slightly higher pre-tax loss was mainly due to higher amortization charges.

**B2 Material change in the quarterly results compared to the results of the immediate preceding quarter**

The current quarter (Q1-2011/12) revenue of RM 2.83 million represents an increase of RM0.21 million or 8% over the preceding quarter (Q4-2010/11) revenue of RM 2.62 million. The slightly higher pre-tax loss of RM0.36 million for the current quarter as compared to pre-tax loss of RM0.33 million for the immediate preceding quarter mainly due to higher amortization charges.

**B3 Current year prospects**

The Group continues to explore new business opportunities and to improve the overall business performance. The Board is of the view that due to uncertainty in the global economy, the remaining year continues to be challenging for the Group.

**B4 Profit Forecast/Profit Guarantee**

There were no profit forecast or profit guarantee issued by the Group.

**B5 Taxation**

In respect of the quarter/ year to date :-

- Malaysia income tax  
-Deferred tax

<b>Current Quarter Ended</b>	<b>Current Year-To-Date Ended</b>
<b>30/6/2011</b>	<b>30/6/2011</b>
<b>RM'000</b>	<b>RM'000</b>
-	-
-	-
-	-

There is no taxation charge for the current quarter under review due to losses incurred.

**B6 Sale of unquoted investments and/or properties**

There were no purchases or disposals of unquoted investments and/or properties for the current quarter.

**B7 Purchase or disposal of quoted securities**

There were no purchases or disposals of quoted securities for the current quarter.

## INGENUITY SOLUTIONS BERHAD

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### NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011

#### B8 Corporate proposals

- (i) Status of corporate proposals announced but not completed as at 2 August 2011 (being the latest practicable date which is not earlier than 7 days from the date of issue of this Quarterly Report)

On 12 May 2011, Ingenuity Solutions Berhad ("ISB") executed a Memorandum of Understanding ("MOU") with Ingens Network Sdn. Bhd. (formerly known as RCG Network Sdn. Bhd.) ("INSB") to explore the potential synergy of working together to expand into IT hardware and software distribution business.

INSB is a company incorporated in Malaysia having its registered office at No. 28, Ground Floor, Persiaran Jubilee, Off Jalan Loke Yew, 55200 Kuala Lumpur. The Authorised and Paid-up Capital of INSB is RM5,000,000 consists of 5,000,000 ordinary shares of RM1.00 each. The principal business activity of INSB is involved in distribution of information and communications technology ("ICT") related products.

It gives the exclusive rights for both companies to explore the potential working together, to synergise and create more shareholder value to both companies. The MOU shall be valid for 6 months from the date of the MOU ("Validity Period").

Both parties shall aim to enter into definite agreement within the Validity Period. In the event any party does not wish to continue on discussion by the end of the Validity Period, the MOU shall ipso facto cease and no further claims against any other party.

On 22 July 2011, The Board of Directors of ISB ("Board"), announced that the Company has terminated the MOU with the INSB and has on the even date, entered into a Heads of Agreement ("HOA") with Titanium and Landasan (collectively the "Vendors"), for the proposed acquisition of 100 ordinary shares of RM1.00 each in Vistavision Resources Sdn Bhd ("VVR"), representing the entire issued and paid up share capital of VVR ("Sale Shares"), for an indicative purchase consideration of RM15,452,000 ("Purchase Price") to be satisfied via the issuance of 154,520,000 new ordinary shares of RM0.10 each in ISB ("ISB Shares") at par to the Vendors ("Proposed Acquisition").

- (ii) The Proposed establishment of an employees' share option scheme ("ESOS") for the eligible employees and directors of ISB and its subsidiaries ("ISB Group" or "Group") ("Proposed ESOS") is yet to be implemented.

#### (iii) Completed Corporate Exercise

On 22 July 2011, ISB has completed the Right Issue with Warrants following the listing of and quotation for 243,189,716 Rights Issue together with 182,392,287 Warrants on the ACE Market of Bursa Securities on 22 July 2011.

#### B9 Off balance sheet financial instruments

There were no financial instruments with off balance sheet risk as at the date of this report.

#### B10 Material litigations

As at 2 August 2011 (being the latest practical date which is not earlier than 7 days from the date of issue of this Quarterly Report), the Group was not engaged in any material litigation either as plaintiff or defendant and the directors are not aware of any proceeding pending or threatened against the Group or any facts likely to give rise to any proceeding which might materially and adversely affect the financial position or business operations of the Group.

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**NOTES TO THE QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 30 JUNE 2011**

**B11 Dividends**

No dividend has been declared or paid for the current year to date ended 30 June 2011 (Comparative quarter ended 30 June 2010 : Nil).

**B12 Loss Per Share**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year	Preceding Year	Current Year	Preceding Year
	Quarter Ended	Corresponding	To-Date Ended	Corresponding
	30/6/2011	Quarter Ended	30/6/2011	period Ended
		30/6/2010		30/6/2010
Loss attributable to equity holders of the Company (RM'000)	(355)	(231)	(355)	(231)
Weighted average number of shares in issue ('000 shares)	145,588	132,352	145,588	132,352
Basic loss per share (sen)	<u>(0.24)</u>	<u>(0.17)</u>	<u>(0.24)</u>	<u>(0.17)</u>

**B13 Disclosure of Realised And Unrealised Profits**

On 25 March 2010, Bursa Malaysia Securities Berhad ("Bursa Malaysia") issued a directive to all listed companies to disclose the breakdown of the unappropriated profits or accumulated losses as at end of the reporting period, into realised and unrealised profits or losses. On 20 December 2010, Bursa Malaysia further issue guidance on the disclosure and the format required.

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

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

The breakdown accumulated losses of the Group as at the reporting date is as follows:

	As at	As at
	30/6/2011	31/3/2011
	RM'000	RM'000
<b>Total accumulated losses of the Group :</b>		
- Realised	(11,642)	(11,287)
Consolidated adjustments	3,776	3,776
	<u>(7,866)</u>	<u>(7,511)</u>

**By Order of the Board**

**Ahmad Ruslan Zahari Bin Dato' Dr. Zakaria**  
Chief Executive Officer