

METRONIC GLOBAL BERHAD

(Company No.: 632068-V) (Incorporated in Malaysia under the Companies Act, 1965)

INTERIM FINANCIAL STATEMENTS

FOR THE QUARTER ENDED

31 DECEMBER 2009

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2009

(The figures have not been audited)

	Note	Individual 31.12.2009 RM	quarter 31.12.2008 RM (Restated)	Cumulativ 31.12.2009 RM	e quarter 31.12.2008 RM
Revenue		17,750,239	15,230,041	59,521,738	51,661,975
Cost of sales	-	(11,142,459)	(10,823,312)	(41,408,918)	(39,451,796)
Gross profit		6,607,780	4,406,729	18,112,820	12,210,179
Other operating income		3,412,780	102,495	3,579,863	243,688
Administration expenses		(1,623,410)	(1,304,945)	(4,277,467)	(4,361,040)
Other operating expenses		(6,915,024)	(8,247,911)	(16,470,146)	(18,245,164)
Finance costs		(93,498)	(181,175)	(549,350)	(702,761)
Interest income		47,807	119,378	200,142	296,922
Share of (loss)/profit of associates		(2,739,265)	570,825	(1,513,753)	2,591,693
Loss before taxation		(1,302,830)	(4,534,604)	(917,891)	(7,966,483)
Income tax expense	18	(576,482)	569,552	(623,373)	656,572
Net loss for the period		(1,879,312)	(3,965,052)	(1,541,264)	(7,309,911)
Attributable to:					
Equity holders of the parent		(1,940,208)	(4,077,123)	(2,075,637)	(7,260,285)
Minority interests		60,896	112,071	534,373	(49,626)
		(1,879,312)	(3,965,052)	(1,541,264)	(7,309,911)
Earnings per share (sen) Basic Diluted		(0.31) (0.31)	(0.64) (0.64)	(0.33) (0.33)	(1.14) (1.14)

The condensed consolidated income statement should be read in conjunction with the annual financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2009

(The figures have not been audited)

	Note	As at 31.12.2009 RM	(Audited) As at 31.12.2008 RM
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment		10,912,254	10,960,540
Investment properties		383,949	389,216
Intangible assets		2,032,200	2,893,809
Prepaid lease payments		499,017	-
Investment in associates		17,086,078	27,924,116
Other investments		9,197,402	409,482
Deferred tax assets		2,854,937	2,435,376
	_	42,965,837	45,012,539
CURRENT ASSETS			
Inventories		1,452,442	2,112,637
Trade receivables		89,622,419	86,211,184
Other receivables		1,742,180	3,350,325
Short term deposits		8,805,508	8,173,491
Cash & bank balances		7,780,184	2,791,213
	_	109,402,733	102,638,850
TOTAL ASSETS	_	152,368,570	147,651,389
EQUITY AND LIABILITIES Equity attributable to equity holders of the Company Share capital		63,490,690	63,490,690
Foreign currency translation reserve		1,590,134	1,879,609
Retained profits		7,756,942	9,832,579
,		72,837,766	75,202,878
Minority interests		1,210,016	727,691
TOTAL EQUITY	_	74,047,782	75,930,569
NON-CURRENT LIABILITIES			
Hire purchase payables		54,446	66,345
CURRENT LIABILITIES			
Trade payables		51,763,534	45,374,457
Other payables	00	15,208,807	13,549,841
Bank borrowings Provision for taxation	22	10,700,201	12,610,782
Provision for taxation	_	593,800	119,395
TOTAL LIABILITIES	-	78,266,342	71,654,475
TOTAL CIABILITIES TOTAL EQUITY AND LIABILITIES		78,320,788	71,720,820
IOTAL EMOTE I VIAN FIMBILITIES	_	152,368,570	147,651,389

The condensed consolidated balance sheet should be read in conjunction with the annual financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2009

(The figures have not been audited)

←	Attributable to Equity Holders of the Parent	
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		Non- Distributable Reserve	Distributable Reserve			
	Share Capital RM	Foreign Currency Translation Reserve RM	Retained Profits RM	Total RM	Minority interests RM	Total Equity RM
As at 1 January 2008	63,490,690	143,993	17,092,864	80,727,547	820,375	81,547,922
Currency translation differences	_	1,735,616	-	1,735,616	19	1,735,635
Deemed acquisition of interest by a minority shareholder	•	-		-	(44,170)	(44,170)
Subscription of shares in a subsidiary by a minority shareholder	-	-	-		1,093	1,093
Net loss for the period	-	-	(7,260,285)	(7,260,285)	(49,626)	(7,309,911)
As at 31 December 2008	63,490,690	1,879,609	9,832,579	75,202,878	727,691	75,930,569
As at 1 January 2009	63,490,690	1,879,609	9,832,579	75,202,878	727,691	75,930,569
Currency translation differences	•	(289,475)	-	(289,475)	-	(289,475)
Disposal of shares in a subsidiary	u.	-	-	-	(52,048)	(52,048)
Net (loss)/profit for the period	•	-	(2,075,637)	(2,075,637)	534,373	(1,541,264)
As at 31 December 2009	63,490,690	1,590,134	7,756,942	72,837,766	1,210,016	74,047,782

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

(The figures have not been audited)

	12 months ended 31.12.2009 31.12.200	
	RM	RM
Cash flows generated from/(used in) operating activities	8,791,382	(1,952,524)
Cash flows used in investing activities	(1,165,238)	(540,617)
Cash flows (used in)/generated from financing activities	(4,433,044)	4,164,543
Net change in cash and cash equivalents	3,193,100	1,671,402
Effects of foreign exchange rate changes	(82,577)	(134,329)
Cash and cash equivalents at beginning of the period	931,543	(605,530)
Cash and cash equivalents at end of the period	4,042,066	931,543
Cash and cash equivalents at the balance sheet date comprise the following	ng:	
Cash and bank balances	7,780,184	2,791,213
Bank overdraft (Note 22)	(3,738,118)	(1,859,670)
	4,042,066	931,543

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2009 PURSUANT TO FRS 134

1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2008. These explanatory notes attached to the 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 2008.

2. Changes in accounting policies

The significant accounting policies adopted in the interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2008.

The following FRSs and Interpretations were issued but not yet effective and have not been applied by the Group:

Effective for financial periods beginning on or after

FRS 4	Insurance Contract	1 January 2010
FRS 7	Financial Instruments: Disclosures	1 January 2010
FRS 101	Presentation of Financial Statements	1 January 2010
FRS 123	Borrowing Costs	1 January 2010
FRS 139	Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS1	First-time Adoption of Financial Reporting Standards	1 January 2010
Amendments to FRS2	Share-based Payment: Vesting Conditions and Cancellations	1 January 2010
Amendments to FRS5	Non-current Assets Held for Sale and Discontinued Operations	1 January 2010
Amendments to FRS7	Financial Instruments: Disclosures	1 January 2010
Amendments to FRS8	Operating Segments	1 January 2010
Amendments to FRS107	Statement of Cash Flows	1 January 2010
Amendments to FRS108	Accounting Policies, Changes in Accounting Estimates and Errors	1 January 2010
Amendments to FRS110	Events after the Reporting Period	1 January 2010
Amendments to FRS116	Property, Plant and Equipment	1 January 2010
Amendments to FRS117	Leases	1 January 2010
Amendments to FRS118	Revenue	1 January 2010
Amendments to FRS119	Employee Benefits	1 January 2010
Amendments to FRS120	Accounting for Government Grants and Disclosure of Government Assistance	1 January 2010

2. Changes in accounting policies (cont'd)

Amendments to FRS123	Borrowing Costs	1 January 2010
Amendments to FRS127	Consolidated and Separate Financial Statements:	1 January 2010
	Cost of an Investment in a Subsidiary, Jointly Controlled	
	Entity or Associate	
Amendments to FRS128	Investment in Associates	1 January 2010
Amendments to FRS129	Financial Reporting in Hyperinflationary Economies	1 January 2010
Amendments to FRS131	Interest in Joint Ventures	1 January 2010
Amendments to FRS132	Financial Instruments: Presentation	1 January 2010
Amendments to FRS134	Interim Financial Reporting	1 January 2010
Amendments to FRS136	Impairment of Assets	1 January 2010
Amendments to FRS138	Intangible Assets	1 January 2010
Amendments to FRS139	Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS140	Investment Property	1 January 2010
IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11	FRS 2 - Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13	Customer Loyalty Programmes	1 January 2010
IC Interpretation 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010

The above FRSs and Interpretations are expected to have no significant impact on the financial statements of the Group upon their initial application, except for changes in disclosures arising from the adoption of FRS 8.

As allowed under the transitional provisions of FRS 7 and FRS 139, the Group is exempted from having to disclose the possible impact on the application of these standards on the financial statements of the Group in the year of initial application. The Group will apply these standards from financial periods beginning on 1 January 2010.

3. Seasonality or cyclicality of interim operations

The Group's interim operations are not materially affected by seasonal or cyclical factors during the quarter under review.

4. Unusual items affecting assets, liabilities, equity, net income or cash flows

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

5. Material changes in estimates

There were no changes in estimates that have had a material effect for the current quarter's results.

6. Debt and equity securities

There were no issuances, repurchases, and repayment of debt and equity securities for the quarter under review.

7. Dividends

There were no dividends paid during the quarter under review.

8. Segmental information

Analysis by geographical segments:

	3 months ended		12 months ended	
	31.12.2009 RM	31.12.2008 RM	31.12.2009 RM	31.12.2008 RM
Segment revenue				
Malaysia	15,827,906	6,142,415	49,130,353	39,059,071
Overseas	1,957,277	9,121,988	10,565,465	12,671,490
Total revenue including				
inter-segment sales	17,785,183	15,264,403	59,695,818	51,730,561
Elimination of				
inter-segment sales	(34,944)	(34,362)	(174,080)	(68,586)
Total revenue	17,750,239	15,230,041	59,521,738	51,661,975
Results				
Segment results				
Malaysia	2,973,827	247,353	3,262,576	(3,467,243)
Overseas	(1,443,894)	(5,171,607)	(2,117,364)	(6,388,172)
Share of (loss)/profit of	, , , ,	, , ,	• • • • • • • • • • • • • • • • • • • •	, , , ,
associates				
Malaysia	(530,311)	559,341	617,956	1,664,654
Overseas	(2,208,954)	11,484	(2,131,709)	927,039
	(1,209,332)	(4,353,429)	(368,541)	(7,263,722)
Finance costs	(93,498)	(181,175)	(549,350)	(702,761)
Loss before tax	(1,302,830)	(4,534,604)	(917,891)	(7,966,483)

9. Material subsequent events

There were no material events subsequent to the end of the current quarter.

10. Changes in the composition of the Group

Save as set out below, there were no changes in the composition of the Group during the current quarter under review.

Disposal of associate

On 6 March 2009, Metronic Global Berhad ("MGB") entered into a Conditional Share Sale Agreement with Global Soft (MSC) Bhd (now known as Ariantec Global Berhad) ("AGB") for the disposal by MGB of 1,000,000 ordinary shares of RM1.00 each representing a 25.27% equity interest in Ariantec Sdn Bhd ("Ariantec") for a total disposal consideration of RM9.666 million to be fully satisfied via the issuance of 96,657,750 new ordinary shares of RM0.10 each AGB shares at an issue price of RM0.10 per share. The disposal was completed on 26 November 2009 resulting in Ariantec ceased as an associate of MGB, and MGB became one of the substantial shareholder in AGB, holding approximately 16.99% equity interest.

11. Changes in contingent liabilities and contingent assets

There were no changes in the contingent liabilities and contingent assets since the last balance sheet as at 31 December 2008 except for the followings:-.

	RM
Withdrawal of performance and financial guarantees issued by bank to third parties	3,397,144
Withdrawal of Standby Letter of Credit given to licensed banks for credit facilities	1,345,549
	4,742,693

12. Capital commitments

The amount of capital commitments not provided for in the interim financial statements as at 31 December 2009 is as follows:

0.275.002
9,275,083
21,807,547

13. Significant related party transactions

Significant related party transactions of the Group for the quarter ended 31 December 2009 are as follows:

	3 months ended 31.12.2009 RM	12 months ended 31.12.2009 RM
Rental receivable from Metronic Corporation Sdn Bhd, a company in which certain directors have interest	3,000	12,000
Rental receivable from ITG Worldwide (M) Sdn Bhd, a company in which a director has an interest	3,000	12,000
Contract and maintenance revenue receivable from MH Projects Sdn Bhd, a common director related company	-	330
Subcontractor fee payable to Ledtronics Sdn Bhd, a common director related company	-	85,797
Maintenance revenue receivable from ER Mekatron Manufacturing Sdn Bhd, a company in which a director has an interest	-	11,000
Subcontractor fee payable to ER Mekatron Manufacturing Sdn Bhd, a company in which a director has an interest	178,775	178,775
Purchases and sub-contracting fee payable to Ariantec Sdn Bhd, a common director related company and a former associate of	102.250	102.250
the Company	103,350	103,350

The Directors of the Company are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

(Incorporated in Malaysia)

ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14. Performance review

Current Quarter

The Group achieved revenue of RM17.75 million for the current quarter under review, which is RM2.52 million or 17% higher than the corresponding quarter of RM15.23 million in the previous financial year, mainly due to increase in revenue from maintenance services and ICT support services.

The Group recorded loss before taxation of RM1.30 million, representing a lower loss of RM3.23 million compared to the loss before taxation of RM4.53 million for the corresponding quarter in the previous year. The reduction in loss is mainly due to increase in revenue and gross profit as well as an overall lower operating expenses recorded, coupled with gain on disposal of an associate. The reduction in loss was however partially offset by the share of losses of associates and impairment of goodwill during the current quarter.

Year-to-date

The Group's revenue of RM59.52 million for the current financial year ended 31 December 2009 is RM7.86 million or 15% higher than the revenue of RM51.66 million reported in the previous financial year ended 31 December 2008, mainly contributed by both engineering and ICT support services segment.

The Group recorded a loss before taxation of RM0.92 million, representing a reduction in loss of RM7.05 million or 88% compared to the loss before taxation of RM7.97 million for the previous financial year. The lower loss was in line with the increase in revenue and gross profit, lower operating expenses incurred and was also attributable to the gain on disposal of an associate during the current financial year ended 31 December 2009. The lower loss was, however, partially offset by the share of losses of associates and impairment of goodwill during the financial year.

15. Material changes in the results for the current quarter as compared with the preceding quarter

The Group achieved a revenue of RM17.75 million for the current quarter ended 31 December 2009 compared to RM 15.46 million in the preceding quarter ended 30 September 2009, representing an increase of 15% or RM2.29 million, mainly contributed by engineering segment.

The Group's loss before tax for the current quarter ended 31 December 2009 of RM1.30 million represents a decrease of RM2.78 million compared to the profit before tax of RM1.48 million in the preceding quarter ended 30 September 2009, mainly attributable to share of losses of associate, impairment of goodwill and additional provision for doubtful debts, which was partially mitigated by both higher revenue in the quarter ended 31 December 2009 and gain on disposal of an associate.

16. Current year prospects

Both local and overseas business environment are expected to remain challenging in view of the slow recovery of the global economy. As such, the Directors are cautiously optimistic about the Group's performance in the forthcoming year. The Group is taking various measures to enhance operational efficiency and effective cost management, while continue focusing on its marketing strategies in order to improve the performance of the Group.

17. Profit forecast or profit guarantee

Not applicable as no profit forecast was published by the Group.

18. Taxation

	3 months ended 31.12.2009 RM	12 months ended 31.12.2009 RM
Income tax expense:		
Malaysian income tax	887,800	1,064,194
Deferred tax	(311,318)	(440,821)
	576,482	623,373

The effective tax rate of the Group (excluding the results of associates) for the current year and current quarter ended 31 December 2009 is higher than the statutory tax rate mainly due to:-

- (i) non-recognition of deferred tax assets by certain loss making subsidiaries;
- (ii) non tax-deductibility of certain expenses; and
- (iii) reversal of temporary timing differences.

19. Sale of unquoted investments and properties

Save as disclosed in Note 10, there were no sale of unquoted investments and properties for the current quarter under review.

20. Marketable securities

Investments in quoted securities as at 31 December 2009 are as follows:

	As at
	31.12.2009
	RM
At cost	9,758,364
At carrying value	9,103,401
At market value	10,325,978

21. Status of corporate proposals

The following are the corporate proposal announced but not completed as at the date of this announcement:

(a) Deed of partnership in the Emirate of Dubai

On 14 June 2006, Metronic Global Berhad ("MGB") announced that the Company had on 11 June 2006 entered into a deed of partnership with Tariq Mohammed Saeed Abdulla Al Jassmi, a UAE national ("Tariq") and Khalid Abdul Karim Faris, a Jordanian national ("Khalid") (collectively known as the Parties) for the purpose of carrying out the business of intelligent building management system, integrated security management, e-project management of mechanical and electrical services and other related activities in the entire Middle-East and North Africa region. The partners intend to incorporate a company with limited liability in the Emirate of Dubai under the proposed name of "Metronic Global Berhad LLC" ("the JVC") with the shareholdings of the respective partners as follows: MGB (50%), Tariq (25%) and Khalid (25%).

There has been no changes in the status of the JVC since the last announcement.

22. Borrowings and debt securities

The Group's total borrowings, all of which were short term and secured, as at 31 December 2009 were as follows:-

Bank overdraft	3,738,118
Bankers' acceptances	6,962,083
Total	10,700,201

23. Off Balance Sheet financial instruments

The Group had not entered into any contracts involving off balance sheet financial instruments as at the date of this announcement.

24. Changes in material litigation

There were no changes in material litigation, including the status of pending material litigation since the last annual balance sheet date of 31 December 2008, except as disclosed below:

- (a) Metronic Engineering Sdn Bhd ("MESB") had on 26 September 2003 made a claim against United Engineers (Malaysia) Bhd ("UEM") for RM939,365 being the non-settlement of the third payment for the provision of BAS Control System for Telekom Malaysia Berhad Headquarters Project pursuant to an agreement between MESB and UEM dated 2 May 2002. The Court has postponed the full trial date for the suit to 8 December 2009. The consent judgment was obtained in favour of MESB with claim amount of RM939,365 plus interest of RM249,185 on 8 December 2009. UEM had fully settled the claim amount plus interest in December 2009.
- (b) Lee Bee Leng & two (2) others vs (1) MESB and (2) University Teknologi Petronas ("UTP"). On 15 November 2005, MESB, being the first (1st) defendant was served with a Writ of Summons dated 24 October 2005 by Lee Bee Leng & two (2) others ("Plaintiffs") claiming for among others general damages amounting to RM500,000 or to be taxed by the court ("Negligence Claim") and special damages amounting to RM403,550 ("Dependency Claim") due to the death of the 1st Plaintiff's husband and 2nd & 3rd Plaintiff's father at UTP job site. The maximum exposure to liabilities of MESB and UTP is therefore estimated at RM903,550. The Court had on 14 November 2008 disallowed the Plaintiffs' Dependency Claim, thus reducing MESB and UTP's exposure to RM500,000.

The High Court of Ipoh has fixed the date for decision and clarification on 2 December 2009. On 2 December 2009, the suit was dismissed with cost by the High Court of Ipoh.

24. Changes in material litigation (c'td)

(c) On 9 January 2007, MGB through its solicitors, received a Writ of Summons and Statement of Claim dated 23 November 2006 with the High Court of Shah Alam issued by CWorks Systems Berhad ("CWorks"). CWorks is claiming an outstanding amount of RM1,751,617 from MGB pursuant to a Software Development Agreement dated 9 May 2005 for the development and provision of a software for the National Product Code System, the Sale Force System and the Project Management Tool System in the People's Republic of China. The maximum exposure to MGB is estimated at RM1,751,617

The Company's solicitors had on 16 January 2007 filed a Conditional Appearance challenging the action as not within the Jurisdiction of the High Court of Malaya but any remedy sought by CWorks should be referred to Arbitration under Malaysian Laws. On 30 August 2007, the Deputy Registrar of the High Court of Shah Alam has allowed the Company's application that the Suit by CWorks against the Company to be adjourned indefinitely 'sine die' and the claim by CWorks to be proceed by the way of arbitration. However, CWorks filed an appeal against the Registrar's decision and the High Court has allowed the appeal and set aside the Order of 'sine die'. The Company's solicitors had filed an appearance and defence as well as counterclaim against CWorks. On 16 February 2009, CWorks solicitors served their reply to the Company's defence and defence to the counterclaim. CWorks has also filed an application for Summary Judgment and High Court has fixed the date for Case Management on 30 November 2009.

The High Court had on 30 November 2009 adjourned the decision for Summary Judgment to 13 April 2010.

The Company's solicitors are of the opinion that CWorks' claims are premature in nature and in breach of its contractual obligations.

25. Dividends

No dividends have been declared or recommended in respect of the guarter under review.

26. Earnings per share

	3 months ended 31.12.2009	12 months ended 31.12.2009
Profit/(loss) attributable to ordinary equity holders of the parent (RM)	(1,940,208)	(2,075,637)
Weighted average number of ordinary shares in issue	634,906,903	634,906,903
Earnings per share (sen) - Basic - Diluted	(0.31) (0.31)	(0.33) (0.33)

27. Qualification of audit report of the preceding annual financial statements

The audit report of the Group's annual financial statements for the year ended 31 December 2008 was not subject to any qualification.

28. Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 25 February 2010.