

## **I-POWER BERHAD (596299-D)**

Unaudited quarterly report for the financial period ended 31 December 2007.

### **Notes:**

#### **1. Accounting policies and methods of computation**

The 2nd quarterly financial report ended 31 December 2007 is unaudited and has been prepared in accordance with Financial Reporting Standards (“FRS”) 134 “Interim Financial Reporting” and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the MESDAQ market.

The report should be read in conjunction with the audited financial statements of the Company for the financial year ended 30 June 2007. The explanatory notes attached to the quarterly financial report provide an explanation on events and transactions that are significant to an understanding of the changes in the financial position and performance of the Company since the financial year ended 30 June 2007.

The accounting policies and methods of computation adopted by the Company in the quarterly financial report are consistent with those adopted in the audited financial statements of the Company for the financial year ended 30 June 2007 except for the adoption of the new and revised FRS as required by the Malaysian Accounting Standards Board effective for the Company for the financial period beginning 1 July 2007. The adoption of these FRSs does not have any significant financial impact on the Company.

#### **2. Qualification on the Auditors’ Report of preceding annual financial statements**

The auditors’ report of the Company’s Annual Financial Statements for the financial year ended 30 June 2007 was not subject to any qualification.

#### **3. Seasonal or cyclical factors**

The business operations within the industry are not affected by seasonal and cyclical factors.

#### **4. Exceptional or extraordinary items**

There were no exceptional or extraordinary items affecting assets, liabilities, equity, net income or cash flows in the current reporting quarter and Financial year to date.

**5. Changes in estimates of amounts reported**

There was no change in estimates of amounts that had been used in the preparation of the quarterly financial report of the current financial year or in prior financial year.

**6. Issuance or repayment of debt and equity securities**

Save as disclosed below, there were no issuance or repayment of debt or equity securities, share buy-backs, share cancellations, share held as treasury shares and resale of treasury shares in the reporting quarter and financial year-to-date other than matters mentioned in Paragraph 20 (a).

**7. Dividend paid**

There was no dividend paid nor declared for the current quarter under review.

**8. Segmental reporting**

No segmental analysis is presented as the Company is primarily engaged in implementation and development of software for commercial application.

**9. Valuation of property, plant and equipment**

The Company has not carried out valuation on its property, plant and equipment in the reporting quarter and financial year-to-date.

**10. Subsequent material events**

There were no subsequent material events to be disclosed as at the date of this quarterly financial report other than matters mentioned in Paragraph 20 (a).

**11. Changes in the composition of the Company**

There were no changes in the composition of the Company in the reporting quarter and financial year-to-date.

## 12. Contingent liabilities

There were no contingent liabilities for the Company since the last audited financial statements for the financial year ended 30 June 2007.

## 13. Review of the performance of the Company

For the current reporting quarter ended 31 December 2007, the Company recorded revenues of RM25,830 million compared to RM27,259 million for preceding quarter, and profit after tax of RM3,896 million compared to RM2,171 million for the preceding quarter.

Sales revenues for the current reporting quarter declined by 5.24% compared to the preceding quarter, whilst the Company's profits after tax for the current reporting quarter has increased by 79.46%. The decline in the Company's sales and hence profits for the current quarter when compared to the preceding quarter is not an underlying trend, but merely a quarter to quarter fluctuations.

However, when compared to the same quarter of the preceding year 2006's revenues of RM5,991 million, the current quarter revenues of RM25,830 million represents an increase of 331.15%, Likewise, the profits after tax of RM3,896 also increased by 97.67% when compared to the same quarter of the preceding year's profits of RM1,971.

I-Power's more aggressive and stronger sales and business development activities in all areas such as the Company's E-solutions products, turnkey software development services, software integration and related services, and better collaboration with System Integration partners ("SI"), have resulted in the stronger set of revenues and profits for the period ended 31 December 2007 when compared to the same period ended 31 December 2006.

## 14. Material change in profit before taxation for the current financial quarter as compared with immediate preceding financial quarter

The comparison of results between the current quarter and the immediate preceding quarter are as follows:

	Current Quarter (01.10.07 to 31.12.07) M'000	Preceding Quarter (01.07.07 to 30.09.07) RM'000
Turnover	<u>25,830</u>	<u>27,259</u>
Profit before taxation	<u>3,896</u>	<u>2,171</u>

The Company recorded a turnover of RM25,830 million for the current quarter compared to RM27,259 million of the preceding quarter, whilst the profits after tax was RM3,896 million for current quarter in contrast to RM2,171 million previous quarter.

Sales revenues for the current reporting quarter declined by 5.24% compared to the preceding quarter, whilst the Company's profits after tax for the current reporting quarter has increased by 79.46%. The decline in the Company's sales and hence profits for the current quarter when compared to the preceding quarter is not an underlying trend, but merely a quarter to quarter fluctuations.

**15. Prospects for the current financial year**

In the light of the growth of the Information Technology ("IT") and IT related industries both locally and globally, the Company is expected to benefit from this positive development.

In particular considering the relatively untapped market of the E-Solutions IT industry and the stellar performance for the financial year ended 30 June 2007, the Directors have good reasons to maintain a bullish outlook for the Company for the new financial year ending 30 June 2008.

The Company's confidence stems from the fact that the Company's higher sales and business development activities, the growing awareness and acceptance of the Company's E-solutions products and software development services, software integration and related services which have been on the rise during the past twelve (12) months as can be ascertained from its healthy pipeline and collaborative efforts with other established SI players.

Barring any unforeseen circumstances, the Directors of the Company ("Board") are reasonably optimistic of its prospects for the foreseeable future.

**16. Variance of actual profit from the forecast profit**

Not applicable.

**17. Taxation**

The Company was granted pioneer status by Multimedia Super Corridor ("MSC") under the provisions of the Promotion of Investments (Amendment) Act, 1997. By virtue of this pioneer status, the Company's statutory income from pioneer activities during the pioneer period from 16 December 2002 to 15 December 2007

are exempted from income tax. Dividends declared out of such profits are also exempted from income tax in the hands of the shareholders. The Company's tax exemption status was extended for another 5 years from 16 December 2007 to 15 December 2012.

**18. Sale of unquoted investment and/or property**

There was no sale of unquoted investment and /or property in the reporting quarter and financial year-to-date.

**19. Purchase and disposal of quoted security**

The Company does not hold any quoted security nor was there any purchase or disposal of quoted security in the reporting quarter and financial year-to-date.

**20. (a) Status of corporate proposals**

**(i) Announcement of Rights Issue**

On 20 June 2007 the Company proposed to undertake the following:-

- (a) Proposed renounceable rights issue of up to 228,690,000 new ordinary shares of RM0.10 each in I-Power ("Rights Share(s)") with up to 76,230,000 free detachable new warrants ("Warrant(s)") on the basis of three (3) Rights Shares with one (1) free detachable warrant for every three (3) existing ordinary shares of RM0.10 each in I-Power ("I-Power Share(s)" or "Share(s)") held on an entitlement date to be determined later ("Proposed Rights Issue");
- (b) Proposed increase in the authorised share capital of I-Power from RM25,000,000 comprising 250,000,000 Shares to RM100,000,000 comprising 1,000,000,000 Shares; and
- (c) Proposed amendments to the Memorandum and Articles of Association of the Company.

The Securities Commission ("SC") and Bank Negara Malaysia ("BNM") had vide their letters dated 13 July 2007, approved the Proposed Rights Issue.

Subsequent to the approval, 219,098,000 Rights Shares and the 73,032,667 Warrants was listed and quoted on the MESDAQ Market of Bursa Malaysia Securities Berhad with effect of 9.00

a.m., Monday, 17 December 2007, marking the successful completion of the Rights Issue.

**(ii) Announcement of Private Placement**

On 17 May 2007, the Company announced that it proposes to implement a private placement of up to 20,790,000 new ordinary shares of RM0.10 each in I-Power (“Proposed Private Placement”), representing not more than ten percent (10%) of the issued and paid-up share capital of the Company, to investors to be identified later. The Proposed Private Placement was approved by the SC vide its letter dated 28 May 2007.

Subsequent to the approval, an additional 13,618,000 new ordinary shares of RM0.10 each issued at RM0.35 per share, being a portion of the Private Placement was granted listing and quotation on 15 June 2007 whilst the second tranche of 6,300,000 new ordinary shares of RM0.10 each issued at RM0.365 per share was granted

**(iii) Mergers & Acquisitions Exercise**

On 6 February 2008, the Board announced the proposed acquisition by I-POWER of 2,777,750 ordinary shares of RM1.00 each in Izzinet Sdn Bhd (“IZZI”) (“Sale Shares”), representing 25% equity interest in IZZI from Fan Ruey Yin for a purchase consideration of RM27,000,000, to be wholly satisfied in cash.

**(b) Utilisation of proceeds**

- (i) The proceeds from the Rights Issue has yet to be fully utilised as at 31 December 2007 and the details are set out as follows:

Description	Proposed	Actual	Balance
	Utilisation	Utilisation	
	RM'000	RM'000	RM'000
(i) Future Viable Investments & Business Expansion	55,000	Nil	55,000
(ii) Working Capital	3,698	Nil	3,698
(iii) Rights Issue Expenses	2,650	2,623	27
<b>Total</b>	<b>61,348</b>	<b>2,623</b>	<b>58,725</b>

- (ii) The proceeds from the Private Placement has been fully utilised as at 31 December 2007 and the details are set out as follows:

<b>Description</b>		<b>Proposed</b>	<b>Actual</b>	<b>Balance</b>
		<b>Utilisation</b>	<b>Utilisation</b>	
		<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
(i)	Working Capital	2,275	2,275	NIL
(ii)	Private Placement			
	Expenses	25	25	NIL
<b>Total</b>		<b>2,300</b>	<b>2,300</b>	<b>NIL</b>

## 21. Company borrowings and debt securities

The Company does not have any borrowings and debt securities in the reporting quarter and financial year-to-date.

## 22. Off balance sheet financial instruments

The Company does not have any financial instruments with off balance sheet risk in the reporting quarter and financial year-to-date.

## 23. Material Litigation

The Company 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 Company as at the date of this quarterly financial report.

## 24. Earnings per share

- (a) Basic EPS is calculated by dividing the net profit for the period.

	<b>Three (3) Months Period Ended</b>	
	<b>31.12.07</b>	<b>31.12.06</b>
	<b>RM'000</b>	<b>RM'000</b>
Profit attributable Ordinary		
Equity holders of the Company	3,896	1,971
Weighted average number of		
Ordinary Shares in issue ('000)	339,014	67,246

Basis earnings per share (sen) 1.15 2.93

(b) Diluted earnings per share -Not applicable.

## 25. Employee Share Options Scheme

Movements in the number of shares options outstanding and their related exercise price are as follows:

<u>Grant Date</u>	<u>Exercise Price</u>	<u>No. of Share Options</u>			
		<u>At 01.07.2006</u>	<u>Granted</u>	<u>Exercised</u>	<u>At 31.12.2007</u>
April 2007	RM0.39	-	25,930,000	(25,930,000)	-
		-	25,930,000	(25,930,000)	-

As at 31 December 2007, 8,720,000 options remain to be granted to eligible employees.

BY ORDER OF THE BOARD  
Chin Kim Fung (LS00234)  
(Secretary)