

YGL CONVERGENCE BERHAD (649013-W)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)
FOR THE SECOND QUARTER ENDED 30 JUNE 2010

	Note	Individual Quarter 3 months ended 30 June		Cumulative Quarter 6 months ended 30 June	
		2010 RM	2009 RM	2010 RM	2009 RM
Continuing Operations					
Revenue		2,487,606	2,025,983	4,916,124	3,971,318
Cost of Sales		(1,701,961)	(1,726,468)	(3,418,859)	(3,250,266)
Gross Profit / (Loss)		785,645	299,515	1,497,265	721,052
Other Operating Income		188,748	39,132	353,692	102,852
Selling and Distribution Costs		(10,850)	(11,432)	(10,850)	(12,182)
Administrative Expenses		(234,908)	(203,761)	(461,964)	(476,188)
Other Operating Expenses		(429,342)	(370,195)	(866,227)	(949,634)
Profit / (Loss) for the period from continuing operations		299,293	(246,741)	511,916	(614,100)
Finance Costs		(1,847)	(2,262)	(3,693)	(4,523)
Share of Results of Associated Company		(47,857)	138,217	(93,942)	(69,881)
Profit Before Tax		249,589	(110,786)	414,281	(688,504)
Income Tax Expense	17	(2,457)	(8,536)	(8,330)	(15,843)
		247,132	(119,322)	405,951	(704,347)
Loss from discontinued operations		-	-	-	-
Profit / (Loss) for the period		247,132	(119,322)	405,951	(704,347)
Other comprehensive income		-	-	-	-
Total Comprehensive Income for the period		247,132	(119,322)	405,951	(704,347)
Total comprehensive income attributable to:					
Owners of the Parent		220,436	(102,829)	411,102	(651,890)
Non-Controlling Interest		26,696	(16,493)	(5,151)	(52,457)
		247,132	(119,322)	405,951	(704,347)
Earnings per share attributable to owners of the parent (in sen)					
Basic EPS	29	0.14	-0.07	0.26	-0.45

This condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.

YGL CONVERGENCE BERHAD (649013-W)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2010

	Note	30 June 2010 (Unaudited) RM	31 December 2009 (Audited) RM
ASSETS			
Non-Current Assets			
Property, Plant and Equipment		5,052,947	4,900,261
Goodwill and Other Intangible Assets		4,842,467	4,417,439
Investment Property		288,331	288,569
Investment in Associate Company		1,058,587	677,529
Loans and Receivables		-	92,955
Deferred Tax Assets		40,273	-
		<u>11,282,605</u>	<u>10,376,753</u>
Current Assets			
Trade and Other Receivables		4,123,060	3,508,744
Current Tax Assets		200,126	202,954
Cash and Cash Equivalents		3,502,554	3,111,428
		<u>7,825,740</u>	<u>6,823,126</u>
TOTAL ASSETS		<u>19,108,345</u>	<u>17,199,879</u>
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share Capital		15,997,740	14,543,400
Share Premium Reserve		2,353,328	2,335,128
Exchange Translation Reserve, non-distributable (Accumulated Loss) / Retained Profit		(138,809)	(54,486)
		<u>(2,317,832)</u>	<u>(2,728,934)</u>
Equity attributable to owners of the parent		15,894,427	14,095,108
Non-Controlling Interest		106,960	112,111
TOTAL EQUITY		<u>16,001,387</u>	<u>14,207,219</u>
Non-Current Liabilities			
Hire Purchase Liabilities		36,489	55,265
Deferred Tax Liabilities		26,141	1,521
		<u>62,630</u>	<u>56,786</u>
Current Liabilities			
Trade & Other Payables		2,052,727	1,827,402
Hire Purchase Liabilities		53,933	71,995
Current Tax Liabilities		16,322	14,062
Deferred Revenue		921,346	1,022,415
		<u>3,044,328</u>	<u>2,935,874</u>
TOTAL LIABILITIES		<u>3,106,958</u>	<u>2,992,660</u>
TOTAL EQUITY AND LIABILITES		<u>19,108,345</u>	<u>17,199,879</u>
Net assets per share attributable to ordinary equity holders of the parent (sen)		9.94	9.69

This condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.

YGL CONVERGENCE BERHAD (649013-W)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE SECOND QUARTER ENDED 30 JUNE 2010

	Note	Share Capital RM	Share Premium RM	Exchange Translation Reserve RM	Retained Earnings RM	Total RM	Minority Interests RM	Total Equity RM
<i>Audited</i>								
At 1 January 2009		14,543,400	2,335,128	16,704	30,438	16,925,670	151,676	17,077,346
Exchange translation differences		-	-	(71,190)	-	(71,190)	-	(71,190)
Net loss for the year		-	-	-	(2,759,372)	(2,759,372)	(39,565)	(2,798,937)
Total recognised income and expenses for the year		-	-	(71,190)	(2,759,372)	(2,830,562)	(39,565)	(2,870,127)
At 31 December 2009		<u>14,543,400</u>	<u>2,335,128</u>	<u>(54,486)</u>	<u>(2,728,934)</u>	<u>14,095,108</u>	<u>112,111</u>	<u>14,207,219</u>
<i>Unaudited</i>								
At 1 January 2010		14,543,400	2,335,128	(54,486)	(2,728,934)	14,095,108	112,111	14,207,219
Issue of share capital		1,454,340	18,200	-	-	-	-	1,472,540
Exchange translation differences		-	-	(84,323)	-	(84,323)	-	(84,323)
Net profit for the year		-	-	-	411,102	411,102	(5,151)	405,951
At 30 June 2010		<u>15,997,740</u>	<u>2,353,328</u>	<u>(138,809)</u>	<u>(2,317,832)</u>	<u>15,894,427</u>	<u>106,960</u>	<u>16,001,387</u>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim report.

YGL CONVERGENCE BERHAD (649013-W)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE SECOND QUARTER ENDED 30 JUNE 2010**

Note	6 MONTHS ENDED 30 JUNE (UNAUDITED) 2010 RM	YEAR ENDED 31 DECEMBER (AUDITED) 2009 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before taxation	414,281	(2,778,027)
Adjustments for:-		
Depreciation of property, plant and equipment	95,988	257,833
Depreciation of investment property	119	477
Amortisation of software development costs	465,219	814,773
Share of result of associates	93,942	144,691
Bad debts written off	-	79,523
Allowance for doubtful debts	-	94,856
Allowance for doubtful debts written back	(230,192)	(28,025)
Unrealised loss on foreign exchange	41,138	-
Interest income	(28,050)	(134,563)
Interest expense	-	6,297
Hire purchase term charges	3,693	8,002
Operating profit / (loss) before working capital changes	<u>856,138</u>	<u>(1,534,163)</u>
Changes in software development costs	(982,155)	(2,199,262)
Changes in receivables	(208,306)	91,415
Changes in payables	(190,757)	(626,103)
Changes in deferred revenue	101,069	(296,429)
Cash utilised in operations	<u>(424,011)</u>	<u>(4,564,542)</u>
Interest received	28,050	134,563
Interest paid	-	(6,297)
Tax paid	(8,330)	(53,779)
Net cash used in operating activities	<u>(404,291)</u>	<u>(4,490,055)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(252,554)	(398,153)
Purchase of investment in associate	(475,000)	(500,000)
Proceeds from disposal of other investment	92,954	897,977
Repayment from associate	-	175,000
Net cash used in investing activities	<u>(634,600)</u>	<u>174,824</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	1,472,540	-
Payment of hire purchase instalments	(36,837)	(79,813)
Hire purchase term charges paid	(3,693)	(8,002)
Net cash used in financing activities	<u>1,432,010</u>	<u>(87,815)</u>
NET CHANGES IN CASH AND CASH EQUIVALENTS	393,119	(4,403,046)
EFFECT OF CHANGES IN EXCHANGE RATES	(1,993)	(8,635)
CASH AND CASH EQUIVALENTS AS AT 1 JANUARY	3,111,428	7,523,109
CASH AND CASH EQUIVALENTS AS AT 30 JUNE	<u><u>3,502,554</u></u>	<u><u>3,111,428</u></u>
Represented by:		
TIME DEPOSITS	2,102,447	2,126,906
CASH AND BANK BALANCES	<u>1,400,107</u>	<u>984,522</u>
	<u><u>3,502,554</u></u>	<u><u>3,111,428</u></u>

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.

PART A - EXPLANATORY NOTES PURSUANT TO FRS 134 INTERIM FINANCIAL REPORTING

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134, Interim Financial Reporting and Appendix 9B, para 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2009. 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 December 2009 as well as those policies adopted from the financial year beginning 1 January 2010 as disclosed therein (where applicable).

- (i) Adoption of New and Revised FRSs, IC Interpretations and Amendments
 - FRS 7, Financial Instruments: Disclosures
 - FRS 8, Operating Segments
 - FRS 101(revised), Presentation of Financial Statements
 - FRS 123(revised), Borrowing Costs
 - FRS 132(revised), Financial Instruments: Presentation
 - FRS 139, Financial Instruments: Recognition and Measurement
 - IC Interpretation 4, Determining Whether An Arrangement Contains A Lease
 - IC Interpretation 9, Reassessment of Embedded Derivatives
 - IC Interpretation 10, Impairment and Interim Financial Reporting
 - IC Interpretation 11, FRS 2, Group and Treasury Share Transactions
 - IC Interpretation 13, Customer Loyalty Programmes
 - IC Interpretation 14, FRS 119, The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
 - IC Interpretation 18, Transfers of Assets From Customers
 - Amendments to FRS 2, Share-Based Payment
 - Amendments to FRS 5, Non-Current Assets Held for Sale and Discontinued Operations
 - Amendments to FRS 8, Operating Segments
 - Amendments to FRS 139, FRS 7 and IC Interpretation 9, Financial Instruments
 - Amendments to FRS 107, Statement of Cash Flows
 - Amendments to FRS 108, Accounting Policies, Changes in Accounting Estimates and Errors
 - Amendments to FRS 110, Events after the Reporting Period
 - Amendments to FRS 116, Property, Plant and Equipment
 - Amendments to FRS 117, Leases
 - Amendments to FRS 118, Revenue
 - Amendments to FRS 119, Employee Benefits
 - Amendments to FRS 123, Borrowing Costs
 - Amendments to FRS 127, Consolidated and Separate Financial Statements
 - Amendments to FRS 128, Investments in Associates
 - Amendments to FRS 131, Interests in Joint Ventures
 - Amendments to FRS 132, Financial Instruments: Presentation
 - Amendments to FRS 134, Interim Financial Reporting
 - Amendments to FRS 136, Impairment of Assets
 - Amendments to FRS 138, Intangible Assets
 - Amendments to FRS 140, Investment Property

2. Auditors’ Report of Preceding Annual Financial Statements

The auditors’ report of the preceding financial year was not subject to any qualification.

3. Seasonality or Cyclicity of Interim Operations

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

4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items in the financial statements in the current financial quarter under review.

5. Material Changes in Estimates

There were no changes in estimates that have had a material effect in the current financial quarter under review.

6. Issuance and Repayment of Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities, share buy-back, share cancellation, shares held as treasury shares and resale of treasury shares for the current financial quarter under review.

7. Dividend Paid

No dividends were paid in the current quarter under review.

8. Segmental Information

Segmental information was provided for the operations in Malaysia and Asia Pacific region.

	3 months ended 30 June		Cumulative 6 months ended 30 June	
	2010	2009	2010	2009
<u>Segment Revenue</u>				
Revenue from operations:				
Malaysia	1,142,132	890,166	2,329,176	1,622,145
Asia Pacific	1,345,474	1,222,600	2,586,948	2,435,956
Total revenue	2,487,606	2,112,766	4,916,124	4,058,101
Elimination of inter-segment sales	-	(86,783)	-	(86,783)
External sales	2,487,606	2,025,983	4,916,124	3,971,318
Interest revenue	16,381	27,710	28,050	79,587

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	3 months ended 30 June		Cumulative 6 months ended 30 June	
	2010	2009	2010	2009
<u>Segment Results</u>				
Results from operations:				
Malaysia	345,643	(110,403)	833,085	(94,156)
Asia Pacific	(46,350)	(136,338)	(321,169)	(519,944)
	299,293	(246,741)	511,916	(614,100)
Finance cost	(1,847)	(2,262)	(3,693)	(4,523)
Share of associate's profit / (loss)	(47,857)	138,217	(93,942)	(69,881)
Tax expense	(2,457)	(8,536)	(8,330)	(15,843)
Non-controlling interest	(26,696)	16,493	5,151	52,457
Total results	220,436	(102,829)	411,102	(651,890)

9. Valuations of Property, Plant & Equipment

The valuations of property, plant and equipment have been brought forward, without amendments from the financial statements for the financial year ended 31 December 2009.

10. Material Events subsequent to the Statement of Financial Position date

There were no other material events subsequent to the end of the current financial quarter under review to the date of this announcement.

11. Changes in the Composition of the Group

Save as disclosed below, there are no changes in the composition of the Group.

Joint venture with Vista Investment Management Limited, Asian Sky Investments Limited, Fong Yow Khen and Foo Yong Kwang

Following the joint venture contract and supplemental joint venture contract entered between Ygl with Vista Investment Management Limited (“VIML”) dated 18 March 2008 and 24 March 2008 respectively, Ygl announced on 15 June 2010 that the Company had entered into a new joint venture agreement with VIML, Asian Sky Investments Limited, Fong Yow Khen and Foo Yong Kwang to regulate their relationship as shareholders in the joint venture company, namely Ygl iBay International Sdn. Bhd. (“Ygl iBay”). With the new joint venture agreement, the Company now holds 34.03% of the share capital of Ygl iBay. Ygl iBay remains an associate company of Ygl.

The joint venture is still involved in the business of providing professional advisory on consulting, procurement and outsourcing, software development and marketing and renting of software, acquiring master agency and developing and marketing eProcurement IT solutions.

12. Changes in Contingent Liabilities

There is no contingent liability as at 23 August 2010 (the latest practicable date not earlier than 7 days from the date of issue of this financial result).

PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

13. Review of Performance

For the quarter under review, Ygl Group recorded a revenue of RM2,487,606 which was an increase of 22.8% as compared to a revenue of RM2,025,983 achieved in the preceding year corresponding quarter ended 30 June 2009. Gross profit for the quarter under review was RM785,645 as compared to gross profit of RM299,515 for the preceding year corresponding quarter which was an increase of 162.3%. This was mainly due to more revenue contribution for Ygl Group from both Malaysian and overseas operation under fairly consistent operational costs.

For the six months period ended 30 June 2010, Ygl Group recorded a revenue of RM4,916,124 representing an increase of 23.8% as compared to a revenue of RM3,971,318 achieved in the six months period ended 30 June 2009. Gross profit increased by 107.6% to RM1,497,265 for the six months period ended 30 June 2010 from RM721,052 as achieved in the six months period ended 30 June 2009. This was due to increase in overall revenue under consistent operational costs. Ygl Group core management and professional team have been well maintained in the past years, against the backdrop of a not so favourable world economy.

14. Material Changes in Profit Before Tax Against Preceding Quarter

There was a profit before tax of RM249,589 for the quarter under review as compared to a profit of RM164,692 recorded in the preceding first quarter ended 31 March 2010. This is mainly due to the increase in revenue from RM2,428,518 in the preceding quarter to RM2,487,606 in this quarter which was an increase of 2.4%, with a fairly consistent costs structure.

15. Corporate Proposals

There are no other corporate proposals announced but not completed as at the date of announcement as at 23 August 2010 (the latest practicable date not earlier than 7 days from the date of issue of this financial result).

16. Prospects for 2010

Ygl Group is cautiously optimistic on the prospect of growth in the second half of the year, as the information technology sector spending improves. This quarter results reflect the positive efforts undertaken by Ygl in maintaining software development initiatives, retaining the core management team and diversifying into niche domain expertise and industry solutions. Ygl Group is focused on strengthening and expanding Ygl product in Malaysia and Asia Pacific region.

17. Taxation

	Current Quarter 30 June 2010	Cumulative Quarter 30 June 2010
	RM	RM
Current tax expense	2,457	8,330

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The effective tax rate is lower than the statutory tax rate as there is no taxation charged on Ygl Multimedia Resources Sdn. Bhd., as the company has been accorded Multimedia Super Corridor (“MSC”) Status and was granted Pioneer Status effective from 2 April 2004, which exempts 100% of the statutory business income from qualifying products from taxation for a period of 5 years. The MSC status has been extended for another 5 years as approved in the letter issued by Multimedia Development Corporation (MDEC) dated 24 February 2010.

18. Profit on sale of Unquoted Investments and/or Properties

There was no disposal of unquoted investments and properties in the current financial quarter under review and the financial year to date.

19. Purchase or Disposal of Quoted Securities

There were no purchases or disposals of quoted securities in the current financial quarter under review.

20. Status on Utilisation of Proceeds

Private Placement

Pursuant to the private placement exercise undertaken by the Company on 22 March 2010, the Company had raised approximately RM1.527 million which is entirely earmarked for working capital purposes. As at to date, Ygl has utilised approximately RM304,473.

21. Cash and cash equivalents

	As at 30 June 2010 RM'000
Time deposits	2,102
Cash and bank balances	1,400
	<hr/> 3,502 <hr/>

22. Company Borrowings and Debt Securities

Unsecured	As at 30 June 2010 RM
<u>Payable within 12 months</u>	
Hire purchase liability	53,933
<u>Payable after 12 months</u>	
Hire purchase liability	36,489
Total	<hr/> 90,422 <hr/>

The Group does not have any foreign currency borrowings.

23. Capital Commitment

As at 23 August 2010 (the latest practicable date not earlier than 7 days from the date of issue of this financial result), the Group has no material capital commitment in respect of property, plant and equipment.

24. Financial Instruments

Financial Risk Management Objectives and Policies

The Group’s operating, investing and financing activities expose it to currency risk, interest rate risk, price risk, credit risk and liquidity risk. The chief executive office, supported by the management team, assesses and makes recommendations to the board for risk management purposes. The methods used to assess financial risks include statistical analysis and financial models. The Board has identified the following financial risk management objectives and policies:

- a) To minimize the group’s exposure to foreign currency exchange rates and future cash flow risks;
- b) To accept reasonable level of price risk and credit risk that commensurate with the expected returns of the underlying operations and activities; and
- c) To minimize liquidity risk by proper cash flow planning, management and control.

The Group’s risk management policies include:

- a) Credit controls which include evaluation, acceptance, monitoring and feedback to ensure reasonable credit worthy customers are accepted; and
- b) Money market instruments, short term deposits and bank overdrafts to manage liquidity risk.

The Group does not have a formal policy on future or exchange contracts or hedge activities as foreign currency transactions are dealt directly by the respective overseas subsidiary companies.

There have been no significant changes on the Group’s exposure to financial risks from the previous year. Neither have there been any changes to the Group’s risk management objectives and policies from the previous year.

With the implementation of FRS 139, effective on or after 1 January 2010, there are no longer “ off ” statement of financial position financial instruments as all financial instruments will be accounted for on the statement of financial position. The Company does not deal in any financial instruments in the quarter under review as such there was no financial instrument reported and no other comprehensive income reported in the financial statements in the quarter under review except those that were of loan and receivable in nature.

Analysis of financial assets past due but not impaired:

	Trade Receivables
Past due	RM
Up to 90 days	733,171
>90 to 180 days	329,360
>180 to 360 days	508,566
>360 days	350,044
Total past due amount	<u>1,921,141</u>

The financial assets are classified as impaired asset when they are more than 360 days past due and after impairment tests reveal that their recovery is doubtful. Adequate impairment losses have been allowed for these impairment assets.

25. Significant Related Party Transactions

For the second quarter ended 30 June 2010, there was no significant related party transaction entered by the Group.

26. Material Litigation

Neither the Company nor its subsidiary companies is engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of the Company or its subsidiary companies.

Negotiation among Ygl Convergence (Asia Pacific) Pte. Ltd., Toh Keng Ching and Heng Su Lin ensued after an affidavit in support of the Originating Summons dated 11 May 2009 was served. An extraordinary general meeting of Ygl Convergence (Asia Pacific) Pte. Ltd. was eventually held on 18 February 2010 for the following resolutions:-

- (i) That Mr. Yeap Kong Chean was appointed as the Chairman of the meeting.
- (ii) That Mr. Tan Hui Meng of Alpha Asia Management Services Pte. Ltd. was removed as the Company Secretary and that Mr Ramasamy Jayapal of Hallmark Nominees Services Pte. Ltd. was appointed as the new Company Secretary with immediate effect.
- (iii) That the Toh Keng Ching and Heng Su Lin were removed as directors of the company with immediate effect and Yeap Kong Chean, Tan Hoay Leng and Ho Siew Bee were appointed as the new directors with immediate effect.
- (iv) That the one ordinary share from Ygl Convergence Berhad was transferred to Yeap Kong Chean.
- (v) That with the removal of Toh Keng Ching as a director, all the company's accounting, bank sales, forecast, purchases records, relevant supporting documents and cheque books and other company property in her possession custody and control such as computers and laptops be immediately handed over from her to the new management.

The new company secretary will do the necessary to effect the said resolutions.

27. Profit Estimate/Forecast

Not applicable.

28. Dividend

The Board did not declare any dividend payments for the current financial quarter under review.

**Ygl Convergence Berhad (649013-W) (“Ygl” or “Group”)
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29. Earnings Per Share

The basic earnings per share of the Group is calculated by dividing the net profit for the period by the weighted average number of ordinary shares.

	3 months ended 30 June		Cumulative 6 months ended 30 June	
	2010	2009	2010	2009
Profits/(Loss) for the period attributable to shareholders (RM)	247,132	(119,322)	405,951	(704,347)
Weighted average number of ordinary shares in issue	159,977,400	145,434,000	159,977,400	145,434,000
Basic earnings/(loss) per share (sen)	0.14	(0.07)	0.26	(0.45)