M N C WIRELESS BERHAD (Company No. 635884 - T) (Incorporated in Malaysia)

NOTES TO THE QUARTERLY REPORT - 30 SEPTEMBER 2009

Part A - Explanatory Notes Pursuant to Financial Reporting Standards ("FRS") 134 - Interim Financial Reporting

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with FRS 134 - Interim Financial Reporting and Rule 9.22 and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the MESDAQ Market.

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

2. Changes in Accounting Policies

The following Financial Reporting Standards ("FRS"), amendments to FRSs and IC Interpretations have been issued by the MASB but are not yet effective

FRS 101(Revised 2009) Presentation of Financial Statements

FRS 4 Insurance Contracts FRS 8 Operating Segments FRS 123 Borrowing Costs

IC Interpretation 10 Interim Financial Reporting and Impairment 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

Amendments to FRS 2 Share-based Payment: Vesting Conditions and Cancellations

Amendments to FRS 1 First-time Adoption of Financial Reporting Standards and FRS 127 Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Amendments to FRS 7, FRS 132, FRS 139 and IC Interpretation 9: Improvements to Accounting for Financial Instruments

Amendments to FRSs: Annual Improvements to FRSs(2009)

All the new FRSs, amendments to FRSs and IC Interpretations above are effective from 1 January 2010 with the exception of FRS 8, which is effective from 1 July 2009.

3. Auditors' Report on Preceding Annual Financial Statements

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

4. Comments About Seasonal or Cyclical Factors

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

5. Unusual Items Due to Their Nature, Size or Incidence

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

6. Changes in Estimates

There were no significant changes in estimates which will have a material effect in the current quarter under review.

7. Changes in Debt and Equity Securities

There was no issuance or repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares during the current quarter under review.

8. Dividends Paid

There were no dividends paid during the current quarter under review.

9. Segmental Information

The segmental result of the Group for the financial period ended 30 September 2009 based on segment activities are as follows:-

	Mobile Applications RM'000	Wireless And Multimedia Related Services RM'000	Elimination RM'000	Consolidation RM'000
Revenue				
External sales	10,265,	2,546	-	12,811
Inter-segment sales	-	7,410	(7,410)	-
<u> </u>	10,265	9,956	(7,410)	12,811
Results				
Loss before investment income and taxation				(230)
Investment income				75
Share of loss of Associate				(116)
Loss before taxation			_	(271)
Taxation			_	
Loss for the period			=	(271)

10. Valuation of Property, Plant and Equipment

The Group did not revalue any of its property, plant and equipment during the current quarter under review.

11. Subsequent Material Events

There were no material events subsequent to the end of the financial quarter which is not reflected in the financial statements of the current quarter under review.

12. Changes in the Composition of the Group

There were no changes in the composition of the Group during the current quarter under review.

13. Contingent Assets and Contingent Liabilities

There were no material contingent assets and contingent liabilities as at the date of this report.

14. Commitments

There were no commitments as at the date of this report.

15. Significant Related Party Disclosures

Save as disclosed below, there were no other significant related party transactions during the current quarter under review:

			Current
			To Date
	Transacting		30.09.2009
Nature of Related Party Transactions	Related Parties	Note	RM'000
Provision of advertisement and promotion services	Vizeum Media Services (M) Sdn. Bhd.	(a)	4
Provision of advertising and public relations	DDB PR Sdn. Bhd.	<i>(b)</i>	5
Provision of customer relationship marketing & direct marketing services	Rapp Collins (M) Sdn. Bhd.	<i>(c)</i>	34
Provision of integrated communications services	Naga DDB Sdn Bhd	(<i>d</i>)	12

Notes:

- (a) A company in which certain directors and substantial shareholders of the Company (vide their substantial shareholdings in Monaxis Sdn. Bhd.), namely Datuk Lee Fook Long and Lionel Koh Kok Peng, are directors. Datuk Lee Fook Long is also a substantial shareholder of Vizeum Media Services (M) Sdn Bhd.
- (b) A company in which a director and substantial shareholder of the Company (vide his substantial shareholding in Monaxis Sdn. Bhd.), namely Lionel Koh Kok Peng is a director.
- (c) A company in which a director and substantial shareholder of the Company (vide his substantial shareholding in Monaxis Sdn. Bhd.), namely Datuk Lee Fook Long is a director and shareholder.
- (d) A company in which two (2) directors and substantial shareholders of the Company (vide his substantial shareholding in Monaxis Sdn. Bhd.), namely Datuk Lee Fook Long is a director and shareholder whilst Lionel Koh Kok Peng holds a key management position.

3

Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Securities for the MESDAQ Market

1. Performance Review

With the increased revenue stream coming in from projects that was carefully invested, the Group's performance has turned profitable for the current quarter under review. The Group recorded a profit before taxation of RM0.030 million for the current quarter as compared to the loss before taxation of RM0.074 million in the preceding year corresponding quarter. The revenue for the current quarter increased by approximately 63.12% to RM4.393 million as compared to RM2.693 million in the preceding year corresponding quarter. The improvement in the revenue and the profit before taxation in the current quarter was mainly due to higher sales achieved from existing products and revenue from digital business.

2. Variation of Results against Preceding Quarter

	Q3 2009 RM'000	Q2 2009 RM'000
Revenue	4,394	4,242
Profit / (Loss) before taxation	30	(169)

The revenue of the Group for the current quarter under review increased by 3.6% to RM4.394 million as compared to the previous quarter. The improvement in revenue and profit before taxation was mainly attributable to the Group's continuous effort to market and come up with new products and services, particularly in the digital business which has drive additional revenue stream for the Group.

3. Prospects

The industry continues to witness increased in the use of mobile and digital advertising for consumer marketing, advertising and branding purposes. With the continuous growth in the digital content consumption, the digital business is expected to contribute further to the performance of the Company moving forward. Nevertheless the Company will continue to optimise its operational efficiency and to manage its operational cost in order to stay competitive. Continuous R&D to drive our existing and new products will continue to be in place in order to develop engaging digital products and solutions that suit the market needs and trends.

Barring any unforeseen circumstances, the Board expects the Group to achieve a satisfactory performance for the financial year ending 31 December 2009.

4. Profit Forecast and Profit Guarantee

The Group has not issued any profit forecast or profit guarantee in any public documents.

5. Taxation

There is no taxation charge on certain business income of the Group as MNCW was accorded the Multimedia Super Corridor status, which qualifies for the Pioneer Status incentive under the Promotion of Investment (Amendment) Act, 1986. The tax exemption period is valid for five (5) years from 31 January 2004 to 30 January 2009. The Company has applied and is currently being reviewed for an extension of the Pioneer Status Tax Relief Period.

6. Unquoted Securities

There were no purchases or disposals of unquoted securities during the current quarter under review.

7. Quoted Securities

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

8. Status of Corporate Proposals

As at the date of issue of these interim financial statements, there were no corporate proposals announced but not completed in the current quarter under review.

9. Group Borrowings and Debt Securities

The Group does not have any borrowings or debt securities as at the date of issue of these interim financial statements.

10. Off Balance Sheet Financial Instruments

There is no material off balance sheet financial instruments as at the date of issue of these interim financial statements.

11. Changes in Material Litigation

There is no material outstanding litigation as at the date of issue of these interim financial statements.

12. Dividend Payable

No dividend has been declared or paid during the current quarter under review.

13. Loss per Share

(1)	Basic earning/(loss) per share		Preceding Year Corresponding Quarter 30.9.2008	Cumulativ Current Year To Date 30.9.2009	e Quarter Preceding Year To Date 30.9.2008
	Profit / (Loss) after taxation (RM'000)	30	(74)	(271)	(1,244)
	Weighted average number of ordinary shares in issue ('000)	94,474	94,474	94,474	94,474
	Basic earning / (loss) per share (sen)	0.03	(0.08)	(0.29)	(1.32)
(2)	Diluted earning/ (loss) per share				
	Profit / (Loss) after taxation (RM'000)	30	(74)	(271)	(1,244)
	Weighted average number of ordinary shares ('000)	94,474	94,474	94,474	94,474
	Diluted earning / (loss) per share (sen)*	0.03	(0.08)	(0.29)	(1.32)

The effect on the basic loss per share for the current quarter and year-to-date arising from the assumed conversion of Employee Share Option Scheme is anti-dilutive. Accordingly, the diluted loss per share are presented as equal to basic loss per share.

14. Authorisation For Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 11 November 2009.