Focus Dynamics Technologies Berhad ("Focus" or the "Company")

(Company No: 582924-P)

Interim Financial Report for the three months period ended 31 December 2013

PART A. EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 ("MFRS 134") INTERIM FINANCIAL REPORTING

A1. BASIS OF PREPARATION

The interim financial statements are unaudited and have been prepared in accordance with the requirements outlined in the Malaysian Financial Reporting Standards ("MFRS") No. 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB"), and Paragraph 9.22 of the Bursa Malaysia Securities Berhad ("Bursa Securities") ACE Market Listing Requirements ("ACE Listing Requirements") and should be read in conjunction with the audited financial statements of the Company and its subsidiaries ("Group") for the financial year ended 31 December 2012. 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 financial year ended 31 December 2012.

The accounting policies and methods of computation adopted by the Group in this interim financial statements are consistent with those adopted in the financial statements for the financial year ended 31 December 2012 except for the newly-issued accounting framework - MFRS and IC Interpretations ("IC Int.") to be applied by all Entities Other Than Private Entities for the:

Financial periods beginning on or after 1 July 2012

Amendments to MFRS 101, Presentation of Items of Other Comprehensive Income

Financial periods beginning on or after 1 January 2013

Amendments to MFRS 101, Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)

MFRS 2, Share-based Payment

MFRS 3, Business Combinations

MFRS 5. Non-current Assets Held for Sale and Discontinued Operations

MFRS 7, Financial Instruments: Disclosures

MFRS 8, Operating Segments

MFRS 101, Presentation of Financial Statements MFRS 107, Statement of Cash Flows

MFRS 108, Accounting Policies, Changes in Accounting Estimates and Errors

MFRS 110, Events after the Reporting Period

MFRS 112. Income Taxes

MFRS 116, Property, Plant and Equipment MFRS 118, Revenue

MFRS 119, Employee Benefits

MFRS 121. The Effects of Changes in Foreign Exchange Rates

MFRS 124, Related Party Disclosures

MFRS 127, Consolidated and Separate Financial Statements MFRS 128, Investment in Associates

MFRS 132, Financial Instruments: Presentation MFRS 133, Earnings Per Share

MFRS 134, Interim Financial Reporting MFRS 136, Impairment of Assets

MFRS 137, Provisions, Contingent Liabilities and Contingent Assets MFRS 138, Intangible Assets

MFRS 139, Financial Instruments: Recognition and Measurement Improvements to MFRSs

The adoption of the above did not have any significant effects on the interim financial statements upon their initial application.

A2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report for the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2012 were not subject to any qualification.

A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group's business operational results were not materially affected by any major seasonal or cyclical factors.

A4. UNUSUAL ITEM DUE TO THEIR NATURE, SIZE OR INCIDENCE

During the current quarter under review, there were no unusual items or events that affecting the assets, liabilities, equity, net income or cash flows, to the effect that is unusual nature, size or incidence.

A5. MATERIAL ESTIMATES AND CHANGES IN ESTIMATES

There were no changes in estimates that have a material effect in the current quarter and financial period-to-date results under review.

A6. ISSUANCE OR REPAYMENT OF DEBT AND EQUITY SECURITIES

There were no issuances, repurchases and repayment of debt securities during the period under the review and up to the date of this report

A7. DIVIDEND DECLARED

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

The Directors do not recommend the payment of any dividend in respect of the current financial period under review.

A8. SEGMENT INFORMATION

Segment information is provided based on three (3) major business segments, i.e. engineering services, manufacturing and Food & Beverage. Expenses, assets and liabilities which are common and cannot be meaningfully allocated to the segments are presented under allocated expenses, assets and liabilities respectively.

Business segments in revenue and results of the Company and its subsidiaries ("Group") for the current quarter and current year to date for 31 December 2013 are as follows:-

(4,939,356)					
	←Resu	ılts for 12 mont Engineering	hs ended 31 De Food &		3→
	Manufacturing RM	services RM	Beverage RM	Others RM	Total RM
Revenue Segment revenue Elimination- inter segment	19,078	4,767,753	3,960,367	-	8,747,198
Total revenue	19,078	4,767,753	3,960,367	-	8,747,198
Results from operating activities	(421,033)	(1,588,907)	(1,427,366)	(573,229)	(4,010,535)
Finance costs Impairment of goodwill					(217,516) (495,560)-
Loss before taxation Tax expense					(4,723,611) (215,745)
Loss after taxation					(4,939,356)
Assets and Liabilities					
Segment assets Goodwill on consolidation	7,629,654	7,758,132	6,830,281	68,312	22,286,379 2,331,544
Investment in associates Cash in hand and at banks					428,063
Deposits with licensed banks Tax recoverable					5,078,368 239,133
Consolidated total assets					30,363,487
Segment liabilities Provision for taxation	6,580	1,059,861	2,047,824	1,075,592	4,189,857
Borrowings					4,929,901
Total liabilities					9,119,758
Capital expenditure Depreciation of property, plant and equipment					812,612 1,286,663
Amortisation of products development expenditure					-
and equipment Amortisation of products					

	←Results for 12 months ended 31 December 2012 Engineering Food &				2→
	Manufacturing RM	services RM	Beverage RM	Others RM	Total RM
Revenue Segment revenue Elimination- inter segment	71,233	6,724,413	-	-	6,795,636
Total revenue	71,233	6,724,413			6,795,636
Results from operating activities	(2,069,693)	(1,542,917)	(604,650)	(324,196)	(4,541,456)
Elimination				-	126,212 4,415,244
					4,415,244
Finance costs Share of results in associates					(166,097) (26,214)
Loss before taxation				• •	(4,607,555)
Assets and Liabilities					
Segment assets Goodwill on consolidation Cash in hand and at banks Deposits with licensed banks Tax recoverable Consolidated total assets	7,729,451	10,292,751	1,242,486	57,488	19,322,179 2,209,793 442.442 4,160,002 455,441 26,589,857
Segment liabilities Unallocated liabilities Provision for taxation Borrowings Total liabilities	14,018	2,576,370	135,532	1,105,331 -	3,831,251 2,505 635,757 4,469,513
Capital expenditure					1,937,989
Depreciation of property, plant and equipment					773,570
Amortisation of products development expenditure					278,042
Non-cash expenses other than depreciation					564,096

A9 SUBSEQUENT EVENTS

There were no other material events during the current quarter of 31 December 2013 and up to the date of this report, which is likely to substantially affect the results of the operations of the Company, except the following which have been announced:-

On 31 December 2013, the Board of Directors ("Board") of the Company announced that Marquee International Holding Sdn Bhd ("MIHSB") entered into a Settlement and Share Purchase Agreement ("SSPA") with Datuk Chai Woon Chet (NRIC No.781224-06-5263) (hereinafter referred to as "Vendor 1") and Mr. Yeo Eng Kiat (NRIC No.790607-14-5679) (hereinafter referred to as "Vendor 2") for the proposed acquisition of additional 49% of Max Wisdom Sdn Bhd ("MWSB") by way of:-

(a) Vendor 1 to transfer 440,000 ordinary shares of RM1.00 each in MWSB, the subsidiary of the Company, representing 44% of the issued and paid-up share capital of MWSB at zero cost and free from all encumbrances as a full and final settlement of Vendor 1's obligation under the profit guarantee pursuant to clause 7 and its sub-clauses of the Share Purchase Agreement entered into between MIHSB and Vendor 1 on 7 June 2013 for the acquisition of 51% of the issued and paid-up share capital of MWSB; and

(b) Vendor 1 procured Vendor 2's consent to transfer 50,000 ordinary shares of RM1.00 each in MWSB, representing 5% of the issued and paid-up share capital of MWSB free from all encumbrances for the sale consideration of Ringgit Malaysia Five Hundred (RM500.00) only.

The SSPA will enable MIHSB to increase it's shareholding in MWSB from 51% to 100%. MWSB owns a total of four restaurant which located in well-known shopping mall i.e. Sunway Giza Mall, One Mont Kiara Mall, Viva Home Mall and Paradigm Mall with average 3 years of operations. In addition, MIHSB had effectively purchase 100% of MWSB at a price of RM1,600,500 as compare to the net tangible assets of MWSB as at 30 November 2013 amounted to RM1,691,038. Thus, no goodwill has been paid for to acquire the business of MWSB. More importantly, MIHSB will not need to incur any initial set up cost and preoperation cost to build the goodwill and reputation of the business. It saved MIHSB both the time and cost of going through such stages of a business that a business would normally go through.

On 7 February 2014, the Board further announced that the Board of Directors of MWSB has approved the transfer and registration of totalling 490,000 ordinary shares of RM1.00 each in MWSB in the name of MIHSB on 27 January 2014. On 7 February 2014, MIHSB has received all the newly issued original Share Certificates and the Sale Consideration has been made to the Vendor 2. In view of the aforesaid, the Settlement & Share Purchase in MWSB is completed on 7 February 2014.

A10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There were no changes in the valuation of property, plant and equipment since the latest audited financial statements for the financial year ended 31 December 2012.

A11. CHANGES IN THE COMPOSITION OF THE GROUP

On 26 June 2013, the wholly owned subsidiary of Focus, MIHSB had completed the acquisition of 510,000 ordinary shares, representing 51.0% equity interest of MWSB for RM1,600,000. MWSB is principally involved in restaurant, food and beverages business ("Acquisition").

On 31 December 2013, the Board further announced that MIHSB entered into a SSPA with Datuk Chai Woon Chet (NRIC No.781224-06-5263) (hereinafter referred to as "Vendor 1") and Mr. Yeo Eng Kiat (NRIC No.790607-14-5679) (hereinafter referred to as "Vendor 2") for the proposed acquisition of additional 49% of MWSB by way of:-

- (a) Vendor 1 to transfer 440,000 ordinary shares of RM1.00 each in MWSB, the subsidiary of the Company, representing 44% of the issued and paid-up share capital of MWSB at zero cost and free from all encumbrances as a full and final settlement of Vendor 1's obligation under the profit guarantee pursuant to clause 7 and its sub-clauses of the Share Purchase Agreement entered into between MIHSB and Vendor 1 on 7 June 2013 for the acquisition of 51% of the issued and paid-up share capital of MWSB; and
- (b) Vendor 1 procured Vendor 2's consent to transfer 50,000 ordinary shares of RM1.00 each in MWSB, representing 5% of the issued and paid-up share capital of MWSB free from all encumbrances for the sale consideration of Ringgit Malaysia Five Hundred (RM500.00) only.

The SSPA will enable MIHSB to increase it's shareholding in MWSB from 51% to 100%. On 7 February 2014, the acquisition of additional 49% interest in MWSB was deemed completed and MWSB has become the wholly owned subsidiary of MIHSB.

A12. CONTINGENT ASSETS AND LIABILITIES

There were no changes in contingent liabilities or contingent assets, since the last financial year ended 31 December 2012.

A13. CAPITAL COMMITMENTS

Capital expenditure commitments contracted and not provided for in the interim financial statements as at 31 December 2013 are as follows:-

As at 31.12.2013 RM

Property, plant and equipment

1,147,615

Focus Dynamics Technologies Berhad ("Focus" or the "Company") (Company No: 582924-P)

Interim Financial Report for three months period ended 31 December 2013

B. ADDITIONAL INFORMATION REQUIRED BY "BURSA SECURITIES"

B1. REVIEW OF PERFORMANCE

CURRENT QUARTER COMPARED TO THE CORRESPONDING QUARTER OF LAST YEAR (4Q 13 vs 4Q 12)

	3 months ended		
	31.12.2013	31.12.2012	
	RM	RM	
Revenue	2,952,276	1,623,790	
Loss before taxation ("LBT")	1,911,260	1,325,440	

For the 4th quarter ended 31 December 2013, the Group achieved sales revenue of RM2.95 million as against RM1.62 million of the corresponding quarter of last year. The increase in revenue is mainly due to the contribution of RM1.98 million from MWSB, the newly acquired subsidiary, which is engaged in the restaurant, food and beverage ("F&B") business.

With the new line of business, the gross profit ("GP") margin for the current quarter rose to 58,45% from 12.90% in the corresponding quarter in 2012. The higher GP margin is mainly attributable higher GP margin for F&B business.

Despite the increase in revenue and higher GP margin, the Group suffered a higher LBT of RM1.91 million in the current quarter as against RM1.32 million in the previous quarter due to the following:-

- (i) impairment of trade receivable of RM0.32 million by its subsidiary, DPC Industrial Systems Sdn Bhd ("DPC"); and
- (ii) impairment of goodwill of RM0.50 million by the Company on its investment in DPC.

B2. COMPARISON OF CURRENT QUARTER RESULTS WITH THE PRECEDING QUARTER

4Q 13 vs 3Q 13

	3 months ended 31.12.2013 RM	3-months ended 30.09.2013 RM
Revenue	2,952,276	2,792,074
LBT	1,911,260	684,557

For the three months period ended 31 December 2013, the Group registered a 5.73% increase of revenue from RM2.79 million in the previous quarter to RM2.95 million in the current quarter.

Despite the slight increase in revenue, the Group suffered LBT of RM1.91 million as against RM0.68 million in the previous quarter due to the following:-

- The lawsuit settlement of RM1.0 million received from the former directors on 26 August 2013 is a non-recurring event, which was classified as other income in the previous quarter;
- (iii) impairment of trade receivable of RM0.32 million by its subsidiary, DPC Industrial Systems Sdn Bhd ("DPC"); and
- (iv) impairment of goodwill of RM0.50 million by the Company on its investment in DPC.

B3. COMMENTARY ON PROSPECTS

The Board believes that the Group will continue to operate in competitive environment. The Group intends to focus on the following:-

(i) Engineering services sector

The Group will focus on growing the LED lighting industries and renewable energy services; and

(ii) Food and beverage sector

The Group, via MIHSB, holds 100% equity interest in MWSB. MWSB owns a total of four restaurant which located in well-known shopping mall i.e. Sunway Giza Mall, One Mont Kiara Mall, Viva Home Mall and Paradigm Mall with average 3 years of operation. The Board sees great value in MWSB through the feedbacks from regular customers, walk-in diners, local media reviews and food bloggers. As such, this will be beneficial to the Group's food & beverage business as the brand has been established with four successful outlets in the heart of Klang Valley.

B4. PROFIT FORECAST OR PROFIT GUARANTEE

Not applicable as the Group did not publish any profit forecast or profit guarantee

B5. NOTES TO CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	31.12.2013 RM	31.12.2012 RM
Loss for the period is arrived at after charging		
Amortisation and depreciation	1,286,663	773,552
Interest expense	217,516	166,097
Impairment on trade receivables	382,984	-
Impairment loss on R&D expenses	=	267,793
Impairment of goodwill	495,560	-
Realised foreign exchange loss	191	121,046
Property, plant and equipment written off	700	34,608
Inventories written off	-	249,649
And after crediting		
Bad debts recovered	=	-
Gain on disposal of quoted and unquoted investments	-	-
Gain on disposal of property, plant and equipment	20,000	19,999
Gain on foreign exchanged- realised	, -	321
Other income	-	12,470
Interest income	49,930	80,380
Lawsuit settlement	1,000,000	-

B6. INCOME TAX EXPENSE

	3 months e	3 months ended		
	31.12.2013	31.12.2012		
	RM	RM		
	-	-		
Deferred tax				
Current tax	215,745	=		
Tax Expenses	215,745	-		

There was no income tax estimated for the for the current financial quarter ended 31st December 2013

B7. STATUS OF CORPORATE PROPOSALS

There are no corporate proposals announced but not completed as at the reporting date.

The Private Placement was completed on 27 December 2013 following listing of and quotation for 32,068,300 Placement Shares on the ACE Market of Bursa Securities with effect from 9.00 a.m., 27 December 2013.

B8. GROUP BORROWINGS AND DEBT SECURITIES

The details of the Group's borrowings as at 31 December 2013 are as follows:

	As at 31.12.2013 RM	As at 31.12.2012 RM
Current		
Term loan- secured	754,708	5,854
Bank overdraft	1,500,000	
Hire purchase unsecured	254,274	112,103
	2,508,982	117,103
Non-current		
Term loan-secured	1,793,999	-
Hire purchase-unsecured	626,920	517,800
	2,420,919	517,800
Total Bank borrowings	4,929,901	635,757

The Group does not have any foreign borrowings as at the date of this report.

B9. MATERIAL LITIGATION

Save for the following, the Group is not 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 as at the date of this report:-

(i) Pan Asia Publications Sdn Bhd ("PAPSB" or "Plaintiff) vs Focus Dynamics Drives Sdn Bhd ("FDD" or Defendant") (High Court of Shah Alam Civil Suit No; 22-1424-2010)

PAPP initiated a legal action against FDD, a wholly-owned subsidiary of the Company, in the High Court of Malaya, Shah Alam on 3 November 2010. FDD filed the Memorandum of Appearance on 23 December 2010. PAPSB in this suit prays for a declaration that the Agreement to Purchase dated 26 April 2010 between PAPSB and FDD ("the said Agreement") where FDD agreed to sell and PAPSB agreed to purchase a property known as industrial building with single storey warehouse and 3 storey office / assembly area located at No. 2-16, Jalan SU 8 (Lion Industrial Park), Seksyen 22, 40300 Shah Alam, Selangor held under individual title GRN177271, Lot 38170, Pekan Baru Hicom District of Petaling, State of Selangor ("the said Property") in consideration of RM6,150,000 is a valid, binding and enforceable agreement. PAPSB also prays for a specific performance of the said Agreement and damages for breach of contract as PAPSB alleged that pursuant to the said Agreement PAPSB duly paid the earnest deposit of RM129,150.00 (2.1% of the sale and purchase price) to Reapfield Properties (S.J.) Sdn. Bhd., the so call agent of FDD ("Reapfield) and yet FDD failed, neglected and / or refuse to respond on the draft formal Sale and Purchase Agreement which was prepared by their solicitors. The solicitors in charge of this matter are of the view that since Reapfield has no authority to act on FDD behalf and there was no board resolution to sell the said Property to PAPSB, FDD has an arguable dispute against the claim. Currently, the solicitors of PAPSB and FDD are finalising the pleadings.

The Defendant's application to strike-out the Plaintiff's action was dismissed by the Court with no order to costs at the hearing held on 12 December 2013. The Trial date for the Main Suit originally set on 27 and 28 January 2014 has been vacated and postponed to 2 and 3 April 2014.

(ii) Focus Dynamics Centre Sdn Bhd ("FDC" or Plaintiff") vs Kong Kwai Ching & Kee Twuan Tee ("collectively referred to as "Defendants") (High Court of Kuala Lumpur Civil Suit No: 22NCC-1822-12/2012)

FDC has initiated legal proceedings against two (2) of its former directors namely Kong Kwai Ching and Kee Twuan Tee ("Defendants") for breach of fiduciary duties and breach of section 132 of the Companies Act 1965 in approving sales of energy efficiency products and subsequently drawdown approximately RM2,618,524.43 on the Plaintiff's banking facilities. Statement of Claim ("the Claim") was filed on 10 December 2012 by Focus Dynamics Centre Sdn. Bhd. The application to amend the Claim was filed on 26 April 2013.

The Plaintiff is claiming for a specific losses in the sum of RM2,618,524.43 from the Defendants and other losses to be assessed by the Court. The Plaintiff has also on 26 April 2013 filed an application to amend the Claim to insert a further claim of restitution in the sum of RM1,721,805.00, either in addition or in the alternative to the above specific losses, from the Defendants. Plaintiff pleaded that Defendants have breached their fiduciary duties and Section 132 of the Companies Act 1965 in approving sales and subsequently drawdown on the Plaintiff's banking facilities as well as causing wrongful loss to the Plaintiff.

The case management was on 31 May 2013 on Plaintiff's application for amendment to the Statement of Claim ("SOC"). The Judge allowed the Plaintiff's amendment to the SOC. On the case management held on 26 August 2013, both Plaintiff and Defendants have arrived at a full and final settlement of the abovementioned suit, whereby the Plaintiff had withdrawn the Suit against the Defendants with no order to cost and no liberty to file afresh as the Plaintiff had received RM1,000,000.00 from the Defendants as full and final settlement of the Suit (hereinafter referred to as "the Settlement").

One of the terms of the Settlement is that the Settlement also binds Focus Dynamics Drives Sdn. Bhd.("FDD"), another wholly-owned subsidiary of the Company. This is because both the Plaintiff and FDD have suffered an impairment on trade debtors amounted to RM2,618,524.43 and RM3,223,904.14 respectively. During the material time of those sales transactions, the Defendants were directors of the Plaintiff and FDD who responsible for those sales transactions. As such, the Settlement meant for a global settlement for both the Plaintiff and FDD since it involves same parties. This shall constitute a full and final settlement of all claims and related matters between the Plaintiff, Defendants and FDD and there shall be no further claim between the parties thereafter.

B10. PROPOSED DIVIDEND

No dividend has been declared or paid during the current quarter under review and financial year-to-date.

B11. EARNINGS/ (LOSS) PER SHARE

Basic

Basic loss per ordinary share is calculated by dividing the net loss for the financial period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial period.

	3 months ended		Current year to date	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Loss attributable to equity holders of the parent (RM)	2,091,197	1,325,440	4,939,356	4,633,174
Weighted average number of Ordinary shares in issue	325,582,425	315,012,203	325,582,425	315,012,203
Basic Loss per Ordinary Share (sen)	0.64	0.42	1.52	1.47

Diluted

The fully diluted loss per ordinary share for the Group for the current financial period is not presented as the warrants would be anti-dilutive as the exercise price is higher than the fair value of the Company's shares.

B12. STATUS OF UTILISATION OF PROCEEDS

(a) Private placement 1

The status of the utilisation of the proceeds raised from the private placement of 29,153,050 Shares at an issue price of RM0.15 per share amounting to RM4,372,963 as at 30 September 2013 is as follows:-

	Proposed utilisation RM'000	Actual utilisation RM'000	Balance of proceeds RM'000	Time frame for the utilisation of proceeds RM'000
Working capital	4,273	2,771	1,502	31.12.2014
Defraying expenses	100	83	17	31.12.2014
	4,373	2,854	1,519	

The Board has on 30 December 2013 approved the utilisation of the proceeds derived from private placement to be extended to 31 December 2014.

(b) Private Placement 2

The status of the utilisation of the proceeds raised from the private placement of 32,068,300 Shares at an issue price of RM0.10 per share amounting to RM3,206,830 as at 31 December 2013 is as follows:-

	Proposed utilisation RM'000	Actual utilisation RM'000	Balance of proceeds RM'000	Time frame for the utilisation of proceeds RM'000
Working capital	3,107	164	2,943	31.12.2014
Defraying expenses	100	88	12	31.12.2014
Domaying expenses				01112011
	3,207	2,686	2,955	

B13. REALISED AND UNREALISED PROFIT OR LOSSES

Breakdown of the Group's realised profit or losses as at 31 December 2013 is as follows:-

	As at 31.12.2013 RM	As at 31.12.2012 RM
Total accumulated loss of the Company and its subsidiaries:- Realised Unrealised	(18,297,964)	(13,304,620) 3,713
Total share of accumulated losses from associate - Realised - Unrealised	-	(200,000)
Less: Consolidation adjustments	-	-
Total accumulated loss as per statement of financial position	(18,297,964)	(13,500,897)

B14. AUTHORITY FOR ISSUE

The interim financial report were authorised for issue by the Board of Directors in accordance with a resolution of the Directors.

By order of the Board

TEO SOON MEI

Company Secretary