VisDynamics Holdings Berhad
(“VHB” or “COMPANY”)
(Company No. 677095-M)
(Incorporated in Malaysia)

PART A – EXPLANATORY NOTE PURSUANT TO FRS 134

1. Accounting Policies

The interim financial report is unaudited and is prepared in accordance with Financial Reporting Standard (FRS) 134 “Interim Financial Reporting” and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the MESDAQ Market.

The interim condensed financial statements have been prepared based on accounting policies and methods of computation which are consistent with those adopted in the preparation of the audited financial statements for the year ended 31 October 2006 except as disclosed per Note 2.

2. Change in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 October 2006 except for the adoption of the following new/revised Financial Reporting Standards (“FRS”) effective for the financial period beginning 1 November 2006:

FRS 2	Share-based Payment
FRS 3	Business Combinations
FRS 5	Non-current Assets Held for Sale and Discontinued Operations
FRS 101	Presentation of Financial Statements
FRS 102	Inventories
FRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
FRS 110	Events After Balance Sheet Date
FRS 116	Property, Plant and Equipment
FRS 117	Leases
FRS 121	The Effects of Changes in Foreign Exchange Rates
FRS 127	Consolidated and Separate Financial Statements
FRS 132	Financial Instruments: Disclosure and Presentation
FRS 133	Earnings Per Share
FRS 136	Impairment of Assets

The adoption of the above new/revised FRS does not have significant financial impact on the Group except as disclosed below:

(a) FRS 2: Share-based payment

This FRS requires an entity to recognise share-based payment transactions in its financial statements, including transactions with employees or other parties to be settled in cash, other assets, or equity instruments of the entity.

The Company operates an equity-settled, share-based compensation plan for the employees of the Group. Prior to 1 November 2006, no compensation expense was recognised in profit or loss for share options granted. With the adoption of FRS 2, the compensation expense relating to share options is recognised in profit or loss over the vesting periods of the grants with a corresponding increase in equity. The total amount to be recognised as compensation expense is determined by reference to the fair value of the share options at the date of the grant and the number of share options to be vested by vesting date. The fair value of the share option is computed using Black Scholes model. At every balance sheet date, the Group revises its estimates of the number of share options that are expected to vest by the vesting date. Any revision of this estimate is included in profit or loss and a corresponding adjustment to equity over the remaining vesting period.

Under the transitional provisions of FRS 2, this FRS must be applied to share options that were granted after 31 December 2004 and had not yet vested on 1 January 2006. The application is retrospective and accordingly, the comparative amounts as at 31 October 2006 are restated and the opening balance of retained earnings as at 1 November 2006 has been adjusted. The financial impact to the Group arising from this change in accounting policy is as follows:

	As at 1.11.2006 RM'000
Decrease in retained earnings	(76)
Increase in equity compensation reserve	76

	Individual Quarter 3 months ended		Cumulative Quarter 3 months ended	
	31-01-07 RM'000	31-01-06 RM'000	31-01-07 RM'000	31-01-06 RM'000
Decrease in profit for the period	32	19	32	19

(b) FRS 117: Leases

The adoption of the revised FRS 117 has affected the presentation of leasehold land in the financial statement. Under FRS 117, lease is defined as an agreement whereby the lessor conveys to the lessee in return for a payment or series of payments the right to use an asset for an agreed period of time and operating lease is defined as a lease other than lease that transfers substantially all the risks and rewards incidental to the ownership of an asset. The lease payment under the operating lease shall be recognised as expense on the straight-line basis over the lease term. Where an entity has previously recognized lease payment of operating lease as property within its property, plant and equipment, the entity shall reclassify such lease payment as prepaid lease payment.

The financial impact of this FRS on the Group is as follows:

	As at 1.11.2006 RM'000
Decrease in Property Plant and Equipment	(986)
Increase in Prepaid Lease Payment	986

3. Comparatives

The following comparative amounts have been restated due to the adoption of new and revised FRSs:

	Previously stated	FRS 117	FRS 2	Restated
	RM'000	RM'000	RM'000	RM'000
At 31 October 2006				
Property, Plant and Equipment	1,772	(986)	-	786
Prepaid Lease Payment	-	986	-	986
Retained earnings	2,533	-	(76)	2,457
Equity Compensation Reserve	-	-	76	76

4. Qualification of Audit Reports

The audited financial statements of the Company and its subsidiary, VisDynamics Research Sdn Bhd ("VRSB")(collectively "the Group"), for the preceding financial years/periods were reported without any qualification.

5. Seasonal or cyclicality of interim operations

Presently, the Group focuses its range of products and services to customers/end-users principally engaged in test/backend of semiconductor manufacturing. As such, the Group's performance will inevitably depend heavily on the outlook and cyclical nature of the semiconductor and semiconductor equipment industry which is highly unpredictable and sensitive. Furthermore, semiconductor and semiconductor equipment industry displays seasonal pattern which was historically experiencing slowdown in activities in the first half of the Group's financial year post festive seasons and regains its momentum and peaks in the second half of the Group's financial year in preparation for the coming festive seasons.

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

There are no items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidence during the financial year to date ended 31 January 2007.

7. Changes in Estimates

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the financial year to date ended 31 January 2007.

8. Revaluation of Property, Plant and Equipment

The valuation on the property, plant and equipment have been brought forward without amendment from the financial statements for the financial year ended 31 October 2006.

9. Debt and Equity Securities

There were no issuances, cancellations or repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares during the financial year to date ended 31 January 2007.

10. Dividends Paid

There was no dividend paid during the financial year to date ended 31 January 2007.

11. Subsequent Material Events

There were no material events since the end of the current quarter to the date of this announcement that have not been reflected in the interim financial statements.

12. Change in the Composition of the Group

There were no changes in the composition of the Group during the financial year to date ended 31 January 2007.

13. Contingent Liabilities and Contingent Assets

There were no material changes in the contingent liabilities and contingent assets during the financial year to date ended 31 January 2007.

14. Segmental Information

No segmental information is prepared as the Group is principally engaged in the provision of test/backend equipment in the automated test equipment industry for semiconductors and the Group operates principally in Malaysia.

15. Capital Commitments

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim financial statements as at 31 January 2007 is as follow:

	RM '000
Approved and contracted for	337
TOTAL	**337**

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

16. Performance Review

As compared to previous corresponding financial period, the Group posted higher revenue of RM 2,186,371 in the current quarter and year-to-date ended 31 January 2007, an increase of RM 1,155,002 or 112% from the previous corresponding year quarter and year-to-date ended 31 January 2006. The substantial increase in the revenue was due to higher quantity sold for semiconductor equipment during the current quarter with the roll-out of high speed tray-based equipment and more aggressive sales and marketing activities.

Although the Group experienced growth in revenue as compared to previous corresponding financial period, the Group posted lower profit before taxation during the current quarter and year-to-date ended 31 January 2007 at RM 60,586 as compared to RM 77,826 during the previous corresponding year quarter and year-to-date ended 31 January 2006, a decrease of 22%. The profit margin of the Group was reduced mainly due to the strengthening of MYR against USD and higher raw material cost. Furthermore, the increase in the fixed overhead was due to higher human resource development cost and sales and marketing related expenses which put further pressure on the profit before taxation of the Group.

17. Commentary on Material Change in Profit/(Loss) before Taxation

For the current quarter ended 31 January 2007, the Group posted higher revenue of RM 2,186,371 compared to previous quarter ended 31 October 2006 of RM 1,437,624, an increase of RM 748,747 or 52%. With the introduction of high speed tray-based system coupled with the on-going sales and marketing activities, the Group recorded higher quantity sold for semiconductor equipment during the current quarter as compared to the previous quarter.

With higher revenue and relatively constant fixed overheads as compared to the previous quarter, the Group achieved a profit before taxation in the current quarter ended 31 January 2007 of RM 60,586 as compared to a loss before taxation RM 283,647 in the previous quarter.

18. Commentary on the Prospects

Barring unforeseen circumstances, the launch of high speed tray-based system will strengthen the revenue generation capability of the Group by not only providing additional income stream but also to cushion the Group against any negative development in the gravity-based system market.

18. Commentary on the Prospects (Cont'd)

Internally, the Group is pursuing several projects to further strengthen the internal processes and the supply chain management for operational and cost efficiency.

With the above development, the Directors are of the opinion that the Group will be able to generate positive growth in revenue as well as profit during the financial year ending 31 October 2007 as compared to previous corresponding period.

19. Profit Forecast and Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in any public document and hence, is not applicable.

20. Tax Expense

Taxation comprises the following:

	Current Quarter	3 Months Cumulative To-Date
	31 January 2007	31 January 2007
	RM'000	RM'000
In respect of:-		
Taxation	6	6
Deferred taxation	-	-
	6	6

The effective tax rate of the Group is lower than the statutory tax rate due to Pioneer Status granted to VRSB under the Promotion of Investments Act, 1986. Under Pioneer Status incentive granted to its subsidiary, 100% of the subsidiary's statutory income from pioneer activities is exempted from income tax for a period of five (5) years, commencing from 1 June 2003. The Pioneer Status may be extended for another five (5) years upon expiry.

21. Profits/(Losses) on Sale of Unquoted Investments and/or Properties

There was no disposal of unquoted investments or properties during the current quarter and year to date ended 31 January 2007.

22. Purchase and Disposal of Quoted and marketable securities

There was no purchase or disposal of quoted and marketable securities during the current quarter and year to date ended 31 January 2007.

23. Status of Corporate Proposal and Utilisation of Proceeds

1. Status of Corporate Proposal Proposed and Not Complete

There was no corporate proposal announced but not completed as at the date of this announcement.

2. Utilisation of Proceeds

As at 31 January 2007, the proceeds raised from the Public Issue of RM11.022 million are utilised in the following manner:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance RM'000	Intended Timeframe for Utilisation	Deviation	Explanations
Capital expenditure	3,500	1,470	2,030	12 April 08	N/A	N/A
R & D	2,500	1,133	1,367	12 April 09	N/A	N/A
Working Capital	3,522	2,049	1,665*	12 April 08	N/A	N/A
Listing Expenses	1,500	1,308	NIL *	12 April 08	N/A	N/A
TOTAL	**11,022**	**5,960**	**5,062**			

Note:
** Unutilised amount of RM 191,888 from listing expenses will be utilised for working capital purposes as per prospectus.*

24. Group's Borrowings and Debt Securities

The Group's borrowings as at 31 January 2007 were as follows:

Short term	**RM '000**
Secured	232
Long term	
Secured	206
TOTAL	**438**

The Group's borrowings are all in Ringgit Malaysia.

25. Off Balance Sheet Financial Instruments

As at the date of this announcement, the Group has no off balance sheet financial instrument of any kind.

26. Changes in Material Litigation Since the Last Annual Balance Sheet Date

As at the date of this announcement, the Group 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 Group.

27. Dividend Payable

The Group has not recommended or declared any dividend during the current quarter and year to date ended 31 January 2007.

28. Earnings Per Share ("EPS") Attributable to Equity Holders of Parent

(i) Basic EPS

	Current Quarter	**3 Months Cumulative To-Date**
	31 January 2007	**31 January 2007**
Net profit for the period (RM'000)	55	55
Weighted average number of shares in issue ('000)	66,852	66,852
Basic EPS (sen)	0.08	0.08

(ii) Diluted EPS

The calculation of diluted EPS has taken into consideration of the adjustment of weighted average number of ordinary shares in issue during the period for the dilutive effect of all potential ordinary shares in relation to the outstanding ESOS in existence.

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28. Earnings Per Share ("EPS") (Cont'd)

(iii) Diluted EPS

	Current Quarter	3 Months Cumulative To-Date
	31 January 2007	**31 January 2007**
Net profit for the period (RM'000)	55	55
Weighted average number of shares in issue ('000)	66,852	66,852
Effect of dilution ('000): ESOS	290	290
Adjusted weighted average number of shares in issue and issuable ('000)	67,142	67,142
Diluted EPS (sen)	0.08	0.08

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