VisDynamics Holdings Berhad (Company No: 677095-M)

Incorporated in Malaysia

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME FOR THE NINE (9) MONTHS FINANCIAL YEAR ENDED 31 JULY 2019

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE	
	CURRENT YEAR QUARTER ENDED 31 JULY 2019 RM'000 (Unaudited)	PRECEDING YEAR QUARTER ENDED 31 JULY 2018 RM'000 (Audited)	CURRENT YEAR NINE (9) MONTHS CUMULATIVE TO-DATE 31 JULY 2019 RM'000 (Unaudited)	PRECEDING YEAR NINE (9) MONTHS CUMULATIVE TO-DATE 31 JULY 2018 RM'000 (Audited)
Revenue	9,413	11,034	17,169	27,823
Cost of Sales	(5,572)	(4,092)	(8,814)	(10,224)
Gross Profit	3,841	6,942	8,355	17,599
Other Operating Income	217	745	840	618
Human Resource Related Expenses	(391)	(805)	(645)	(1,852)
Administrative Expenses	(612)	(499)	(1,618)	(1,661)
Selling and Distribution Expenses	(425)	(1,446)	(722)	(4,245)
Research and Development	(1,279)	(1,255)	(3,743)	(3,483)
Other Operating Expenses	(103)	(295)	(710)	(633)
Profit From Operations	1,248	3,387	1,757	6,343
Finance Cost	(31)	(55)	(50)	(203)
Profit Before Taxation	1,217	3,332	1,707	6,140
Taxation	(218)	(596)	(409)	(996)
Profit After Taxation For The Period	999	2,736	1,298	5,144
Other Comprehensive Income Forex loss	-	(96)	-	(96)
Total Comprehensive Income For The Period	999	2,640	1,298	5,048
Attributable to: Equity holders of the parent Minority Interest	999 -	2,640 -	1,298	5,048 -
Net Profit Comprehensive Income For The Period	999	2,640	1,298	5,048
Profit Per Share (i) Basic (sen)	0.59	1.62	0.77	3.04
(ii) Fully diluted (sen)	0.59	1.62	0.77	3.04

(The accompanying notes form an integral part of, and should be read in conjunction with this interim financial statements)

Vis Dynamics Holdings Berhad (Company No: 677095-M) Incorporated in Malaysia UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 JULY 2019

	Unaudited As At 31 JULY 2019 RM'000	Audited As At 31 OCTOBER 2018 RM'000
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	5,245	5,371
Development expenditure	623	782
Goodwill on consolidation	1,576	1,576
Intangible Assets	31	34
Total Non-Current Assets	7,475	7,763
CURRENT ASSETS		
Inventories	17,042	15,181
Trade receivables	13,520	19,399
Other receivables, deposits and prepayments	1,079	282
Other investment	1,102	
Fixed deposit	4,806	7,568
Cash and bank balances	5,474	3,447
Total Current Assets	43,023	45,877
	<u> </u>	<u> </u>
TOTAL ASSETS	50,498	53,640
EQUITY AND LIABILITIES EQUITY		
Ordinary share capital	19,824	18,918
Share Premium	-	799
Warrants Reserve	3,371	3,371
Discount on Shares	(3,371)	(3,371)
ESOS Compensation Reserve	476	506
Retained profits	20,092	20,486
Equity attributable to equity holders of the parent	40,392	40,709
Minority interests	-	-
TOTAL EQUITY	40,392	40,709
LIABILITIES		
NON-CURRENT LIABILITIES		
Borrowings	156	206
Deferred Tax Liability	612	612
Total Non-Current Liabilities	768	818
CURRENT LIABILITIES		
Trade payables	3,146	345
Taxation payables	249	939
Other payables and accruals	4,719	8,764
Borrowings	1,224	2,065
Total Current Liabilities	9,338	12,113
TOTAL LIABILITIES	10,106	12,931
TOTAL EQUITY AND LIABILITIES	50,498	53,640
Net assets value per share (RM)	0.24	0.24

(The accompanying notes form an integral part of, and should be read in conjunction with this interim financial statements)

Vis Dynamics Holdings Berhad (Company No: 677095-M) Incorporated in Malaysia UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 9 MONTHS FINANCIAL YEAR ENDED 31 JULY 2019 (The figures have not been audited)

	Share Capital	Share Premium	Warrant Reserve	ESOS Compensation Reserve	Discount on Shares	Translation Reserve	Retained Profits	Total
	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000
As at 31 October 2018 (Audited)	18,918	799	3,371	506	(3,371)	-	20,485	40,708
Net Profit for the year	-	-	-	-	-	-	1,298	1,298
Transfer share premium to share capital*	799	(799)	-	-	-	-	· -	-
Forfeited of ESOS	-	`- ´	-	(10)	-	-	-	(10)
Exercise of ESOS	107	-	-	(20)	-	-	-	87
Dividend paid during the year	-	-	-	= '	-	-	(1,691)	(1,691)
As At 31 JULY 2019 (Unaudited)	19,824	-	3,371	476	(3,371)	-	20,092	40,392
As at 31 October 2017 (Audited)	13,044	6,417	-	-	-	-	12,317	31,778
Net Profit for the year		_	_	_	_	_	5,144	5,144
Issuance of Bonus Issue	5,618	(5,618)					3,177	3,144
Issuance of Warrants	5,010	(3,010)	3,371	_	(3,371)	_	_	-
Foreign currency translation	-	-	-	-	-	(96)	-	(96)
As At 31 JULY 2018 (Audited)	18,662	799	3,371	-	(3,371)	(96)	17,461	36,826

(The accompanying notes form an integral part of, and should be read in conjunction with this interim financial statements)

Notes:

^{*} Transfer the share premium to share capital pursuant to Section 618(2) of the Companies Act 2016.

VisDynamics Holdings Berhad (Company No: 677095-M)

Incorporated in Malaysia

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE 9 MONTHS FINANCIAL YEAR ENDED 31 JULY 2019

	NINE (9) MONTHS CUMULATIVE TO-DATE 31 JULY 2019 (Unaudited)	NINE (9) MONTHS CUMULATIVE TO-DATE 31 JULY 2018 (Audited)
	RM'000	RM'000
NET PROFIT BEFORE TAXATION	1,707	6,140
Adjustment for:-	440	
Depreciation of property, plant and equipment	412	464
Amortisation of development expenditure	282	404
Amortisation of Trademarks and Patents (Reversal) / Addition of provision and accruals	4 (4 140)	1 022
Loss / (Gain) on foreign exchange - unrealised	(4,149) 585	1,933 (130)
Gain on Disposal of property, plant and equipment	-	(6)
ESOS Expenses	(10)	(o) -
Interest income	(375)	(100)
Interest expenses	30	180
Operating (loss)/gain before working capital changes	(1,514)	8,889
Increase in inventories	(1,862)	(4,562)
Decrease / (Increase) in trade and other receivables	6,220	(5,629)
Increase / (Decrease) in trade and other payables	2,517	(770)
Cash generated from / (used in) operations	5,361	(2,072)
Interest paid	(30)	(180)
Tax paid	(2,328)	(1,467)
NET CASH FROM/ (USED IN) OPERATING ACTIVITIES	3,003	(3,719)
CASH FLOWS FROM/ (FOR) INVESTING ACTIVITIES		
Payment of development expenditure	(116)	(135)
Interest received	375	100
Purchase of property, plant and equipment	(295)	(696)
Purchase of investments	(1,102)	<u> </u>
NET CASH USED IN INVESTING ACTIVITIES	(1,138)	(731)
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES		
Dividend paid	(1,692)	-
Drawdown of banker acceptance	`1,437 [´]	8,625
Repayment of banker acceptance	(2,278)	(6,820)
Drawdown of HP Creditors	-	134
Repayment of HP Creditor	(50)	(36)
Proceeds from exercise of ESOS	87	
NET CASH (USED IN)/ GENERATED FROM FINANCING ACTIVITIES	(2,496)	1,903
NET DECREASE IN CASH AND CASH EQUIVALENTS	(631)	(2,547)
EFFECT OF EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	(104)	(119)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	11,015	10,227
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD	10,280	7,561

(The accompanying notes form an integral part of, and should be read in conjunction with this interim financial statements)

PART A - EXPLANATORY NOTE PURSUANT TO MFRS 134

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the Malaysia Financial Reporting Standard ("MFRS") 134 – Interim Financial Reporting and Chapter 9, Part K Rule 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market, and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 October 2018.

2. Changes in Accounting Policies

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the most recent annual audited financial statement for the year ended 31 October 2018, as well as the new/revised/amendments standard mandatory for financial periods beginning on or after 1 November 2018.

3. Auditors' Report

The auditors' report on the financial statements for the financial year ended 31 October 2018 was not subject to any qualification.

4. Seasonal or cyclicality of interim operations

The Group's operation is dependent on the cyclical trend of the semiconductors and electronics industries.

5. Unusual items affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no items affecting assets, liabilities, equity, net income, or cash flows that were unusual because of their nature, size, or incidence during the nine (9) months financial period ended 31 July 2019.

6. Changes in Estimates

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the nine (9) months financial period ended 31 July 2019.

7. Debt and Equity Securities

On 2 July 2018, 4,212,500 share options under the Employees' Share Option Scheme (ESOS) were granted to eligible directors and employees of the Group at an exercise price of RM0.42.

Please refer to note 26 for details of ESOS.

8. Dividends Paid

The Final Single-Tier Dividend of 1 sen per ordinary share for the financial year ending 31 October 2018 amounted to RM1,691,691.00 was paid on 12 June 2019.

9. 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.

10. Change in the Composition of the Group

There were no changes in the composition of the Group during the nine (9) months financial period ended 31 July 2019.

11. Contingent Liabilities and Contingent Assets

	31 July 2019	<u>31 July 2018</u>
Guarantee given to a financial institution fo	r	
banking facilities granted to a subsidiary	11,400,000	9,900,000

12. Segmental Information

Sales Revenue by Geographical Market for the Nine (9) months financial period up to 31 July 2019:

	31 July 2019	31 July 2018
	RM'000	RM'000
Malaysia	229	1,212
South East Asia	6,192	4,626
North Asia	10,678	21,969
USA	70	16
Total	17,169	27,823

No other segmental information such as segment assets, liabilities and results are presented as the Group is principally engaged in business as a manufacturer of automated test equipment and operates from Malaysia only.

13. Capital Commitments

Property, plant and equipment

There was no capital commitment for the purchase of property, plant and equipment that was not provided for in the interim financial statements as at 31 July 2019.

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

14. Performance Review

Financial review for current quarter and financial year to date

	Individua (3 rd G	I Quarter luarter)			Cumulat	Cumulative Quarter			
	Current Quarter 31 July 2019	Preceding Quarter 31 July 2018	Chan (Amour		Current year to- date 31 July 2019	Preceding year to- date 31 July 2018	Chanç (Amoun		
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%	
Revenue	9,413	11,034	(1,621)	(15)	17,169	27,823	(10,654)	(38)	
Operating Profit	1,248	3,387	(2,139)	(63)	1,757	6,343	(4,586)	(72)	
Profit Before									
Interest and Tax	1,241	3,379	(2,138)	(63)	1,737	6,320	(4,583)	(73)	
Profit Before Tax	1,217	3,332	(2,115)	(63)	1,707	6,140	(4,433)	(72)	
Profit After Tax	999	2,736	(1,737)	(63)	1,298	5,144	(3,846)	(75)	
Profit/(Loss) Attributable to Ordinary Equity Holders of the									
Parent	999	2,736	(1,737)	(63)	1,298	5,144	(3,846)	(75)	

In the 9 months ended 31 July 2019, the Group generated revenue of RM17,168,763, a decrease of RM10,654,044 from the same corresponding period ended 31 July 2018 of RM27,822,807.

(Incorporated in Malaysia) - Explanatory Note

The decrease in revenue was attributed by the decrease of sales of machines in the 9 months ended 31 July 2019 as compared to the same corresponding period ended 31 July 2018.

During this current period, there were R&D Engineering machines selling at loss to a willing party which consequently resulted in the lower profit margin.

There was a decrease in HR Related Expenses due to the decrease in provision of incentives, in line with the decrease in sales.

The Group posted a profit before taxation of RM1,216,705 in the current quarter as compared to profit before taxation of RM3,332,400 during previous corresponding quarter.

Financial review for current quarter compared with immediate preceding quarter

	Current Quarter 31 July 2019	Immediate Preceding Quarter 30 April 2019	Change: (Amount/	
	RM'000	RM'000	RM'000	%
Revenue	9,413	5,112	4,301	84
Operating Profit	1,248	946	302	32
Profit Before Interest				
and Tax	1,241	940	301	32
Profit Before Tax	1,217	937	280	30
Profit After Tax	999	746	253	34
Profit/(Loss)				
Attributable to				
Ordinary Equity				
Holders of the Parent	999	746	253	34

The Group posted a higher revenue in the current quarter of RM9,412,926 as compared to the preceding quarter ended 30 April 2019 of RM5,112,051, representing an increase of RM4,300,875 due to the increase of sales of machines.

As a result of higher revenue, the Group posted a profit before taxation of RM1,216,705 as compared to profit before taxation of RM937,055 in the preceding quarter ended 30 April 2019.

15. Commentary on Material Change in Statement of Financial Position

- 1. Higher inventory as at 31 July 2019, RM17 million as compared to RM15.2 million as at 31 October 2018 due to potential sales of the company.
- 2. Decrease in trade receivables from RM19.4 million as at 31 October 2018 to RM13.5 million as at 31 July 2019 due to collections from customers. There

VisDynamics Holdings Berhad ("VHB" or "Company") (Company No. 677095-M) (Incorporated in Malaysia) – Explanatory Note

were subsequent receipts from customers amounted to RM4.8 million after the financial period ended 31 July 2019. No impairment is needed as these amounts are recoverable from customers based on their financial standings and payment history.

- 3. During this financial period 31 July 2019, there was an Other Investment of RM1.1 million due to the placement of deposit fund in the money market.
- 4. Trade payables increased from RM344,720 as at 31 October 2018 to RM3.1 million as at 31 July 2019 due to the purchases of materials to build up machines for customer, Borrowings decreased from RM1.9 million on 31 October 2018 to RM 1.1 million due to the repayment of Bankers' Acceptances.

16. Commentary on Material Change in Cash Flow Statement

There was a decrease in the cash and cash equivalents from RM11 million as at 31 October 2018 to RM10 million as at 31 July 2019 for Company's working capital purposes.

17. Commentary on the Prospects

Due to the continued global uncertainty and softness in the semiconductor sector, the Board is cautiously optimistic on the financial performance for the financial year 2019. However, based on current activities and enquiries from current and new customers, we believe we can perform better than the general market trend.

18. 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.

19. Qualification of Audit Reports

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

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20. Tax Expense

Taxation comprises the following:

	Current Year Quarter 31 July 2019 RM'000	Previous Year Quarter 31 July 2018 RM'000	Current Year 9 Months Cumulative To-Date 31 July 2019 RM'000	Previous Year 9 Months Cumulative To-Date 31 July 2018 RM'000
Income Tax Expense Tax expense for the	249	855	249	1,255
(Over)/under or provision in prior year	(31)	(259)	160	(259)
	218	596	409	996

21. Status of Corporate Proposal Proposed and Not Complete

Other than Note 7, there was no corporate proposal announced but not completed as at the date of this announcement.

ESOS proceeds are used for company's working capital purposes.

22. Group Borrowings and Debt Securities

Group borrowings as at 31 July 2019 were as follows:

Short term	31 July 2019	31 July 2018
	RM '000	<u>RM '000</u>
Hire purchase payables	78	78
Bankers acceptances	<u>1,146</u>	<u>5,168</u>
	1,224	5,246
Long term		
Hire purchase payables	156	223
TOTAL	1,380	5,469

The Groups borrowings are all secured and in Ringgit Malaysia.

23. 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.

24. Dividend Payable

The Final Single-Tier Dividend of 1 sen per ordinary share for the financial year ending 31 October 2018 amounted to RM1,691,691.00 was paid on 12 June 2019.

There is no dividend declared during period under review.

25. Profit/(Loss)/ Before Taxation

Profit/(loss) before taxation is stated after charging/(crediting) :-

	Current Year Quarter	Current Year 9 Months Cumulative To-Date
	31 July 2019 RM'000	31 July 2019 RM'000
Interest Income	(142)	(375)
Interest Expense	24	30
Depreciation of Property, Plant & Equipment	138	412
Amortisation of Development Expenditure	94	282
Amortisation of Trademarks & Patents	2	4
Loss on Foreign Exchange-Unrealised	79	585
Addition/ (Reversal) of Provision & Accruals	635	(4,149)
Loss on disposal of R&D Engineering machines	1,079	1,079

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26. Employee's Share Option Scheme ("ESOS")

On 2 July 2018, the Company granted 4,212,500 ESOS (Employee's Share Option Scheme) to eligible Directors and employees of the Company and its subsidiary to purchase shares in the Company.

Movement in the number of share options and the exercise price are as follows:

	Number of share option		
	31 July 2019	31 July 2018	
At 1 November	-	-	
Granted during the financial year	4,212,500**	-	
Exercised during previous financial year	(409,000)	-	
Exercised during the financial year	(207,500)	-	
Forfeited of ESOS	(50,000)	-	
At 31 July 2019	3,546,000	-	
Exercise price (RM)	RM0.42	-	
Options exercisable at 1 August 2019	3,546,000	-	

^{**} Fifty percent (50%) of the total number of Options granted may be exercised upon Offering and shall remain exercisable for the Duration of the Scheme. The balance of fifty percent (50%) of the total number of Options granted may be exercised after the 1st anniversary of the Offering shall remain exercisable for the Duration of the Scheme.

During the financial year, 207,500 (2018: 409,000) share options were exercised. The weighted average share price at the date of exercise was RM0.515 (2018: RM 0.6259). The fair value of the share options granted to eligible employees and Directors, was determined using Black-Scholes Option Pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of share options measured at the grant date and the input assumed by the Company in arising the fair value are as follows:

	31 July 2019	31 July 2018
Fair value at grant date (RM)	RM 0.280	_
Share price	RM 0.405	-
Exercise price	RM 0.420	-
Expected volatility (%)	5.857%	-
Expected life (years)	5	-
Risk-free interest rate (%)	3.457%	-

27. Earnings/(Loss) Per Share ("EPS/LPS")

27.1. Basic EPS/(LPS)

	Current Year Quarter	Previous Year Quarter	Current Year 9 Months Cumulative To-Date	Previous Year 9 Months Cumulative To-Date
	31 July 2019	31 July 2018	31 July 2019	31 July 2018
Net profit for the year (RM'000)	999	2,736	1,298	5,144
Weighted average number of shares in issue ('000)	169,169	169,169	169,105	169,069
Basic EPS/(LPS) (sen)	0.59	1.62	0.77	3.04

27.2. 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 year for the dilutive effect of all potential ordinary shares, if any.

	Current Year Quarter	Previous Year Quarter
	31 July 2019	31 July 2018
Net profit for the year (RM'000)	999	2,736
Weighted average number of shares used in the calculation of basic earnings per share ('000)	169,169	169,169
Adjustment for shares from assumed exercise of ESOS ('000)	(135)	-
Weighted average number of ordinary shares at 31 July 2019	169,034	169,169
Diluted EPS/(LPS) (sen)	0.59	1.62

Current Year 9 Months Cumulative To-Date	Previous Year 9 Months Cumulative To-Date	
31 July 2019	31 July 2018	
1,298	5,144	
169,105	169,108	
(135)	-	
168,970	169,108	
0.77	3.04	

28. Realised and Unrealised Profits Disclosure

The realised and unrealised profits of the Group are as follows:

	As at 31.07.2019 RM'000	As at 31.07.2018 RM'000
Total retained profits of the Group:		
- Realised	20,022	17,321
 Unrealised 	<u> 160</u>	230
	20,182	17,551
Less: Consolidation Adjustment	(90)	(90)
Total group retained profits as per consolidated accounts	<u>20,092</u>	<u>17,461</u>

29. Derivatives

There was no outstanding derivatives as at 31 July 2019.