ISS CONSULTING SOLUTIONS BERHAD ("ISS") (675362 - P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2011

(The figures have not been audited)

	INDIVIDUAL Q THREE MONTHS EN 2011 RM'000	_	CUMULATIVE THREE MONTHS EN 2011 RM'000	
Revenue	15,358	14,458	15,358	14,458
Cost of sales	(7,218)	(8,668)	(7,218)	(8,668)
Gross profits	8,140	5,790	8,140	5,790
Other operating income	1,654	1,415	1,654	1,415
Other operating expenses	(7,159)	(9,699)	(7,159)	(9,699)
Finance costs	(176)	(86)	(176)	(86)
Profit / (Loss) before tax	2,459	(2,580)	2,459	(2,580)
Tax expense	(499)	(307)	(499)	(307)
Profit / (Loss) for the financial period	1,960	(2,887)	1,960	(2,887)
Other comprehensive loss, net of tax				
Foreign currency translation differences for foreign operations	(422)	(58)	(422)	(58)
Other comprehensive loss for the financial period, net of tax	(422)	(58)	(422)	(58)
Total comprehensive income / (loss) for the financial period	1,538	(2,945)	1,538	(2,945)
Profit / (Loss) attributable to:- Owners of the Company Non-controlling interest Profit / (Loss) for the financial period	1,956 4 1,960	(2,829) (58) (2,887)	1,956 4 1,960	(2,829) (58) (2,887)
Total comprehensive income / (loss) attributable to:- Owners of the Company Non-controlling interest Total comprehensive income / (loss) for the financial period	1,534 4 1,538	(2,887) (58) (2,945)	1,534 4 1,538	(2,887) (58) (2,945)
Profit / (Loss) per ordinary share (sen) -Basic	0.14	(0.24)	0.14	(0.24)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2011.)

ISS CONSULTING SOLUTIONS BERHAD ("ISS") (675362-P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011

	Unaudited As at 30.06.2011 RM'000	Audited As at 31.03.2011 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment Goodwill Deferred tax assets	1,456 13,928 302 15,686	1,373 13,928 301 15,602
Current Assets		
Other investments Inventories Trade receivables Other receivables, deposits and prepayments Amounts owing by related companies Current tax assets Cash and cash equivalents TOTAL ASSETS EQUITY AND LIABILITIES Equity attributable to owners of the Company	804 9,030 17,016 13,076 1,735 364 24,504 66,529 82,215	1,115 8,527 19,112 12,718 1,829 561 23,502 67,364 82,966
Share capital Reverse acquisition reserve Exchange translation reserve Retained earnings Non-controlling interest	135,588 (115,767) (262) 24,878 44,437 4	135,588 (115,767) 160 22,922 42,903
TOTAL EQUITY	44,441	42,903
Non-Current Liabilities		
Hire purchase and lease creditors	60	70
	60	70
Current Liabilities		
Trade payables Other payables, deposits and accruals Amounts owing to ultimate holding company Amounts owing to related companies Borrowings Hire purchase and lease creditors Current tax payables	6,763 16,203 128 4,076 10,447 68 29	8,775 17,768 248 2,161 10,933 79 29
TOTAL LIABILITIES	37,774	40,063
TOTAL EQUITY AND LIABILITIES	82,215	82,966
	<u> </u>	-
Net assets per share (sen)	3.28	3.16

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2011.)

ISS CONSULTING SOLUTIONS BERHAD ("ISS") (675362-P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2011 (The figures have not been audited)

,	<> < Attributable to owners of the Company> < Non-distributable> Distributable						
	Ordinary shares RM'000	Reverse acquisition reserve RM'000	Exchange translation reserve RM'000	Retained earnings RM'000	Non- controlling interest RM'000	Total equity RM'000	
Three Months Financial Period Ended 30 June 2011							
Balance as at 1 April 2011	135,588	(115,767)	160	22,922	-	42,903	
Total comprehensive (loss) / income for the financial period	-	-	(422)	1,956	4	1,538	
Balance as at 30 June 2011	135,588	(115,767)	(262)	24,878	4	44,441	
Three Months Financial Period Ended 30 June 2010		ributable to owr on-distributable Reverse acquisition reserve RM'000	ners of the Com 	pany> Distributable Retained earnings RM'000	Non- controlling interest RM'000	Total equity RM'000	
Balance as at 1 April 2010	630	-	-	40,864	-	41,494	
Issuance of shares pursuant to acquisition of DGB	110,000	-	-	-	-	110,000	
Adjustment arising from reverse acquisition	24,958	(115,767)	-	-	87	(90,722)	
Total comprehensive loss for the financial period	-	-	(58)	(2,829)	(58)	(2,945)	
Balance as at 30 June 2010	135,588	(115,767)	(58)	38,035	29	57,827	

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2011.)

ISS CONSULTING SOLUTIONS BERHAD ("ISS") (675362-P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2011

CASH FLOWS FROM OPERATING ACTIVITIES	THREE MONTHS ENI 2011 RM'000	DED 30 JUNE 2010 RM'000
Profit / (Loss) before tax Adjustment for non-cash items	2,459 (396)	(2,580) (156)
Operating profit / (loss) before working capital changes	2,063	(2,736)
Net changes in assets Net changes in liabilities	1,833 (1,546)	846 (5,932)
Net cash from / (used in) operations	2,350	(7,822)
Tax paid Tax refund	(304)	(846) 10
Net cash from / (used in) operating activities	2,046	(8,658)
CASH FLOWS FROM INVESTING ACTIVITIES		
Placement of fixed deposits pledged Other investments Acquisition of subsidiary companies, net of cash and cash equivalents acquired	(50) (47) -	(13) (52) 5,073
Interest received	113	84
Net cash from investing activities	16	5,092
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment to financial institutions Interest paid	464 (158)	(26) (70)
Net cash from / (used in) financing activities	306	(96)
Net increase / (decrease) in cash and cash equivalents	2,368	(3,662)
Cash and cash equivalents at 1 April 2011/2010**	6,169	21,447
Effect of foreign exchange on opening balance	(445)	(55)
Cash and cash equivalents at 30 June 2011/2010**	8,092	17,730

^{**} Cash and cash equivalents at the beginning and end of the financial period are net of deposits pledged to banks.

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2011.)

Notes to the Interim Financial Report For the First Quarter Ended 30 June 2011

1 Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the requirements of Financial Reporting Standard ("FRS") 134, Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market.

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 March 2011. The explanatory notes attached to the interim financial report 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 previous financial year ended 31 March 2011

2 Significant Accounting Policies

(a) Changes in accounting policies

The significant accounting policies adopted are consistent with those previously adopted in the audited financial statements of the Group for the financial year ended 31 March 2011 saved for the adoption of all the new/revised FRSs, Improvements to FRSs and IC Interpretations that are relevant to the Group's operations and effective for financial periods beginning on or after 1 July 2010 and 1 January 2011 as follows: -

Effective for

FRSs / IC Interpretations		financial periods beginning <u>on or after</u>
FRS 1 (Revised)	First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3 (Revised)	Business Combinations	1 July 2010
FRS 127 (Revised)	Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 1 (Revised)	Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters	1 January 2011
Amendments to FRS 1	Additional Exemptions for First-time Adopters	1 January 2011
Amendments to FRS 5	Plan to Sell the Controlling Interest in a Subsidiary	1 July 2010
Amendments to FRS 7	Improving Disclosures about Financial Instruments	1 January 2011
Amendments to FRS 127	Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2011
Amendments to FRS 138	Consequential Amendments Arising from FRS 3 (Revised)	1 July 2010
IC Interpretation 4	Determining whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 12	Service Concession Arrangements	1 July 2010
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17	Distribution of Non-cash Assets to Owners	1 July 2010
IC Interpretation 18	Transfer of Assets from Customers	1 January 2011
Amendments to IC Interpretation 9	Scope of IC Interpretation 9 and FRS 3 (Revised)	1 July 2010
Improvements to FRSs (2010)		1 January 2011

Other than the effect of the application of FRS 3 (Revised) and FRS 127 (Revised) described below, the application of the above new/revised FRSs, Amendments to FRSs and IC Interpretations did not result in any significant changes in the accounting policies and presentation of the financial results of the Group: -

(i) FRS 3 (Revised): Business Combinations

The revised standard continues to apply the acquisition method to business combinations but with some significant changes compared with FRS 3. For example, all payments to purchase a business are recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently remeasured through the profit or loss. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs are expensed. This revised standard will be applied prospectively and therefore there will not have any financial impact on the financial statements of the Group for the current financial period but may impact the accounting for future transactions or arrangements.

(ii) FRS 127 (Revised): Consolidated and Separate Financial Statements

The revised standard requires the effects of all transactions with non-controlling interest to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. All earnings and losses of the subsidiary are attributed to the parent and the non-controlling interests, even if the attribution of losses to the non-controlling interests results in a debit balance in the shareholders' equity. Profit or loss attributable to non-controlling interests for prior years is not restated. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is remeasured to fair value, and a gain or loss is recognised in profit or loss. The Group has adopted this revised standard prospectively to transactions with non-controlling interests from 1 January 2011.

Notes to the Interim Financial Report For the First Quarter Ended 30 June 2011

3 Qualification of independent auditors' report on preceding annual audited financial statements

The independent auditors' report on the annual audited financial statements for the financial year ended 31 March 2011 was not qualified.

4 Seasonal and cyclical factors

The business of the Group was not affected by any significant seasonal and cyclical factors during the current financial period under review.

5 Unusual items due to their nature, size or incidence

Saved as disclosed in note 2 and note 6 of this report, there were no unusual items affecting the assets, liabilities, equity, net income, or cash flows due to their nature, size, or incidence during the current financial period under review.

6 Material changes in estimates

There were no material changes in estimates of amounts reported in prior financial years. Thus, there is no material effect in the financial statements of the current financial period under review.

7 Debt and equity securities

There were no issuance, cancellation, repurchase, resale and repayment of debt securities of the Group and equity securities of the Company as at the date of this report.

8 Dividends paid

No dividend has been paid in the current financial period under review.

9 Segmental reporting

Business Segments	Networks RM'000	Solutions RM'000	Others RM'000	Adjustment/ Eliminations RM'000	Total RM'000
<u>Three</u> <u>Months</u> <u>Financial</u> <u>Period Ended 30 June 2011</u>					
External sales Inter segment sales	5,965 6	9,393 45	- -	- (51)	15,358
Total Sales	5,971	9,438	-	(51)	15,358
Segment results Interest expense Interest Income	1,811	785	(92)	-	2,504 (158) 113
Profit before taxation					2,459
Segment assets	44,434	23,849	13,932	-	82,215
Three Months Financial Period Ended 30 June 2010					
External sales Inter segment sales	6,645 -	7,813 392	- -	- (392)	14,458 -
Total Sales	6,645	8,205	-	(392)	14,458
Segment results Interest expense Interest Income	848	(2,753)	(689)	-	(2,594) (70) 84
Loss before taxation				_	(2,580)
Segment assets	49,036	29,345	7,716	-	86,097

Notes to the Interim Financial Report For the First Quarter Ended 30 June 2011

10 Carrying amount of revalued assets

There were no changes to the valuation of property, plant and equipment during the current financial period under review.

11 Subsequent events

There were no material events announced subsequent to the end of the current financial period under review.

12 Changes in the composition of the Group

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

13 Changes in contingent liabilities or contingent assets

There were no changes in contingent liabilities or contingent assets of the Group since the previous financial year.

14 Capital commitments

There were no capital commitments during the current financial period under review.

Additional information required by Bursa Securities Listing Requirements For the First Quarter Ended 30 June 2011

1 Review of performance

The Group recorded RM15.4 million of revenue in the current quarter under review, an increase of approximately 6.2% if compared to corresponding quarter of the preceding financial year.

The Group achieved a profit before tax of RM2.5 million for the current quarter under review, an increase of approximately 195.3% if compared to a loss before tax of RM2.6 million in the corresponding quarter of the preceding financial year. The profit before tax for the current quarter under review has increased compared to the previous year's corresponding quarter. This is due to an improvement in gross profit margin and also a reduction of other operating expenses, resulting an improvement in operational efficiency.

2 Variation of results against preceding quarter

3 months	3 months
ended	ended
30.06.2011	31.03.2011
RM'000	RM'000
2 459	(6 870)

Profit / (Loss) before tax

Compared to the results against the preceding quarter, the group's performance for the current quarter under review has improved from a loss before tax of RM6.9 million to a profit before tax of RM2.5 million. The loss in the preceding quarter is mainly attributable by:-

- (i) an impairment of goodwill of RM3.7 million of one of the subsidiaries;
- (ii) a cost written off for a foreseeable loss of RM2.7 million in one of the existing project of a subsidiary; and
- (iii) a higher employee cost of RM3.5 million compared to the current quarter under review.

3 Current year prospects

The Board of Directors expects the performance for the Group for the next financial quarter to be satisfactory.

4 Profit forecast

Not applicable.

5 Tax expense

	INDIVIDUAL QUARTER THREE MONTHS ENDED 30 JUNE 2011 2010		CUMULATIVE PERIOD THREE MONTHS ENDED 30 JUNE 2011 2010	
	RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Current tax expense				
- Malaysian taxation	421	218	421	218
- Foreign taxation	23	-	23	-
Under provision in prior periods - Malaysian taxation	-	_	-	-
- Foreign taxation	55	44	55	44
	499	262	499	262
Deferred taxation				
- origination and reversal of temporary differences	-	45 -	-	45
	499	307	499	307

The Group's effective tax rate for the current financial quarter is lower than the statutory tax rate as utilisation of previously unrecognised tax losses of certain subsidiaries.

6 Unquoted investments and properties

There were no sales of any unquoted investments and/or properties during the financial quarter under review.

Additional information required by Bursa Securities Listing Requirements For the First Quarter Ended 30 June 2011

7 Marketable securities

Details of disposal of quoted investments were as follows:

	Current quarter ended 30.06.2011 RM'000	Current period-to- date 30.06.2011 RM'000
Sales proceeds on disposal Loss on disposal	59 (15)	59 (15)
Loss on disposal	(13)	(13)

As at 30 June 2011, the quoted investments included in other short term investments are as follows: -

	RM'000
At cost	2,129
Less: Fair value adjustment - Opening balance	(1,088)
- Current quarter	(237)
	(1,325)
At fair value	804

8 Status of corporate proposals

At market value

There were no corporate proposals announced or outstanding as at the date of this report.

9 Borrowings and debts securities

The Group's bank borrowings as at 30 June 2011 are as follows:

RM'000

804

Short term bank borrowings - secured - Denominated in RM

10,447

10 Realised and unrealised Profits

The breakdown of retained profits of the Group as at the reporting date, into realised and unrealised profits, pursuant to the directive issued by Bursa Securities on 25 March 2010 and 20 December 2010, is as follows:

Total retained profits of the Group: -	30.06.2011 RM'000	31.03.2011 RM'000
- Realised - Unrealised - in respect of deferred tax recognised in the statement of comprehensive income	24,438 302	21,671 104
- in respect of other items of income and expense	138	1,147
Total Group retained profits as per consolidated accounts	24,878	22,922

The determination of realised and unrealised profits is based on the Guidedance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Securities Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

11 Off balance sheet financial instruments

The Group does not have any financial instruments with off balance sheet risk as at the date of this report.

12 Changes in material litigation

Please refer to the Summary of Material Litigation attached for further details.

13 Dividends

No dividends have been recommended during the financial quarter under review.

Additional information required by Bursa Securities Listing Requirements For the First Quarter Ended 30 June 2011

14 Profit / (Loss) per ordinary share

(a) Basic profit / (loss) per ordinary share

Basic profit / (loss) per ordinary share for the financial period under review is calculated based on the Group's profit / (loss) after tax and minority interests divided by the weighted average ("WA") number of ordinary shares in issue during the financial period.

	INDIVIDUAL QUARTER THREE MONTHS ENDED 30 JUNE		CUMULATIVE PERIOD THREE MONTHS ENDED 30 JUNE	
	2011	2010	2011	2010
Profit / (Loss) after tax and minority interests (RM'000)	1,956	(2,829)	1,956	(2,829)
WA number of ordinary shares in issue ('000)	1,355,877	1,163,969	1,355,877	1,163,969
Basic profit / (loss) per ordinary share (sen)	0.14	(0.24)	0.14	(0.24)

(b) Fully diluted earnings per ordinary share

The Group has no potential ordinary shares in issue as at 30 June 2011 and therefore, diluted earnings per share has not been presented.

SUMMARY OF STATUS OF MATERIAL LITIGATION AS AT 19 AUGUST 2011

A. MATERIAL LITIGATION AGAINST THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
	Wills Consulting Pte. Ltd. (Plaintiff) vs Ledge Consulting Pte Ltd (Defendant) Ledge Consulting Pte Ltd (Plaintiff in Counterclaim) vs 1) Wills Consulting Pte. Ltd and 2) William Toh Geok Kim (Defendants in Counterclaim)		the Republic of Singapore	Ledge Consulting Pte Ltd ("Ledge") has on 22 February 2011, filed its defence together with a counterclaim against Wills Consulting Pte Ltd ("Wills") and one William Toh Geok Kim for, inter alia, the following:-
				(a) the sum of SGD1,472,353.46 with interest at the rate of 5.33% per annum from the date of issue of the counterclaim to the date of judgment or payment;
				(b) alternatively the sum of SGD698,269.35 with interest at the rate of 5.33% per annum from the date of issue of the counterclaim to the date of judgment or payment; and
				(c) costs.
				The counterclaim is in respect of a writ of summons issued by Wills against Ledge claiming for the sum of SGD64,000 being the outstanding payment for consultancy services pursuant to a letter of offer dated 12 July 2010 which is disputed by Ledge.
				As the amount of the claim has exceeded the jurisdiction of the Magistrates Court, Ledge has successfully applied to transfer the case to the High Court of the Republic of Singapore.

SUMMARY OF STATUS OF MATERIAL LITIGATION AS AT 19 AUGUST 2011

B. MATERIAL LITIGATION FOR THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
1	ISS Consulting (M) Sdn Bhd ("ISS (M)") v TSH Resources Berhad			ISS (M) has served a Notice of Arbitration dated 2 June 2011 on TSH Resources Berhad ("the Respondent") under the Arbitration Act 2005 in the Regional Centre for Arbitration at Kuala Lumpur ("Arbitration"). The amount claimed is as follows:
				 (a) the following special damages: i) outstanding sums of RM1,770,560.00 pursuant to invoices issued; ii) outstanding costs on a time and material basis amounting to RM2,193,148.56; iii) air travel, visa applications and accommodation amounting to RM87,403.00; (b) further or alternatively general damages for ISS (M)'s losses and damages; (c) interest on the damages and/or sums awarded at such rate and for such period as deemed fit and just by the Arbitrators; and (d) legal costs and costs of the arbitration proceedings to be borne by the Respondent. The Arbitration is based on the outstanding claims due and owing to ISS (M) by the Respondent, including but not limited to monies due and owing in respect of outstanding invoices for works and/or services done and/or rendered, and expenses incurred by ISS (M) pursuant to the Master Consultancy Services Agreement dated 15 February 2008 and the Supplemental Agreement dated 2 October 2009 entered into between ISS (M) and the Respondent which have been terminated by the mutual consent of both parties. TSH has on 18 August 2011 served their Notice of Arbitration dated 18 August 2011 on ISS (M) which contains in essence a counter claim for general damages to be assessed by the arbitral tribunal, other reliefs and remedies deemed fit; interests and legal costs of the arbitration. TSH has therefore requested that their notice of arbitration and ISS (M)'s Notice of Arbitration be heard by the same arbitrator. TSH is however not agreeable to the arbitrator ISS (M) has proposed and has proposed a different arbitrator. TSH has asked ISS (M) to respond to their proposed arbitrator within 30 days. ISS (M) is in the midst of obtaining its solicitors advice on the next course of action.