

TECHNODEX BHD
(Company No. 627634-A)
(Incorporated in Malaysia)

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2011

A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

A1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with 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 latest audited consolidated financial statements of Technodex Bhd (“TB”) for the financial period ended 31 December 2010. The 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 period ended 31 December 2010

The accounting policies and methods of computation adopted in the condensed financial statement are consistent with those adopted for the annual financial statement for the year ended 31 December 2010.

A2. Changes in accounting policies

The significant accounting policies, method of computation and basis of consolidation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the period ended 31 December 2010 except for the following new and revised FRSs , Amendments to FRSs and Interpretations with effect from 1 January 2011 .

(i) FRSs, Amendments to FRSs and Interpretations Adopted by the Group on 1 January 2011:-

FRS 1	First-time Adoption of Financial Reporting Standards (Revised)
FRS 3	Business Combinations (Revised)
FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 101	Presentations of Financial Statements (Revised)
FRS 123	Borrowing Costs (Revised)
FRS 127	Consolidated and Separate Financial Statements (Revised)
FRS139	Financial Instruments: Recognition and Measurement
Amendment to FRS1	First-time Adoption of Financial Reporting Standard
Amendment to FRS1	First-time Adoption of Financial Reporting Standard (Revised)
Amendment to FRS2	Shared-based Payment Vesting Conditions and Cancellations
Amendment to FRS5	Non-current Assets Held for Sale and Discontinued Operations
Amendment to FRS7	Financial Instruments: Disclosures
Amendments to FRS 138	Consequential Amendments Arising from FRS 3 (Revised)
Amendments to FRS1 and FRS127	Cost of an Investment in a Subsidiary, Jointly Controlled Entity of Associate
Amendment to FRS 101 and FRS 132	Puttable Financial Instruments and Obligations Arising on Liquidation

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Amendments to FRS 132	Classification of Rights Issues and the Transitional Provision in Relation to Compound Instruments
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11	FRS2-Group and Treasury Share Transactions
IC Interpretation 12	Service Concession Agreements
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IC Interpretation 16	Hedges of a Non-cash Assets to Owners
IC Interpretation 17	Distribution of Non-cash Assets to Owners

Unless otherwise described below, the new FRSs, Amendments to FRS, Interpretations and Technical Releases above are expected to have no significant impact on the financial statements of the Company upon their initial application except for the changes in presentation and disclosures of financial information arising from the adoption of all the above FRSs, Amendments to FRSs, Interpretations and Technical Releases.

a) FRS 101 : Presentation of Financial Statements (Revised)

The revised FRS 101 introduces changes in the presentation and disclosures of financial statements. The revised Standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. The Standard also introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group and the Company have elected to present this statement as one single statement. In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the classification of items in the financial statements. The revised FRS 101 also requires the Group to make new disclosures to enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. The revised FRS 101 was adopted retrospectively by the Group and the Company

b) FRS 139 : Financial Instruments : Recognition and Measurement

FRS 139 requires the recognition, measurement and disclosure of financial assets and financial liabilities. The new accounting standard moves measurement from a cost base to fair value base for certain categories of financial assets and financial liabilities. The changes in accounting policy are to be accounted for prospectively in accordance with the transitional provision of FRS 139. The adoption of this standard does not have significant impact on the financial position and result of the Group.

c) Amendments to FRS 1 and FRS 127

Amendments to FRS 1 and FRS 127 remove the definition of 'cost method' currently set out in FRS 127, and instead require an investor to recognise all dividends from subsidiaries, jointly controlled entities or associates as income in its separate financial statements. In addition, FRS 127 has also been amended to deal with situations where a parent reorganises its group by establishing a new entity as its new parent. Under this circumstance, the new parent shall measure the cost of its investment in the original parent at the carrying amount of its share of the equity items shown in the separate financial statements of the original parent at the reorganisation date. The amendments will be applied prospectively and therefore there will not have any financial impact on the financial statements of the Company for the current financial period but may impact the accounting for future transactions or arrangements.

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(ii) FRSs, IC Interpretations and Amendments to IC Interpretation issued but not yet effective:-

At the date of authorization of these interim financial statements, the following FRSs, Amendment to FRSs and Interpretations were issued but not yet effective for the current financial period:

FRSs and IC Interpretations (Including the Consequential Amendments)	Effective date
FRS 7 (Revised) Disclosures – Transfers of Financial Assets (Amendments to FRS 7)	1 January 2012
FRS 9 Financial Instruments (IFRS 9 issued by IASB in November 2009)	1 January 2013
FRS 9 Financial Instruments (IFRS 9 issued by IASB in October 2010)	1 January 2013
FRS 10 Consolidated Financial Statements	1 January 2013
FRS 11 Joint Arrangements	1 January 2013
FRS 12 Disclosure of Interests in Other Entities	1 January 2013
FRS 13 Fair Value Measurement	1 January 2013
FRS 119(Revised) Employee Benefits	1 January 2013
FRS 124 (Revised) Related Party Disclosures	1 January 2012
FRS 127 (Revised) Separate Financial Statements	1 January 2013
FRS 128 (Revised) Investment in Associates and Joint Ventures	1 January 2013
Amendments to FRS 1 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 1 Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 January 2012
Amendments to FRS 2 Group Cash-settled Share-based Payment Transactions	1 January 2011
Amendments to FRS 3 Improvement to FRSs (2010)	1 January 2011
Amendments to FRS 7 Improving Disclosures about Financial Instruments	1 January 2011
Amendments to FRS 101 Presentation of Items of Other Comprehensive Income	1 July 2012
IC Interpretation 4 Determining Whether An Arrangement Contains a Lease	1 January 2011
IC Interpretation 15 Agreements for the Construction of Real Estate	1 January 2012
IC Interpretation 18 Transfers of Assets from Customers	1 January 2011
IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Interpretation 14: Prepayments of a Minimum Funding Requirement	1 July 2011
Annual Improvements to FRSs (2010)	1 January 2011

The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operations except as follows:-

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FRS 127: Consolidated and Separate Financial Statements (Revised)

This standard requires accounting for changes in ownership interests by the group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised standard also requires all losses attributable to the minority interest to be absorbed by the minority interest instead of by the parent. The Group will apply the major changes of FRS 127 (Revised) 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

A3. Audit Report of Preceding Annual Financial Statements

The audited annual financial statements for the period ended 31 December 2010 were not subject to any qualification.

A4. Comments on Seasonal or Cyclical Factors

The results of the Group were not significantly affected by any seasonal or cyclical factors during the current quarter under review and the financial year-to-date.

A5. Nature and Amount of Exceptional and Extraordinary Items

There were no unusual items affecting assets, liabilities, equity, net income or cash flow of the Group during the current quarter under review and the financial year-to-date.

A6. Material Changes in Estimates

There were no material changes in the estimates used for the preparation of this interim financial report.

A7. Debts and Equity Securities

There were no issuance, cancellations, repurchases, resale and repayments of debt and equity securities during the quarter under review except for the issuance of 12,000,000 new ordinary shares of RM0.10 each pursuant to the exercise of private placement. The proceeds from private placement have been used for working capital purposes.

A8. Dividend

There were no dividends paid during the current quarter under review and the financial year-to-date.

A9. Segmental Information

The Group operates in a single line of business, namely the provision of Open Source Based Business Software and as such, segment reporting by business segment is not prepared.

In determining the geographical segments of the Group, segmental revenue is based on the country in which the customer is located.

The Group derives revenue from customers in the following geographical areas:

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A9. Segmental Information (Continued)

Revenue	Current Quarter	Preceding Corresponding Period To date	12 MONTHS Current Year To Date	18 MONTHS Preceding Corresponding Period To date
	Ended 31/12/11 RM'000	Ended 31/12/10 RM'000	Ended 31/12/11 RM'000	Ended 31/12/10 RM'000
Malaysia	2,386	814	14,132	8,258
France	-	-	-	109
	<u>2,386</u>	<u>814</u>	<u>14,132</u>	<u>8,367</u>

Information on the segment results have not been presented as the operating expenses of the Group are mostly incurred in Malaysia and therefore could not be allocated to the respective geographical area.

A10. Valuation of Property, plant and equipment

There were no changes in the valuation of property, plant and equipment reported in the previous audited financial statements that will have an effect in the financial quarter under review.

A.11 Material Events Subsequent To The End of The Quarter

Save as disclosed in Note B8 and B11, there were no material events subsequent to the end of the quarter under review.

A12. Changes in Composition of the Group

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

A13. Contingent Assets or Liabilities

There were no contingent assets or contingent liabilities since the last Balance Sheet as at 31 December 2011.

A14. Capital Commitments

There were no capital commitments as at 31 December 2011.

A15. Related Party Transactions

There were no related party transactions entered into in the current quarter under review and the financial year-to-date, except for RM46,715 legal expenses paid to Ariffin & Partners who Director - Mr. Steven Wong Chin Fung is a partner.

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B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA SECURITIES FOR THE ACE MARKET

B1. Review of Performance

For the current fourth quarter ended 31 December 2011 (“**4Q11**”), the Group recorded revenue of RM2.386 million compared to RM0.814 million in preceding year corresponding quarter (“**6Q10**”). The Group has increased its revenue by 193% due to securing more projects since first quarter.

For 4Q11 the Group recorded Loss before taxation (“**LBT**”) of RM0.306 million compared to loss before taxation of RM20.495 million in the 6Q10. The Group also recorded loss after taxation of RM0.259 million for 4Q11 compared to loss after taxation of RM20.504 million in the 6Q10.

The improvement for this quarter was mainly due to higher contributions in our core products TechnoDex® Platform and EvoDex suite of solutions.

B2. Comparison with Preceding Quarter’s Results

	Quarter ended 31/12/2011 RM’000	Quarter ended 30/09/2011 RM’000	Changes (%)
Revenue	2,386	2,670	(11%)
Profit/(Loss) before taxation	(306)	140	(319%)

For the current quarter, the Group recorded lower revenue and LBT of RM2.386 million and RM0.306million respectively compared to revenue and PBT of RM2.670 million and RM0.140million respectively in the preceding quarter. The decrease in revenue and PBT was mainly due to decrease in revenue recorded and increase in other operating expenses.

B3. Commentary on Prospects

The Board of Directors and Management note that the recent operation loss recorded in financial period ended 31 December 2010 and business operation requires stringent monitoring and controls to ensure operation sustainability. Various strategies have been put in place to ascertain business revival. Thus far, the Group has shown effects of various revival strategies.

The Group will continue to pursue high growth markets by introducing innovative and complementary solutions to these markets. In addition, the Group is also exploring growth through mergers & acquisitions with synergistic businesses locally and abroad.

B4 Profit Forecast and Profit Guarantee

The Group neither announced any profits forecast nor profit guarantee during the financial quarter under review.

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B5. Profit for the period

	Year Quarter 31.12.2011 RM'000	Year To Date 31.12.2011 RM'000
Profit before taxation is stated after charging/(crediting):		
Provision for & write off of receivables	115	115
Amortization of intangible assets	996	3,834
Depreciation of property, plant and equipment	120	579
Property, plant and equipment written off	46	46
Interest expenses	206	863
Gain on disposal of property, plant and equipment	-	1
Amortization of government grant	(60)	(470)
Interest income	(28)	(75)

B6. Taxation

	Individual Quarter		Cumulative Quarter	
		Preceding		Preceding
	Current Quarter	Corresponding	Current Year To Date	Corresponding
	Ended 31/12/11	Ended 31/12/10	Ended 31/12/11	Period To date Ended 31/12/10
	RM'000	RM'000	RM'000	RM'000
Taxation	-	(9)	(1)	(47)

The Company was granted the MSC Malaysia Status and the Pioneer Status on 20 April 2005, which qualify the Company for the Pioneer Status incentive under the Promotion of Investments Act, 1986. The statutory income from pioneer activities is exempted from income tax for a period of five years from 20 April 2005 to 19 April 2010. The Company is in the process of applying for an extension of the Pioneer Status incentive.

A subsidiary of the Company was granted the MSC Malaysia Status on 6 November 2002 and the Pioneer Status on 26 March 2003, which qualify the subsidiary for the Pioneer Status incentive under the Promotion of Investments Act, 1986. The statutory income from pioneer activities is exempted from income tax for a period of five years from 26 March 2008 to 25 March 2013.

The taxation charge is in respect of interest income earned by the Company.

B7. Corporate Proposals

On behalf of the Board of Directors of Technodex Bhd (“TDEX”) or (“the Company”), OSK Investment Bank Berhad had on 14th July 2011, announced to Bursa Malaysia Securities Berhad (“Bursa Securities”) that the company proposed to implement a private placement of up to 24,000,000 new ordinary shares of RM0.10 each (“Tdex Share(s)” or “Share(s)”) in Tdex (“Placement Share(s)”), representing not more than ten percent (10%) of the issued and paid-up share capital of the Company (assuming all outstanding options under an employees’ share option scheme are fully exercised), to investors to be identified (“Proposed Private Placement”).

The listing application to Bursa Securities on the Proposed Private Placement has been submitted on 15 July 2011.

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B7. Corporate Proposals (Continued)

On 19 January 2012, the Company has completed the placement of 21,062,500 TDEX shares representing 89.81% of the total number of shares available under the Private Placement. We wish to further highlight that the Company has no further intention of completing the placement of the remaining 2,390,155 shares. Accordingly the Private Placement is deemed completed.

B8. Borrowings and Debt Securities

Save as disclosed below, there were no other borrowings or debt securities in the Group as at 31 December 2011:

	As At End Of Current Quarter Ended 31 December 2011 (RM'000)	As At End Of Preceding Financial Period Ended 31 December 2010 (RM'000)
Short term borrowings:-		
Secured:		
Other borrowings:-		
Finance Lease	-	70
Revolving credits	927	4,454
Term Loan	1,634	1,652
	2,561	6,176
Bank overdrafts	2,315	4,289
	4,876	10,465
Long term borrowings:-		
Secured:		
Finance Lease	-	292
Term Loan	7,026	4,872
	7,026	5,164

B9. Material Litigation

Except for the disclosed below, the group is not involved in any other material litigation.

HP Facilities Services (Malaysia) Sdn Bhd (“Plaintiff”) vs. Technodex Berhad (“Defendant”)

The Company (“Tdex”) has been served a Writ of Summons (“the Summons”) and Statement of Claim both dated 20 June 2011 filed by HP Facilities Services (Malaysia) Sdn Bhd (“Plaintiff”) against Tdex to demand the settlement of a total sum of RM942,386.61 as at 28 February 2011 with interest thereon at the rate of 1.5% per month from 1 March 2011 to the date of full settlement, particulars of which are as follows:-

Amount due as at 1 October 2010	RM 914,443.78
Late charges from 2 October 201 to 28 February 2011	RM 67,192.83
Less :	
Sale proceeds of the Equipment (as defined below) which was returned by Tdex to the Plaintiff	RM 39,250.00
Total	RM 942,386.61

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B10. Material Litigation (Continued)

The circumstances leading to the filing of the Writ of Summons against Tdex was due to the fact that Tdex has failed and/or default to pay the monthly rent installments for the lease of various equipment, software and/or services (“the Equipment”) to Tdex.

Tdex is exposed to losses resulting from the above claim, interest and legal cost in respect from the Writ of Summons, if proven. Tdex will seek the necessary legal advice from its solicitors with regards to the claim and will instruct its solicitors to defend the said claim.

Tdex nevertheless is of the view that it has a legitimate defence to the Writ of Summons.

The plaintiff has filed a summary of judgment application against the company and the said application is pending at Court.

Meanwhile, Tdex has also filed a 3rd party application to bring in a former director of Tdex as the 3rd party.

The result of summary of judgment will be released on 28th December 2011.

On 27 January 2012, the plaintiff had withdrawn the above legal suit against the Company with no liberty to file afresh and with no order as to cost.

B11. Dividend

The Board of Directors does not recommend any dividend for the current quarter under review and the financial year-to-date.

B12. Earnings Per Share

The earnings per share have been calculated based on the (loss)/profit after taxation divided by the weighted average number of ordinary shares as follows:

	Individual Quarter		12months	18 months
	Current Quarter Ended 31 Dec11	Preceding Corresponding Quarter Ended 31 Dec 10	Cumulative Quarter	
			Current Period To Date Ended 31 Dec 11	Preceding Financial Period To date Ended 31 Dec 10
(Loss)/Profit After Taxation (RM'000)	(259)	(20,504)	2,091	(31,239)
Weighted Average Number of Ordinary Shares in issue of RM0.10 each ('000)	236,744	227,387	233,638	208,147
Basic (loss)/ earnings per share (sen)	(0.11)	(9.02)	0.92	(15.01)
Weighted Average Number of Ordinary Shares after effect of Employee Share Option Scheme ('000)	236,744	247,674	233,638	220,760
Diluted (loss)/ earnings per share (sen)	(0.11)	(8.28)	0.92	(14.15)

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B13. Disclosure of Realised and Unrealised earnings

The breakdown of the retained profits of the Group as at 31 December 2011, into realised and unrealised profits/losses, pursuant to the directive, is as follows:

	As At End Of Current Quarter Ended 31 Dec 11 (RM'000)	As At End Of Preceding Financial Period to date Ended 31 Dec 10 (RM'000)
Total (accumulated loss)/retained profits:		
- realised	(4,336)	(5,614)
Total share of loss of an associate:		
- realised	-	(318)
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	(4,336)	(5,932)
Less: Consolidation adjustments	380	(541)
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At 31 December	(3,956)	(6,473)

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

The disclosure of realised and unrealised profits/losses 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.