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

UNAUDITED QUARTERLY FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 OCTOBER 2014

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		INDIVIDUAL	L QUARTER	CUMULATIV	E QUARTER
		3 month	s ended	6 months ended	
	Note	31-Oct-2014 RM'000 (Unaudited)	31-Oct-2013 RM'000 (Audited)	31-Oct-2014 RM'000 (Unaudited)	31-Oct-2013 RM'000 (Audited)
Revenue	B1	2,833	3,651	6,565	6,875
Other operating income		19	124	72	126
Employee benefits		(576)	(1,068)	(1,690)	(2,134)
Depreciation & amortisation		(904)	(748)	(1,922)	(1,505)
Other operating expenses		(1,234)	(1,882)	(2,705)	(3,793)
Profit/(Loss) from operations		138	77	320	(431)
Finance costs		(51)	18	(115)	(90)
Profit/(loss) before taxation	B2	87	96	205	(521)
Income tax recover/ (expenses)	В5	(22)	-	(51)	-
Profit/(loss) for the year/(period)		65	96	154	(521)
Other Comprehensive income - Currency translation difference not recognised in income statement		-	-		-
Total comprehensive income for the financial year/(period)		65	96	154	(521)
Profit Attributable to: Equity holders of the Company		65	96	154	(521)
Total comprehensive income attributable to : Equity holders of the Company		65	96	154	(521)
Earning/(Loss) per share (sen) - Basic	B10	0.02	0.03	0.05	(0.15)
- Diluted	B10	0.02	0.03	0.05	(0.19)

Note:

The unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the notes to the interim financial report and the audited financial statements of the Group for the financial year ended 30 April 2014.

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

UNAUDITED QUARTERLY FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 OCTOBER 2014

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	Unaudited As At 31-10-2014	Audited As At 30-4-2014
		RM'000	RM'000
Assets			
Non-current Assets			
Property, plant and equipment		1,389	812
Goodwill on consolidation		3,255	1,559
Other intangible assets		10,001	9,681
Total Non-current Assets		14,646	12,052
Current Assets			
Trade receivables		6,160	4,298
Other receivables, deposits and prepayments		2,886	3,090
Tax refundable		64	-
Fixed deposits with licensed banks		1,930	7,107
Cash and bank balances		2,784	1,776
Total Current Assets		13,825	16,271
Total Assets		28,471	28,322
Equity and Liabilities			
Share capital		34,078	34,078
Share premium		695	695
Foreign exchange translation reserve		673	675
Accumulated (losses)		(14,136)	(14,290)
Non controlling interest		498	-
Total Equity		21,808	21,158
Non-current Liabilities			
Hire purchase payables	В7	411	898
Term loans		-	
Total Non-current Liabilities		411	898
Current Liabilities			
Trade payables		1,278	1,592
Other payables & accruals		3,620	1,678
Bank overdraft		214	1,070
Hire purchase payables		961	934
Term loans	В7	68	2,047
Provision for taxation	В5	110	15
Total Current Liabilities		6,251	6,266
Total Liabilities	ļ	6,662	7,164
Total Equity and Liabilities		28,470	28,322
Net assets per share attributable to ordinary equity holders of the parent company (RM)		0.06	0.06

(The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 30 April 2014 and the accompanying notes attached to this interim financial report)

UNAUDITED QUARTERLY FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 OCTOBER 2014

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

	6 months ended 31-Oct-2014 Unaudited RM'000	6 months ended 31-Oct-2013 Audited RM'000
Cash flows from/(for) operating activities		
Profit/ (Loss) before taxation	205	(509)
Adjustment for:-		
Allowance for impairment loss on trade receivables Reversal of allowance for impairment loss on trade receivables	-	-
Depreciation and amortisation	1,922	1,505
Interest expenses	115	-
Waiver of debts	-	-
Interest income	(67)	(37)
		050
Operating profit/(loss) before working capital changes	2,175	959
(Increase)/ Decrease in trade and other receivables	(573)	(1,709)
Increase/ (Decrease) in trade and other payables	843	723
Cash flows from/(for) operating activities	2,445	(28)
Interest paid	(115)	(90)
Income tax paid	(12)	-
Net cash from/(for) operating activities	2,318	(118)
Cash flows from/(for) investing activities		
Interest income received	67	-
Purchase of property, plant and equipment	(212)	(91)
Development costs incurred	(2,133)	- 27
Acquisition of subsidiaries, net of cash acquired Net cash from/(for) investing activities	(1,913) (4,191)	(54)
net cash from/(for) investing activities	(4,171)	(34)
Cash flows from/(for) financing activities		
Proceeds from issuance of shares	-	8,520
Repayment of hire purchase	(461)	(441)
Repayment of term loans	(2,047)	(1,118)
Net cash from/(for) financing activities	(2,508)	6,960
Net increase/(decrease) in cash and cash equivalents	(4,381)	7,823
Effects of foreign exchange translation	(2)	(11)
Cash and cash equivalents at beginning of the financial year	8,883	1,813
Cash and cash equivalents at end of the financial period	4,500	9,624
Cash and cash equivalents at the end of the financial period comp	rises the following :-	
Fixed deposits with licensed banks	1,930	2,034
Cash and bank balances	2,784	7,590
Bank overdraft	(214)	-
	4,499	9,624

(The unaudited Condensed Consolidated Statement of Cash Flow should be read in conjunction with the Audited Financial Statements for the financial year ended 30 April 2014 and the accompanying notes attached to this interim financial report.)

UNAUDITED QUARTERLY FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 OCTOBER 2014

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Attributable to Equi Non-Distributable	ity Holders of the Company	Distributable		
	Share Capital RM'000	Share Premium RM'000	Foreignb Exchange Translation Reserve RM'000	Accumulated Losses RM'000	Non-Controlling Interest RM'000	Total Equity RM'000
Balance at 1 May 2014	34,078 -	695 -	675 -	(14,290)	-	21,158
Profit for the financial year	-	-	-	154	-	154
Other comprehensive income for the financial year - Foreign currency translation differences	-	-	(2)	-	-	(2)
Total comprehensive income for the year	-	-	(2)	154	-	152
Contributions by the owners of the Company						
- Acquisiton of subsidiary	-	-	-		498	498
Total Transactions with owners	-	-	-	-	498	498
Balance at 31 October 2014	34,078	695	673	(14,136)	498	21,808
Balance at 1 May 2013	25,559	1,135	598	(13,853)	-	13,440
Loss for the financial year	-	-	-	(437)	-	(437)
Other comprehensive income for the financial year - Foreign currency translation differences	-	-	76	-	-	76
Total comprehensive income/(expense) for the financial year	-	-	76	(437)	-	(361)
Contributions by the owners of the Company						
- Right issue	8,520	(440)	-	-	-	8,079
Balance at 30 Apr 2014	34,078	695	675	(14,290)		21,158

The unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 30 April 2014 and the accompanying explanatory notes attached to the interim financial statements.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

PART A - Explanatory Notes Pursuant To Malaysian Financial Reporting Standard ("MFRS") 134, Interim Financial Reporting

A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with Malaysia Financial Reporting Standard ("MFRS") No. 134: Interim Financial Reporting, and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("AMLR").

The interim financial report should be read in conjunction with the Audited Financial Statements for the year ended 30 April 2014 and the accompanying notes attached to this interim financial report.

A2. Changes in accounting policies

The accounting policies and methods of computation adopted for the interim financial report are consistent with those adopted for the annual audited financial statements for the financial year ended 30 April 2013.

The adoption of the following MFRSs, Amendments to MFRSs and IC Interpretation that came into effect on 1 January 2014 did not have any significant impact on the unaudited condensed consolidated financial statements upon their initial application.

Amendment to MFRS 10,

MFRS 12, MFRS 127

: Consolidated Financial Statements Investment Entities

Amendment to MFRS 132

 $: \quad Financial \ Instruments \ Presentation - Offsetting \ Financial \ Assets$

and Financial Liabilities

Amendment to MFRS 136

: Impairment of Assets – Recoverable Amount Disclosure for Non-

Financial Assets

Amendment to MFRS 139

: Financial Instrument – Recognition and Measurement - Novation

of Derivatives and Continuation of Hedge Accounting

A3. Audit Report of Preceding Annual Financial Statements

The audited annual financial statements for the year 30 April 2014 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.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

PART A - Explanatory Notes Pursuant To Malaysian Financial Reporting Standard ("MFRS") 134, Interim Financial Reporting

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 current quarter under review.

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's segmental information by geographical location is not shown as the activities of the Group are in Malaysia.

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 Current Period

Save as disclosed in Note B6, there were no material events subsequent to the end of the current period under review.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

PART A - Explanatory Notes Pursuant To Malaysian Financial Reporting Standard ("MFRS") 134, Interim Financial Reporting

A12. Changes in Composition of the Group

During the financial quarter under review, the Company acquired a total of 275,000 ordinary shares of RM1.00 each in Idealseed Resources Sdn Bhd ("Idealseed"), representing 55% equity interest in Idealseed for a total consideration of RM2.2million.

The fair values of the identifiable assets and liabilities of Idealseed as at the date of acquisition were:-

At Data Of Agguigition

	At Date	Of Acquisition
	Carrying Amount RM	Fair Value Recognised RM
Equipment	475	475
Trade and other receivables	1,086	1,086
Goodwill on consolidation	2	2
Current tax assets	8	8
Cash and cash equivalents	501	501
Trade payables and accruals	(786)	(786)
Bank borrowings	(68)	(68)
Bank overdraft	(214)	(214)
Net identifiable assets and liabilities	1,003	1,003
Less: Non-controlling interests Add: Goodwill on acquisition		(498) 1,694
Total purchase consideration Less: Cash and cash equivalents of subsidiary acquired		2,200 (287)
Net cash outflow for acquisition of a subsidiary		1,913

The non-controlling interests are measured at fair value.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

PART A - Explanatory Notes Pursuant To Malaysian Financial Reporting Standard ("MFRS") 134, Interim Financial Reporting

The acquired subsidiary has contributed the following results to the Group:-

	The Gro	The Group		
	Unaudited As At 31-10-2014	Audited As At 30-4-2014		
	RM	RM		
Revenue Profit after taxation	- -	- -		

A13. Contingent Assets or Liabilities

There were no changes in contingent liabilities and contingent assets since the end of the last annual reporting period.

A14. Capital Commitments

There were no capital commitments for the period under review.

A15. Related Party Transactions

The Directors are of the opinion that the Group has no related party transactions entered into in the current quarter under review and the financial year-to-date.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B1. Review of Performance

		AL QUARTER NDED	VARIANCE	
	31/10/14	31/10/13		
RM'000	Unaudited	Audited	RM'000	%
Revenue	2,833	3,651	(818)	-22%
Profit/ (Loss) before Tax	87	96	(9)	-9%

The Group recorded revenue of RM2.833 million for current quarter ended 31 October 2014, which is lower by 22% as compared to RM3.651 million for the quarter ended 31 October 2013.

The Group's profit before tax (PBT) for the current quarter ended 31 October 2014 was RM0.087 million, compared to a profit before tax of RM0.096 million for the quarter ended 31 October 2013. During the period under review, there were no factors or circumstances that significantly affected its revenue, costs or profit margins.

B2. Variation of Results against Preceding Quarter

	INDIVIDUAL (
	Current Quarter	Preceding Quarter	Variance	
	31/10/14	31/07/14		
	RM'000	RM'000	RM'000	%
Revenue	2,833	3,732	(899)	-24%
Profit/ (Loss) before Tax	87	118	(31)	-26%

For the current quarter under review, there has been a decrease in revenue to RM2.833 million as compared to RM3.732 million recorded in the preceding quarter ended 31 July 2014. The PBT recorded a slight decrease of 26% to RM0.087 million in the current quarter as compared with preceding quarter.

B3. Commentary on Prospects

Moving forward, the Group will focus on the development and future growth of its existing businesses and the coming new projects despite the challenging global and local economic outlook. The Group is positioned to weather these uncertainties in view of its order book which includes hardware support maintenance, software renewal contract, outsourcing contract and application development contract awarded for the next two years. These projects are expected to contribute positively to the revenue and earnings of the Group.

Our management remains committed to the growth strategy which focuses on a prudent and cohesive expansion in activities closely correlated with the Group's core competencies. The Group will continue to tender for more IT contracts.

The Group's prospects for the year 2015 are expected to remain positive.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B4. Profit Forecast and Profit Guarantee

The Group has not provided any profit forecast or profit guarantee in any public document.

B5. Taxation

	Current Quarter	Cumulative Quarter Ended
	31/10/14	31/10/14
RM'000	Unaudited	Unaudited
Income tax		
- Current provision	22	51
- (Over)/ under provision of tax in prior years	-	-
Total income tax expenses	22	51

The subsidiaries income taxes were calculated at the Malaysian statutory tax rate of 25% of the estimated assessable profit for the period.

The effective tax rate of the Group for the current and previous corresponding quarters were higher than the statutory tax rate of the respective year principally due to certain expenses which were not deductible for tax purposes.

The Company was granted the MSC Malaysia Status and the Pioneer Status on 20 April 2010, which qualifies 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 2010 to 19 April 2015.

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

B6. Corporate Proposals

1. The Board of Directors of the Company had announced that the Company had on 7 May 2014 entered into a Heads of Agreement with Chong Eng Yeau and Pang Kim Huay (collectively, the "Controlling Shareholders") with the intention to invest in Zeal Systems (M) Sdn. Bhd., MYZSM Sdn. Bhd. and E-Tech IT Solution Pte. Ltd. by way of subscription of 55% equity interest in a private limited company to be formed by the Controlling Shareholders under the Companies Act, 1965 ("SPV") for an aggregate subscription price of RM2,200,000 ("HOA") ("Proposed Subscription").

Pursuant to the HOA in relation to the Proposed Subscription, the exclusivity period, the date of the obligation to execute the Definitive Agreements and the period to undertake the Due Diligence expires on 6 July 2014 ("Expiry Date") and that the Company and the Controlling Shareholders had on 4 July 2014 mutually agreed to extend the Expiry Date up to (and including) 30 September 2014.

In view that the above has not been met by 30 September 2014, the Company announced on 30 September 2014 that the HOA has lapsed.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

- 2. The Board of Directors of the Company had on 17 October 2014 announced that the Company proposes to undertake the following corporate exercises:-
 - (a) proposed private placement of up to ten percent (10%) of the issued and paid-up share capital of the Company to investor(s) to be identified later ("Proposed Private Placement"); and
 - (b) proposed acquisition and subscription by the Company of a total of 275,000 ordinary shares of RM1.00 each in Idealseed Resources Sdn Bhd ("Idealseed") ("Idealseed Shares") representing 55% of the enlarged issued and paid-up share capital of Idealseed for a total cash consideration of RM2,200,000 via the following:-
 - (i) a conditional Agreement for Sale and Purchase of Shares dated 17 October 2014 entered into between the Company as purchaser and Tan Wah Choy as vendor ("Vendor") for the proposed acquisition of 125,000 Idealseed Shares at a purchase price of RM1,000,000, representing RM8.00 per Idealseed Share from the Vendor; and
 - (ii) a conditional Subscription Agreement dated 17 October 2014 entered into between the Company as subscriber, Idealseed as issuer and the Vendor for the proposed subscription by TDEX of 150,000 new Idealseed Shares at a subscription price of RM1,200,000, representing RM8.00 per Subscription Share; (hereinafter referred to as the "Proposed Acquisition").

On 31 October 2014, the Company announced that following the satisfaction and fulfillment of all conditions precedent stipulated in the Conditional Agreement for Sale and Purchase of Shares and Conditional Subscription Agreement, the Proposed Acquisition is completed on 31 October 2014 and pursuant thereto, Idealseed is now a 55%-owned subsidiary of the Company.

As of today, the Proposed Private Placement has not been completed.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B7. Borrowings and Debt Securities

Details of the Group's borrowings as at 31 October 2014 are as follows:

	As at 31 October 2014	As at 31 October 2013
	(RM'000)	(RM'000)
Secured borrowings:-		
Current:		
Term Loan	68	900
Hire Purchase Payable	961	540
Bank overdraft	214	-
	1,243	1,440
Non-Current:		
Term Loan	-	1,637
Hire Purchase Payable	411	1,721
		-
	411	3,358
Total	1,654	4,798

B8. Material Litigation

There were no material litigations as at the date of this report.

B9. Dividend

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

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B10. 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:

	Current year quarter	Current year to date
	31/10/14	31/10/14
	Unaudited	Unaudited
(Loss)/Profit After Taxation (RM'000)	65	154
Weighted Average Number of Ordinary Shares in issue of RM0.10 each ('000)	340,785	340,785
Basic (loss)/ earnings per share (sen)	0.02	0.05
Weighted Average Number of Ordinary Shares after effect of rights issue of shares with free warrant ('000)	340,785	340,785
Diluted (loss)/ earnings per share (sen)	0.02	0.05

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B11. Disclosure of Realised and Unrealised earnings

The breakdown of the retained profits of the Group as at 31 October 2014, into realised and unrealised profits/losses, pursuant to the directive, is as follows:

	Period Ended 31/10/14 Unaudited RM'000	Period Ended 31/10/13 Audited RM'000
Total (accumulated loss)/retained earnings of the Company and its subsidiary companies:		
- realised	(14,136)	(14,364)
Total share of loss of an associate:		
- realised	-	-
	(14,136)	(14,364)
Less: Consolidation adjustments	-	-
Group's retained profits/ (Loss) as per consolidated financial statements	(14,136)	(14,364)

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 ACE 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.

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

Unaudited Quarterly Financial Report For The Second Quarter Ended 31 OCTOBER 2014

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

B12 Status of Utilization of Proceeds

Status of utilization of Proceeds derived from the rights issue of 85,196,350 shares by the Company as at 31 October 2014 is as follow:-

	Proposed	Actual	Unutilised	Deviation	Timeframe
	Utilisation	Utilisation	Proceed		for the
					utilisation
					of proceed
	RM'000	RM'000	RM'000	RM'000	
Business development	3,500	(2,367)	1,133	-	Within 18
expenditure					months
Capital expenditure	2,500	(2,500)	-	-	Within 12
					months
Working capital	2,020	(2,020)	-	-	Within 12
					months
Expenses in relation to the Rights	500	(500)	-	-	Within 1
Issue with Warrant					month
	8,520	(7,387)	1,133	-	

^{*} Excess of the amounts allocated will be utilised for meeting general working capital requirements as disclosed in the Prospectus in relation to the right issue dated 27 August 2013.