

INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED  
31 MARCH 2012

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 MARCH 2012

	31-Mar-12 RM'000	31-Dec-11 RM'000	1-Jan-11 RM'000
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	812	921	906
Development expenditure	6,816	6,816	8,476
Fixed deposits with licensed banks	2,333	3,113	1,040
	<u>9,961</u>	<u>10,850</u>	<u>10,422</u>
<b>CURRENT ASSETS</b>			
Trade and other receivables	7,723	4,855	16,731
Current tax assets	-	-	-
Fixed deposits with licensed banks	-	-	213
Cash and cash equivalents	4,287	6,588	3,176
	<u>12,010</u>	<u>11,442</u>	<u>20,119</u>
<b>TOTAL ASSETS</b>	<u>21,971</u>	<u>22,292</u>	<u>30,541</u>
<b>EQUITY</b>			
Share capital	20,000	20,000	20,000
Share premium	18,160	18,160	18,160
Foreign currency translation reserves	(850)	(534)	(451)
Accumulated Loss	(22,781)	(22,121)	(16,108)
	<u>14,529</u>	<u>15,504</u>	<u>21,600</u>
Non-controlling interests	-	(346)	-
	<u>14,529</u>	<u>15,158</u>	<u>21,600</u>
<b>Equity attributable to Owners of the company</b>	14,529	15,158	21,600
<b>Non-controlling interests</b>	-	-	-
<b>TOTAL EQUITY</b>	<u>14,529</u>	<u>15,158</u>	<u>21,600</u>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	927	554	55
Deferred tax liabilities	-	-	-
	<u>927</u>	<u>554</u>	<u>55</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	3,893	4,221	6,818
Borrowings	2,505	2,327	1,863
Provision for taxation	30	-	-
Current tax payable	88	31	205
	<u>6,516</u>	<u>6,580</u>	<u>8,886</u>
<b>TOTAL LIABILITIES</b>	<u>7,442</u>	<u>7,134</u>	<u>8,941</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>21,971</u>	<u>22,292</u>	<u>30,541</u>
<b>NET ASSETS PER SHARE (SEN)</b>	<u>0.07</u>	<u>0.08</u>	<u>0.11</u>

**Notes:**

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Notes to Interim Financial Reports and the audited financial statements of the Company for the financial year ended 31 December 2011.

**INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED  
31 MARCH 2012**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	Current Quarter  31-Mar-12 RM'000	Preceding Year Corresponding Quarter 31-Mar-11 RM'000	Current Year To Date 31-Mar-12 RM'000	Preceding Year Year To Date Ended 31-Mar-11 RM'000
Revenue	4,551	5,812	4,551	5,812
Cost of sales	(3,297)	(2,298)	(3,297)	(2,298)
Operating expenses	(1,912)	(2,218)	(1,912)	(2,218)
Other operating income	7	9	7	9
Finance costs	(10)	(39)	(10)	(39)
<b>Loss before tax</b>	(661)	1,266	(661)	1,266
Income tax expense	-	-	-	-
<b>Loss for the period</b>	(661)	1,266	(661)	1,266
<b>Loss attributable to :</b>				
Owner of the Company	(661)	1,266	(661)	1,266
Non-controlling interests	-	-	-	-
	(661)	1,266	(661)	1,266
Basic earnings per ordinary share of RM0.10 each (sen)	(0.03)	0.06	(0.03)	0.06
Diluted earnings per ordinary share of RM0.10 each (sen)	N/A	N/A	N/A	N/A

**INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED  
 31 MARCH 2012**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	Current Quarter  31-Mar-12 RM'000	Preceding Year Corresponding Quarter 31-Mar-11 RM'000	Current Year To Date 31-Mar-12 RM'000	Preceding Year Year To Date Ended 31-Mar-11 RM'000
<b>Loss for the period</b>	(661)	1,266	(661)	1,266
<b>Other comprehensive loss:</b>				
Foreign currency translations	(316)	-	(316)	-
<b>Other comprehensive loss for the period</b>	(316)	-	(316)	-
<b>Total comprehensive loss for the period</b>	(976)	1,266	(976)	1,266
<b>Total comprehensive loss attributable to:</b>				
Owners of the Company	(976)	1,266	(976)	1,266
Non-controlling interests	-	-	-	-
	(976)	1,266	(976)	1,266

**Notes:**

*The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Notes to Interim Financial Reports and the audited financial statements of the Company for the financial year ended 31 December 2011.*

**SCAN ASSOCIATES BERHAD**

Company No. 525669-P

(Incorporated in Malaysia)

**INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2012****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2012**

	← Attributable to owners of the Company →						Total equity RM'000
	Share capital	Share premium	Foreign exchange reserves	Accumulated losses	Total	Non-controlling interests	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
<b>Balance as at 1 January 2012</b>	20,000	18,160	(534)	(22,121)	15,504	(346)	15,158
Total comprehensive loss for the period	-	-	(316)	(660)	(976)	-	(976)
<b>Balance as at 31 December 2012</b>	<u>20,000</u>	<u>18,160</u>	<u>(850)</u>	<u>(22,781)</u>	<u>14,528</u>	<u>(346)</u>	<u>14,182</u>
<b>Balance as at 1 January 2011</b>	20,000	18,160	(451)	(16,108)	21,600	-	21,600
Total comprehensive loss for the period	-	-	(83)	(6,013)	(6,096)	(423)	(6,519)
Acquisition of a subsidiary	-	-	-	-	-	77	77
<b>Balance as at 31 December 2011</b>	<u>20,000</u>	<u>18,160</u>	<u>(534)</u>	<u>(22,121)</u>	<u>15,504</u>	<u>(346)</u>	<u>15,158</u>

**Notes:**

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Notes to Interim Financial Reports and the audited financial statements of the Company for the financial year ended 31 December 2011.

**SCAN ASSOCIATES BERHAD**Company No. 525669-P  
(Incorporated in Malaysia)**INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2012****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2012**

	31-Mar-12 RM'000	31-Mar-11 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash receipts from customers	1,888	14,957
Cash payments to suppliers	(2,187)	(5,472)
Cash payments to employees and for administrative expenses	(3,221)	(7,346)
Cash generated from/(used in) operations	(3,521)	2,139
Tax paid	-	-
Interest received	7	9
Interest paid	(3)	(9)
Net cash from/(used in) operating activities	(3,517)	2,139
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(2)	(345)
Proceed from disposal of property, plant and equipment	-	-
Placement/(Withdrawal) of fixed deposit activities	780	(1,300)
Net cash (used in)/from investing activities	778	(1,645)
Drawdown of term loan	596	-
Repayment of hire purchase liabilities	(47)	(35)
Repayment of term loan	-	(1,715)
Advance to Subsidiaries Companies	(111)	-
Net used in financing activities	438	(1,750)
<b>Net decrease in cash and cash equivalents</b>	(2,301)	(1,256)
<b>Cash and cash equivalents brought forward</b>	6,588	3,389
<b>Cash and cash equivalents carried forward</b>	4,287	2,133
<b>CASH AND CASH EQUIVALENTS</b>		
Cash and bank balances	3,507	1,920
Fixed deposits with licensed banks	780	213
	4,287	2,133

**Notes:**

The Condensed consolidated Statements of Cash Flows should be read in conjunction with the Notes to Interim Financial Reports and the audited Financial Statements of the Company for the financial year ended 31 December 2011.

## **SCAN ASSOCIATES BERHAD (525669-P)**

(Incorporated in Malaysia)

### **NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2012**

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#### **A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 INTERIM FINANCIAL REPORTING**

##### **A1 Basis of Preparation**

This interim financial statements of the Group is unaudited and has been prepared in accordance with FRS 134 (Interim Financial Reporting) issued by the Malaysian Accounting Standards Board ("MASB") and Rule 9.22 and Appendix 9B of the ACE Market Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa").

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2011. These 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 year ended 31 December 2011.

The Group has adopted MFRS framework issued by MASB with effect from 1 January 2012. The MFRS framework was introduced by MASB in order to fully converged Malaysia's existing Financial Reporting Standards framework with the International Financial Reporting Standards ("IFRS") framework issued by the International Accounting Standard Board. These condensed interim financial statements are the Group first MFRS condensed interim financial statements for part of the period covered by the Group first MFRS annual financial statements for the year ending 31 December 2012. The Group has applied MFRS 1: First-Time adoption Malaysia Financial Reporting Standards with effect from 1 January 2012. The transition to MFRS framework does not have any financial impact to the financial statements of the Group.

##### **A2 Auditors' Report on Preceding Annual Financial Statements**

The auditors' report on the financial statements for the financial year ended 31 December 2011 was subjected to audit qualification as follows:-

###### Qualified Opinion

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements have been properly drawn up in accordance with the Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31st December 2011 and of their financial performance and cash flows for the financial year then ended.

## **A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 INTERIM FINANCIAL REPORTING (CONT'D)**

### Basis for Qualified Opinion

As disclosed in Note 6 of the annual financial statements, the audited financial statements of the subsidiary, namely Thainexia Co. Ltd. for the financial year ended 31st December 2011 are not available. This subsidiary has been consolidated using the unaudited financial statements for the financial year ended 31st December 2011. On 27th April 2012, the Company signed a commitment with one of the previous vendor of the subsidiary and it was agreed that the vendor is to acquire back the shares earlier transferred to the Company. It is also be noted that the vendors will be responsible for any other undertakings of the subsidiary for the financial year 2011.

We were unable to satisfy ourselves by other audit procedures as to whether the financial statements and information of the said subsidiary that has been consolidated with the financial statements of the Company for the financial year ended 31st December 2011 are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements for the financial year ended 31st December 2011 and we have not received satisfactory information and explanations required by us for those purposes.

### Current status

On 27th April 2012, the Company signed a commitment with one of the previous vendor of the subsidiary and it was agreed that the vendor is to acquire back the shares earlier transferred to the Company and are responsible for any other undertakings of the subsidiary for the financial year 2011.

## **A3 Seasonal or Cyclical Factors**

The Group's core business is in Information Technology, where the revenue streams are mainly project driven, subject to the numbers of secured projects. The Group has initiated a strategic move to increase its recurring income and continuously embarking into cost rationalization initiatives.

## **A4 Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows**

There were no items affecting assets, liabilities, equity, net income or cash flows of the Group that are unusual because of their nature, size or incidence during the current financial quarter under review.

## **A5 Material Changes in Estimates**

There were no changes in estimates of amounts which may have a material effect in the current financial quarter under review.

## **A6 Debts and Equity Securities**

There were no other issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current financial quarter.

## **A7 Dividends**

No dividends were declared and paid during the financial quarter under review.

**A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 INTERIM FINANCIAL REPORTING (CONT'D)**

**A8 Segmental Information**

	<b>Current financial quarter RM'000</b>	<b>Financial year to date RM'000</b>
<b><u>Segment revenue</u></b>		
Malaysia	4,320	4,320
Overseas	231	231
	<u>4,551</u>	<u>4,551</u>
<b><u>Segment profit before tax</u></b>		
Malaysia	(491)	(491)
Overseas	(170)	(170)
	<u>(661)</u>	<u>(661)</u>

**A9 Valuation of Property, Plant and Equipment**

The Group did not carry out any valuation of its property, plant and equipment.

**A10 Material Events Subsequent To the Financial Quarter**

SCAN had on 27<sup>th</sup> April 2012 disposed 49% of the total issued and paid up capital of Thainexia Co. Ltd. The amount of consideration for the disposal of 9,799 shares of Bath100 each is RM150,000. With the disposal, SCAN will be compensated for all the costs based on the Agreement and Term Sheets pursuant to the duly signed Shares Sales Agreement of Thainexia dated 5 April 2011 amounting RM731,615.

On 25 May 2012, both the Company and the Parties/Vendors involve in Bursa have entered into a Rescission Agreements and mutually agreed to rescind the Share Sale Agreement ("SSA") and with this, the proposal are consequently terminated.

**A11 Changes in the Composition of the Group**

On 27<sup>th</sup> April 2012, SCAN disposed 49% of the total issued and paid up capital of Thainexia Co. Lrd amounting to 9,799 shares of Bath100 each and SCAN is to be compensated back for all costs based on the Agreement and Term Sheets pursuant to the duly signed Shares Sales Agreement of Thainexia dated 5 April 2011.

On 20 April 2011, SCAN acquired 100% of the total issued and paid up share capital of SCAN Corporation Sdn Bhd ("SCSB") amounting to 20 shares of RM0.10 each for a total consideration of RM2.00.

In Dec 2011, SCAN entered into a Joint Venture agreement with a Saudi Partner with participating interest of 30%.

**A12 Contingent Liability**

The Group does not have any contingent liability as at the date of the announcement.



**A EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 INTERIM FINANCIAL REPORTING (CONT'D)**

**A13 Significant Related Party Transactions**

There were no significant related party transactions during the financial quarter under review.

**B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

**B1 Performance Analysis**

The Group recorded revenue and loss before taxation of RM4.551 million and RM0.661 million respectively.

The loss before taxation amounted RM0.661 million in the current financial quarter, a decreased by RM1.262 million as compared to the preceding year corresponding quarter.

**B2 Comparison with Immediate Preceding Quarter**

The Group generated revenue of RM4.551 million in the current financial quarter under review. This represents a decrease of approximately RM1.262 million or 22% from the revenue of RM5.813 million recorded in the preceding financial quarter. This was mainly attributed to lower revenue contributions from Indonesia operation.

The Group recorded a loss before taxation amounting to RM0.661 million in the current financial quarter, a decrease by RM1.927 million as compared to the preceding financial quarter. The loss was attributed by lower project margin. In addition, the quarter cost of sales has also increased by 43% compared to the preceding quarter.

**B3 Business Prospects**

The Group has continuously tendering for various ICT Security projects both locally and overseas. Barring any unforeseen circumstances, the Group expects and has actively positioned ourselves strategically, to secure more contracts in the future.

It also intends to diversify its business by increasing its existing range of ICT solutions and services which are more resilient to economic cycles.

**B4 Variance of Actual Profit from Forecast Profit**

This note is not applicable for the current financial quarter.

**B5 Taxation**

There was no taxation on operating income during the financial quarter under review due to tax exempt income of the Company pursuant to its pioneer status granted under the Promotion of Investments Act, 1986 (Amendments) pursuant to its MSC status entitlement under the MSC Bill of Guarantees for five years commencing 24 December 2002. The status has been extended for another five (5) years from the date of expiry of the first five (5) years period.

**B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)**

**B6 Corporate Proposals**

- 1) The timeframe to utilise the balance proceeds expires on 5 April 2011. On 22 March 2011, M&A Securities Sdn Bhd, on behalf of the Board of Directors of SCAN, announced that an application for the Proposed Extension of 6 months up to 5 October 2011 and variation for the utilisation of the balance proceeds from the Initial Public Offering initially earmarked for the development expenditure to working capital has been submitted to Securities Commission.

The status of utilisation of proceeds from the Rights Issue and Public Issue is as follows:

	<b>Approved Amount Unutilised as at 31.8.2009</b>	<b>Amount Utilized Current quarter</b>	<b>Amount Utilized Total to Date</b>	<b>Amount unutilized Total to date</b>	<b>Time frame for utilization</b>
	RM'000	RM'000	RM'000	RM'000	
Development expenditure	795	-	(404)	391	5 April 2011
Working capital	5,000	-	(5,000)	-	5 April 2011
<b>Total</b>	<b>5,795</b>	<b>-</b>	<b>(5,404)</b>	<b>391</b>	

- 2) On the 23rd December 2011 and 28 December 2011 the Group announced and proposed to Bursa to undertake the following proposals:
- a) Proposed Acquisitions
  - b) Proposed Exemption
  - c) Proposed Increase in Authorised Share Capital
  - d) Proposed Amendments to The Memorandum of Association
  - e) Proposed Change of Name

The Company had on 24 February 2012 requested for an extension of timeline for the submission of its application in relation to the above proposals.

On 25 May 2012, both the Company and the Parties/Vendors of the above exercise have entered into a rescission agreement of the Share Sale Agreement ("SSA") dated 23 December 2011. Pursuant to the Rescission Agreements, the company and the Parties/Vendors have mutually agreed to rescind the Share Sale Agreement and the proposals are consequently terminated.

**B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)**

**B7 Group Borrowings and Debt Securities**

	<u>Secured</u> RM'000
<b><u>Current</u></b>	
Term Loan	813
Hire purchase	114
	<hr/> 927 <hr/>
<b><u>Non-current</u></b>	
Term Loan	2,295
Hire purchase	209
	<hr/> 2,504 <hr/>
<b>Total</b>	<hr/> <hr/> 3,431 <hr/> <hr/>

**B8 Material Litigations**

The SCAN Group has not been involved in any material litigation in Malaysia either as plaintiff or defendant as at the date of this Report except:

- a) Industrial Court Case No: 19/4-643/11 between Dato' Aminuddin Baki @ Sabtu bin Esa ("the Claimant") and SCAN Associates Berhad

The Claimant's suit against the Defendant is with regards to the dismissal of the Claimant with effect from 9 January 2009, allegedly without just cause or excuse. The Claimant is seeking reinstatement to his former position as Chief Executive Officer (CEO) of the Company.

The Claimant joined the Company on 14 January 2005 and his last drawn salary was RM30,000.00 per month. His service was terminated, after domestic inquiry which was concluded in favour of the Company.

After the case was mentioned on 9 February 2012, the Industrial Court has vacated the hearing date on 16, 17 and 18 May 2012. On 2 May 2012, the Court has rescheduled the hearing dates to 6 and 7 August 2012.

**B9 Dividends**

There is no dividend declared and paid as at the date of this announcement.

**B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)**

**B10 Earnings per Share**

	<u>Current financial quarter</u>	<u>Financial period to date</u>
Loss attributable to ordinary shareholders (RM'000)	<u>(661)</u>	<u>(661)</u>
Number of ordinary shares of RM0.10 issued ('000)	200,000	200,000
Weighted average numbers of ordinary shares of RM0.10 issued ('000)	200,000	200,000
Basic earnings per share (sen)	(0.03)	(0.03)
Diluted earnings per share (sen)	<u>N/A</u>	<u>N/A</u>

The calculation of the basic earnings per share is based on the profit attributable to ordinary shareholders for the financial quarter under review divided by the weighted average number of ordinary shares of RM0.10 issued.

The Company has no ordinary shares issued which have dilutive factors.

**B11 Disclosure of realised and unrealised profits and losses**

The breakdown of the accumulated losses of the Group as at 31 March 2012, into realised and unrealised profits and losses is as follows:

	<b>31 March 2012</b>	<b>31 December 2011 (Audited)</b>
	<b>RM'000</b>	<b>RM'000</b>
Total accumulated losses of the Group:		
- Realised losses	(22,785)	(22,125)
- Unrealised gain	4	4
Total	<u>(22,781)</u>	<u>(22,121)</u>

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

**B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)**

**B12 Additional Disclosures**

	<b>Current Quarter Ended 31-Mar-12 (RM)</b>	<b>Current Year To Date 31-Mar-12 (RM)</b>
Recovery allowance for doubtful debts	23,643	23,643
Depreciation	(121,531)	(121,531)
Gain / (Loss) on foreign exchange	(3,026)	(3,026)
Interest expense	(9,602)	(9,602)
Interest income	6,844	6,844
	<u>(103,672)</u>	<u>(103,672)</u>

Other disclosure items pursuant to Appending 9B Note 16 of the listing requirements of Bursa Malaysia Securities Berhad are not applicable.