

STEMLIFE BERHAD

(Company No: 566770-D)

Incorporated in Malaysia

QUARTERLY REPORT

FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2009

(The figures have not been audited)

CONDENSED CONSOLIDATED INCOME STATEMENT

| | Individual Quarter | | Cumulative Quarter | |
|---|--|--|--|---|
| | Current Year Quarter 31.12.2009 (RM'000) | Preceding Year Quarter 31.12.2008 (RM'000) | Current Year To Date 31.12.2009 (RM'000) | Preceding Year Corresponding Period 31.12.2008 (RM'000) |
| Revenue | 4,971 | 3,851 | 15,824 | 18,509 |
| Costs of Sales | (2,926) | (3,641) | (12,140) | (13,309) |
| Gross Profit | 2,045 | 210 | 3,684 | 5,200 |
| Other Income | 19 | 171 | 894 | 1,290 |
| Administrative Expenses | (2,220) | (1,687) | (6,128) | (6,227) |
| Provision for Impairment | (2,470) | - | (2,470) | - |
| (Loss) / Profit from Operations | (2,626) | (1,306) | (4,020) | 263 |
| Share of Associated Company's Results | (45) | 1,449 | 1,070 | 1,176 |
| (Loss) / Profit Before Taxation | (2,671) | 143 | (2,950) | 1,439 |
| Taxation | 61 | (132) | (82) | (111) |
| (Loss) / Profit After Taxation | (2,610) | 11 | (3,032) | 1,328 |
| Minority Interests | 45 | 147 | 212 | (12) |
| (Loss) / Profit Attributable to Shareholders | (2,565) | 158 | (2,820) | 1,316 |
| Basic loss per share (“(LPS)”)/ Basic earnings per share (“EPS”) (sen) | (1.55) | 0.10 | (1.71) | 0.80 |
| Diluted - EPS/ (LPS) (sen) | (1.55) | 0.10 | (1.71) | 0.80 |
| Effective Tax Rate (%) | n/a | 92.31 | n/a | 7.71 |

The Condensed Consolidated Income Statement should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2008.

Note: * Please refer to note A2 for disclosure on change in revenue recognition policy and note B1 for impact of changes in revenue recognition policy.

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CONDENSED CONSOLIDATED BALANCE SHEET

| | As at End of Current Quarter 31.12.2009 (RM'000) | As at Preceding Financial Year Ended 31.12.2008 (RM'000) |
|--|---|---|
| Non-Current Assets | | |
| Property, Plant and Equipment | 5,983 | 6,292 |
| Investments | 5,688 | 7,233 |
| Net Non-Current Assets | 11,671 | 13,525 |
| Current Assets | | |
| Inventories | 646 | 1,068 |
| Trade Receivables | 6,929 | 6,295 |
| Other Receivables and Deposits | 771 | 1,131 |
| Short Term Investment | 3,000 | 3,000 |
| Tax Recoverables | 137 | 30 |
| Cash and Bank Balances | 38,973 | 33,941 |
| | 50,456 | 45,465 |
| Current Liabilities | | |
| Trade Payables | 308 | 326 |
| Advance Payment | 25,292 | 17,832 |
| Other Payables and Accruals | 1,758 | 1,405 |
| Taxation | - | 30 |
| | 27,358 | 19,593 |
| Net Current Assets | 23,098 | 25,872 |
| NET ASSETS | 34,769 | 39,397 |
| Financed by: | | |
| Share capital | 16,500 | 16,500 |
| Reserves | 16,619 | 21,035 |
| Shareholders' Funds | 33,119 | 37,535 |
| Minority Interest | 1,650 | 1,862 |
| TOTAL EQUITY | 34,769 | 39,397 |
| Net Asset per Share Attributable to Ordinary Equity Holders of the Parent (sen) | 20.07 | 22.75 |

The Condensed Consolidated Balance Sheet should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2008.

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Issued and Paid- up Share Capital RM'000 | Share Premium RM'000 | Exchange Reserve RM'000 | Unappropriated Profit RM'000 | Total RM'000 | Minority Interest RM'000 | Total Equity RM'000 |
|---|---|-------------------------------------|--|---|-------------------------|---|------------------------------------|
| Balance as at 1 January 2009 | 16,500 | 11,698 | (3) | 9,340 | 37,535 | 1,862 | 39,397 |
| Net Loss for the Period | - | - | - | (2,820) | (2,820) | - | (2,820) |
| Dividends Paid | - | - | - | (1,650) | (1,650) | - | (1,650) |
| Minority Interest | - | - | - | - | - | (212) | (212) |
| Currency Translation Differences | - | - | 54 | - | 54 | - | 54 |
| Balance as at 31 December 2009 | 16,500 | 11,698 | 51 | 4,870 | 33,119 | 1,650 | 34,769 |
| Balance as at 1 January 2008 | 16,500 | 11,698 | (3) | 9,674 | 37,869 | - | 37,869 |
| Net Profit for the Period | - | - | - | 1,316 | 1,316 | - | 1,316 |
| Dividends Paid | - | - | - | (1,650) | (1,650) | - | (1,650) |
| Minority Interest | - | - | - | - | - | 1,862 | 1,862 |
| Balance as at 31 December 2008 | 16,500 | 11,698 | (3) | 9,340 | 37,535 | 1,862 | 39,397 |

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2008.

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CONDENSED CONSOLIDATED CASH FLOW STATEMENT

| | Current Year To Date Ended 31.12.2009 (RM'000) | Corresponding Year To Date Ended 31.12.2008 (RM'000) |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| <i>Cash Inflow</i> | | |
| Receipts from Customers | 22,650 | 29,024 |
| <i>Cash Outflow</i> | | |
| Payment to Suppliers | 11,256 | 13,220 |
| Payment for Taxation | 219 | 166 |
| Payment for Overheads | 4,761 | 7,092 |
| | 16,236 | 20,478 |
| Net Cash Flow from Operating Activities | 6,414 | 8,546 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchase of Properties, Plants and Equipments | 828 | 2,268 |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| <i>Cash Inflow</i> | | |
| Proceeds from Issuance of Shares | - | 1,850 |
| Amount Owing by Associated Company | 202 | 11 |
| Other Income | 894 | 1,287 |
| | 1,096 | 3,148 |
| <i>Cash Outflow</i> | | |
| Dividend Paid | 1,650 | 1,650 |
| Net Cash Flow from Financing Activities | (554) | 1,498 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 5,032 | 7,776 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 36,941 | 29,165 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | 41,973 | 36,941 |

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2008.



The Stem Cell Specialist.

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QUARTERLY REPORT FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2009 (The figures have not been audited)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

PART A – EXPLANATORY NOTES PURSUANT TO FRS 134

A 1. BASIS OF PREPARATION

The unaudited interim financial statements have been prepared in accordance with the FRS 134 Interim Financial Reporting issued by the Malaysian Accounting Standards Board and Part K, Rule 9.22 (Appendix 9B) of the Listing Requirements of the Bursa Malaysia Securities Berhad (“Securities Exchange”) for the ACE Market (formerly known as the MESDAQ Market).

The unaudited interim financial report should be read in conjunction with the audited financial statements of StemLife and its subsidiary and associated companies (“the Group”) for the financial year ended 31 December 2008. These explanatory notes attached provide an explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2008.

A 2. CHANGES IN ACCOUNTING POLICIES

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2008.

The Group has not adopted FRS 130 Financial Instruments: Recognition and Measurement as its effective date has been deferred.

The Group changed the basis of revenue recognition from recognizing revenue upon signed-up date to recognizing revenue upon the client’s actual delivery of the child. This better reflect when actual service is provided.

A 3. Auditors’ Report on Preceding Annual Financial Statements

The auditors’ report on the financial statements for the financial year ended 31 December 2008 was not qualified.

A 4. Seasonal and Cyclical Factors

The Group’s business operation results were not affected by any seasonal or cyclical factors.

A 5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flow

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



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A 6. Changes in Estimates

There were no changes in estimates of amounts reported in prior financial years, which have a material effect on the current financial quarter under review.

A 7. Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debts and equity securities for the current financial quarter under review.

A 8. Dividends Paid

For the financial year ended 31 December 2008, the Company had on 6 July 2009, paid a total dividend of RM1,650,000 consisting of a first and final tax exempt dividend of 10% which was approved at the Company's Annual General Meeting held on 25 May 2009.

A 9. Segmental Information

The Group operates predominantly in Malaysia and is principally involved in the provision of stem cell banking services. As such, the financial information by geographical and industry segments of the Group's operations are not available for presentation.

A 10. Valuation of Property, Plant and Equipment

There has been no valuation on any of the Group's property, plant and equipment during the current financial quarter under review.

A 11. Subsequent Events

There were no material events subsequent to the end of the current financial quarter under review that has not been reflected.

A 12. Changes in the Composition of the Group

There are no changes in the composition of the Group during the current financial quarter under review.

A 13. Changes in Contingent Liabilities or Contingent Assets

There were no changes in the contingent liabilities or contingent assets since the last annual balance sheet date as at 31 December 2008.

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NOTES TO THE INTERIM FINANCIAL STATEMENTS

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF THE ACE MARKET

B 1. PERFORMANCE REVIEW

The Group posted revenue of RM4.97 million for the financial quarter under review (4Q09) against RM3.85 million in the preceding year corresponding quarter (4Q08). This represents an increase of 29.09%, mainly due to the increase in annual storage fees recognised in 4Q09 as compared to 4Q08, the result of a higher cumulative number of storage cases in 2009 against 2008. The increase was also due to the change in the Group's basis in recognizing revenue, i.e. from upon signed up date to actual delivery date, effective 1 January 2009. The impact from the change in the basis of revenue recognition was RM0.42 million.

Gross profit for 4Q09 was RM2.05 million as compared to 4Q08 of RM0.21 million, an increase of RM1.84 million. The increase is primarily due to the increase in annual storage fees recognised as compared to 4Q08 and a lower cost of sales.

The Group registered a loss after tax (LAT) for the quarter under review of approximately RM2.61 million compared to a profit after tax (PAT) of RM11,000 in 4Q08, a decrease of approximately RM2.62 million. The decrease was primarily due to the provision for impairment charge of RM2.47 million against an investment and the provision for bad debts of RM0.78 million.

The impact of the changes in the basis of revenue recognition in 2009 is tabulated as follows:

| | Current Year Quarter 31 December 2009 | | | Current Year To Date 31 December 2009 | | |
|---|--|--------------------------------------|--|--|--------------------------------------|--|
| | As Reported RM'000 | Effect of the Change RM'000 | Restated before Change RM'000 | As Reported RM'000 | Effect of the Change RM'000 | Restated before Change RM'000 |
| Revenue | 4,971 | (421) | 4,550 | 15,824 | (421) | 15,403 |
| (Loss) / Profit Before Taxation | (2,262) | (421) | (2,683) | (2,541) | (421) | (2,962) |
| (Loss) / Profit After Taxation | (2,610) | (421) | (3,031) | (3,032) | (421) | (3,453) |
| Gross Loss / Earning per Share (sen) | (1.37) | (0.26) | (1.63) | (1.54) | (0.26) | (1.80) |
| Basic Net Loss / Earning per Share (sen) | (1.55) | (0.26) | (1.81) | (1.71) | (0.26) | (1.97) |

The change in the basis of revenue recognition has no effect for the corresponding periods (4Q08 and Year to Date 09).

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B 2. COMPARISON WITH PRECEDING QUARTER'S RESULTS

| | 4Q 2009 | 3Q 2009 |
|--|----------------|----------------|
| | RM'000 | RM'000 |
| Revenue | 4,971 | 4,331 |
| (Loss) / Profit Before Tax (LBT/PBT) | (2,671) | 459 |
| (Loss) / Profit After Tax and Minority Interests | (2,565) | 453 |

For the quarter under review, the Group recorded a revenue of RM4.97 million compared to RM4.33million recorded in the preceding quarter (3Q09) representing an increase of 14.78%. This is mainly attributable to lesser discount given on the stem cell banking enrolment fees in the current quarter as compared to 3Q09. The Group registered a LBT of RM2.67million as compared to a PBT of RM459,000 recorded in the preceding quarter and a loss after tax and minority interests of RM2.57 million against a profit after tax and minority interest of RM453,000 in the preceding quarter. This is mainly due to the impairment charge of RM2.47million and provision of bad debts of RM0.78 million in 4Q09.

The effect of the change in the basis of revenue recognition is as shown in B1 above.

B 3. PROSPECTS OF THE GROUP

The Directors of StemLife are of the opinion that the Group's results for the financial year ending 31 December 2010 will continue to be a challenge in view of the current uncertainty in the economy.

B 4. VARIANCE OF ACTUAL AND FORECAST PROFIT

The Group did not issue any profit forecast for the financial period or year ending 31 December 2009 and therefore information on variance from profit forecast is not applicable.

B 5. TAXATION

The taxation figures are as follows:

| | Current Quarter | Cumulative |
|-------------------------------|------------------------|---------------------|
| | (RM'000) | Year to Date |
| | (RM'000) | (RM'000) |
| Estimated current tax payable | (61) | 82 |

The statutory corporate income tax rate applicable to StemLife is 26%. However, the company's income which is mainly derived from approved BioNexus activities i.e. involving its cord blood and peripheral blood stem cells banking activities, are not subjected to income tax. The income tax payable recorded for the period is a result of other income and profits of other subsidiaries which are subjected to Malaysian and Thailand corporate income tax.

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B 6. SALE OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

There were no sales of any unquoted investments and/or properties for the current financial quarter and financial year to date.

B 7. PURCHASE OF QUOTED SECURITIES

There were no purchases of quoted securities during the financial period under review.

B 8. STATUS OF CORPORATE PROPOSALS

There is no corporate proposal announced but not completed as at the date of this report.

B 9. STATUS OF UTILISATION OF LISTING PROCEEDS

StemLife Berhad (“StemLife” or the “Company”) was listed on the ACE Market (formerly known as the MESDAQ Market) on 17 October 2006. The Company raised RM13.2 million from its Initial Public Offering (“IPO”) and the details of utilisation of such proceeds as at 31 December 2009 is as follows:

| Purpose | Proposed Utilisation RM'000 | Initial Timeframe for Utilisation | Actual Utilisation RM'000 | Balance of Amount Allocated RM'000 | % | Extended Timeframe for Utilisation | Explanations |
|-----------------------|-----------------------------|--|---------------------------|------------------------------------|-------|------------------------------------|--------------|
| Third Laboratory | 2,600 | Within three (3) years from the date of Listing i.e. 17 October 2006 (“Date of Listing”) | - | 2,600 | 100.0 | By 31 March 2012 | ^ ## |
| Laboratory Equipments | 3,000 | Within three (3) years from Date of Listing | 899 | 2,101 | 70.0 | By 31 March 2012 | ^ ## |
| Logistics Expansion | 600 | Within three (3) years from Date of Listing | 400 | 200 | 33.3 | By 31 March 2010 | ^ ## |
| Branches Expansion | 2,500 | Within three (3) years from Date of Listing | 637 | 1,863 | 74.5 | By 17 October 2011 | ^ ## |
| Working Capital | 2,500 | - | 2,998 | (498)* | - | - | * |
| Listing Expenses | 2,000 | - | 1,502 | 498* | - | - | * |
| | 13,200 | | 6,436 | 6,764 | 51.2 | | |

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Notes:

The under utilisation of the listing expenses was adjusted to working capital and utilised fully in the 1st quarter 2007.

^ The approved timeframe for utilization is 3 years from the date of listing.

The Board of Directors had on 20 October 2009 approved and announced the extension of time for the utilisation of the balance of the IPO proceeds in the extended timeframe mentioned.

B 10. BORROWINGS AND DEBT SECURITIES

As at the current period under review, the Group does not have any borrowings and debt securities.

B 11. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

As at the date of this report, there are no off balance sheet financial instruments.

B 12. MATERIAL LITIGATIONS

As at the date of this report, there are no material litigations against StemLife and its subsidiary companies or taken by StemLife and its subsidiary companies except for the following:

- (1) Suit against Bristol Myers Squibb Sdn Bhd (“BMS”) and Arachnid Sdn Bhd (“ASB”)
 - (i) As reported earlier in the 2nd Quarter Report for the financial period ended 30 June 2008, the suit was filed by the Company in the Kuala Lumpur High Court on 22 May 2008 against BMS and ASB for defamatory articles posted on the MeadJohnson Sdn Bhd’s website. The Company has sought relief by way of an injunction and damages.
 - (ii) BMS and ASB have on 26 September 2008 and 28 October 2008 respectively filed applications to strike out the Company’s claim on, inter alia, the basis that it discloses no cause of action against them. The Company’s solicitors have filed Affidavits in Reply to the said applications on 30 January 2009.
 - (iii) BMS had also on 3 November 2008 amended its Statement of Defence and Counter Claim. As the amendment has no significant effect on the Company’s cause of action and its claim against BMS, the Company’s solicitors have not filed any amendments to the Company’s Reply to Defence and Counterclaim.
 - (iv) At the scheduled hearing of the suit for case management of BMS and ASB’s applications to strike out the Company’s claim on 17 February 2009, the Court directed as follows:
 - (a) In respect of ASB’s striking out application, counsels for both ASB and the Company are to file written submissions on 3 April 2009 and the hearing of the applications be fixed for 21 April 2009.
 - (b) With regard to BMS’s striking out application, the hearing is now fixed for 23 July 2009.
 - (v) The Company’s suit against ASB was struck off by the High Court on 21 April 2009. The Company has appealed against the said decision on 30 April 2009.
 - (vi) At the hearing of BMS’s application on 23 July 2009 the High Court struck out the Company’s suit against it. The Company has on 31 July 2009 filed an appeal against the said decision.

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- (vii) The Court of Appeal has yet to fix hearing dates for both the appeals against ASB and BMS respectively.
- (2) Suit against Cryocord Sdn Bhd (“CC”) and Esther Ho Sea Wai (“EH”)
- (i) The Company had on 11 September 2008 filed a suit in the Kuala Lumpur High Court for injunction and damages against CC and EH for defamatory statements made against the Company.
 - (ii) The Company’s solicitors have effected service of the Writ and Statement of Claim against CC’s addresses on 12 and 13 November 2008. EH had been served with the Writ and Statement of Claim on 19 November 2008.
 - (iii) The solicitors for CC and EH had filed their Statement of Defence on 6 January 2009. The Company’s solicitors have filed its Reply to Defence on 20 February 2009.
 - (iv) The hearing of the case management of the matter is fixed for 29 May 2009.
 - (v) At the hearing of the case management on 29 May 2009, the High Court directed the parties to prepare bundle of documents and pleadings, statements of agreed facts and issues to be tried. It has fixed 11 September 2009 for the hearing of the 2nd case management of the suit.
 - (vi) The Court has fixed 2 December 2009 for case management to enable the parties to comply with the directions given by the Court. The Court has fixed 9 March 2010 for further case management.
- (3) Suit against Tan Yen Nee (“TYN”) and Cellsafe International Sdn Bhd (“CSI”)
- (i) The Company had filed a suit in the Kuala Lumpur High Court on 11 August 2008 against CSI and TYN for injunction and damages for defamatory statements made against the Company.
 - (ii) The Company had filed an amendment to its Statement of Claim on 17 October 2008. The amended Writ and Statement of Claim was served on CSI and TYN on 12 and 13 November 2008 respectively.
 - (iii) The solicitors for TYN and CSI have filed an application to strike out the Company’s claim and for leave to defer the filing of Statement of Defense pending the disposal of the striking out application. The solicitors for the Company have filed its affidavit in reply on 20 February 2009. The hearing is scheduled for 1 April 2009 and the Court directed the parties to finalise all affidavits by 19 May 2009.
 - (iv) On 19 May 2009, the case management of TYN and CSI’s application to strike out was scheduled for 5 August 2009.
 - (v) On 5 August 2009, the High Court directed the parties to prepare and hand over their respective written submissions on 15 September 2009 and scheduled the hearing date of TYN and CSI’s application to strike out for 8 October 2009.
 - (vi) TYN and CSI’s application to strike out the Company’s claim was dismissed with costs by the Court on 16 October 2009. The Company solicitors are taking the necessary actions to apply for case management for the matter.

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B 13. DIVIDENDS

No dividends were declared during the financial quarter under review or the financial period year to date.

B 14. EARNINGS PER SHARE (“EPS”)

i. Basic EPS

The basic EPS is calculated by dividing the net earnings attributable to shareholders for the period by the weighted average number of ordinary shares in issue during the period.

| | Current Year Quarter 31.12.2009 (RM'000) | Current Year To Date 31.12.2009 (RM'000) |
|--|---|---|
| Net (Loss) Attributable to Ordinary Shareholders | (2,565) | (2,820) |
| Weighted Average Number of Ordinary Shares of RM0.10 each in Issue ('000s) | 165,000 | 165,000 |
| Basic (Loss) per Share (sen) | (1.55) | (1.71) |

ii. Diluted EPS

The company does not have any convertible shares or convertible financial instruments for the current financial quarter and financial year to date.

B 15. AUTHORISED FOR ISSUE

The interim financial statements were authorized for issue by the Board of Directors of StemLife in accordance with a resolution of the directors dated 23 February 2010.

By Order of the Board

Laang Jhe How (MIA 25193)
 Company Secretary
 24 February 2010