

**WINTONI GROUP BERHAD**  
(formerly known as Winsun Technologies Berhad)  
(Company No: 766535 P)  
(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2013**

	AS AT 31.12.2013	AS AT 31.12.2012
	RM'000	RM'000
<b>ASSETS</b>		
<b>Non-current asset</b>		
Property, plant and equipment	1,094	2,433
	<u>1,094</u>	<u>2,433</u>
<b>Current assets</b>		
Inventories	542	1,002
Trade receivables	5,979	6,934
Amount due from customers on contracts	7,077	4,938
Other receivables, deposit and prepayment	8,815	1,320
Tax recoverable	-	3
Short term fund investment	-	1,235
Short term fund investment with a licensed bank	-	100
Cash and bank balances	2,332	4,180
	<u>24,744</u>	<u>19,711</u>
<b>TOTAL ASSETS</b>	<u>25,839</u>	<u>22,144</u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the company</b>		
Share capital	33,000	30,000
Share premium	-	1
Reserves	2,922	1,813
Accumulated losses	<u>(15,243)</u>	<u>(12,565)</u>
	<u>20,678</u>	<u>19,249</u>
Non-controlling interest	-	-
Total Equity	<u>20,678</u>	<u>19,249</u>
<b>Non-current liability</b>		
Finance lease liability	-	165
<b>Current Liabilities</b>		
Trade payables	419	480
Other payables	4,717	2,185
Tax payable	25	3
Finance lease liability	-	62
	<u>5,161</u>	<u>2,730</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>25,839</u>	<u>22,144</u>
<b>Net assets per share attributable to ordinary equity holders of the Company (sen)</b>		
	<b>6.27</b>	<b>6.42</b>

The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Unaudited	Unaudited	Unaudited	Unaudited
	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.12.2013	Preceding year Corresponding Quarter 31.12.2012	Current Year To Date 31.12.2013	Preceding Corresponding Year To Date 31.12.2012
	RM'000	RM'000	RM'000	RM'000
<b>Revenue</b>	4,659	4,129	15,535	13,693
Cost of sales	(4,089)	(2,936)	(12,389)	(11,506)
<b>Gross profit</b>	570	1,193	3,146	2,187
Other income	283	168	574	3,604
Selling, distribution and other expenses	(80)	31	(294)	(131)
Administrative expenses	(1,876)	(1,548)	(5,943)	(5,115)
Other expenses	4	50	(145)	(1,857)
<b>Loss from operations</b>	(1,099)	(106)	(2,662)	(1,312)
Finance costs	-	(2)	(16)	(8)
<b>Loss before taxation</b>	(1,099)	(108)	(2,678)	(1,320)
Taxation	-	-	-	(1)
<b>Loss after taxation</b>	(1,099)	(108)	(2,678)	(1,321)
<b>Attributable to:-</b>				
Equity holder of the parent	(1,099)	(108)	(2,678)	(1,321)
Non-controlling interests	(0)	-	(0)	-
	(1,099)	(108)	(2,678)	(1,321)
<b>Loss per share (sen)</b>	(0.33)	(0.04)	(0.81)	(0.44)
<b>Diluted loss per share (sen)</b>	-	-	-	-

The Unaudited Condensed Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 FOR THE YEAR ENDED 31 DECEMBER 2013**

	<b>Individual Quarter</b>		<b>Cumulative Quarter</b>	
	Current Year <b>Quarter</b> 31.12.2013 <b>RM'000</b>	Preceding year Corresponding <b>Quarter</b> 31.12.2012 <b>RM'000</b>	Current Year <b>To Date</b> 31.12.2013 <b>RM'000</b>	Preceding Corresponding <b>Year To Date</b> 31.12.2012 <b>RM'000</b>
<b>Loss for the period</b>	(1,099)	(108)	(2,678)	(1,321)
Other comprehensive income/(loss):				
Exchange difference on translation of foreign operations	203	80	1,108	(300)
Other comprehensive loss for the period	203	80	1,108	(300)
<b>Total comprehensive loss for the period</b>	<b>(896)</b>	<b>(28)</b>	<b>(1,570)</b>	<b>(1,621)</b>
<b>Attributable to:-</b>				
Equity holder of the Company	(896)	(28)	(1,570)	(1,621)
Non-controlling interests	-	-	-	-
	<b>(896)</b>	<b>(28)</b>	<b>(1,570)</b>	<b>(1,621)</b>

The Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2013**

Group	Attributable to equity holders of the Company				Distributable		Total Equity RM'000
	Share Capital RM'000	Share Premium RM'000	Statutory Reserve RM'000	Exchange Fluctuation Reserve RM'000	Unappropriated Losses RM'000		
<b>For the year ended 31 December 2013</b>							
Balance at 01 January 2013	30,000	1	524	1,289	(12,565)		19,249
Issuance of share capital	3,000	-	-	-	-		3,000
Total comprehensive profit/(loss) for the period	-	(1)	-	1,108	(2,678)		(1,571)
Balance at 31 December 2013	<u>33,000</u>	<u>-</u>	<u>524</u>	<u>2,397</u>	<u>(15,243)</u>		<u>20,678</u>
<b>For the year ended 31 December 2012</b>							
Balance at 01 January 2012	30,000	1	524	1,588	(11,243)		20,870
Total comprehensive loss for the period	-	-	-	(300)	(1,321)		(1,621)
Balance at 31 December 2012	<u>30,000</u>	<u>1</u>	<u>524</u>	<u>1,288</u>	<u>(12,564)</u>		<u>19,249</u>

The Unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW  
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Year-to-date ended	
	31.12.2013 RM'000 (Unaudited)	31.12.2012 RM'000 (Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before taxation	(2,678)	(1,321)
Adjustments for:		
Non-cash items	1,281	(798)
<b>Operating loss before working capital changes</b>	<b>(1,397)</b>	<b>(2,119)</b>
Decrease/(Increase) in inventories	487	(89)
Increase in trade and other receivables	(5,789)	(168)
Increase/(Decrease) in trade and other payables	1,924	(184)
Decrease in amount due from customers on contracts	(1,553)	(459)
<b>Cash used in operations</b>	<b>(6,329)</b>	<b>(3,019)</b>
Tax paid	25	(1)
Interest received	5	118
Interest paid	(16)	(8)
<b>Net cash used in operating activities</b>	<b>(6,314)</b>	<b>(2,910)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceed from disposal of asset classified as held for sale	-	98
Purchase of property, plant and equipment	(63)	(847)
Proceed from disposal of property, plant and equipment	160	59
Issuance of share capital	3,000	-
<b>Net cash from/(used in) investing activities</b>	<b>3,097</b>	<b>(690)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of finance lease liability	(251)	(62)
<b>Net cash used in financing activity</b>	<b>(251)</b>	<b>(62)</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Net changes	(3,468)	(3,662)
Bought forward	5,515	9,338
Effects of exchange rate changes	285	(161)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>2,332</b>	<b>5,515</b>

**Note:**

The Unaudited Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statement for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements.

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**NOTES TO INTERIM FINANCIAL REPORT  
 FOR THE YEAR ENDED 31 DECEMBER 2013**

**1.0 EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134 INTERIM FINANCIAL REPORTING**

**1.1 Corporate information**

Winsun Technologies Berhad is a public limited liability company incorporated and domiciled in Malaysia, and is listed on the ACE Market of Bursa Malaysia Securities Berhad.

The particulars of the subsidiary companies in the Group are as follows:-

	Name of Company	Place of Incorporation	Effective Equity Interest		Principal Activities
			2013 %	2012 %	
1.	Shanghai Winner Electrical Co Ltd ("Winner")	The People's Republic of China	100	100	Engaged in the business of solution provider and system designer for automation systems.
2.	Shanghai Winco Electrical Co Ltd ("WinCo")	The People's Republic of China	100	100	Engaged in the business of solution provider and system designer of sophisticated and high-end automation systems.
3.	Winsun Engineering Sdn. Bhd.	Malaysia	100	100	Engaged in the business of solution provider, system designer of automation systems and research and development.
4.	Wintoni Power Sdn. Bhd.	Malaysia	100	-	Engaged in the business of solution provider, system designer of automation systems and research and development.

**1.2 Basis of preparation**

These condensed consolidated interim financial statements, for the financial year ended 31 December 2013, have been prepared in accordance with MFRS 134 Interim Financial Reporting and Rule 9.22 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2012. The explanatory notes attached to these condensed consolidated 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 year ended 31 December 2012.

**1.3 Qualification of financial statements**

There was no audit qualification reported in audited financial statements of the Group for the financial year ended 31 December 2012.

**1.4 Seasonal or cyclical factors**

There were no seasonal or cyclical factors affecting the results of the Group for the current quarter under review.

**1.5 Unusual items affecting assets, liabilities, equity, net income or cash flows**

During the quarter under review, there were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group.

**1.6 Material changes in estimates**

There were no changes in nature and estimates of amounts reported that have a material effect in the current quarter under review.

**1.7 Debts and equity securities**

There were no issuance, repurchase, cancellation, resale and repayment of debt and equity securities during the current quarter under review.

**1.8 Dividend**

There was no dividend paid during the current quarter under review.

## 1.9 Segmental information

The segmental analysis of revenue and profit before taxation of the Group for the financial year ended 31 December 2013 is tabulated below:

Segment	Malaysia RM	The People's Republic of China RM	Elimination RM	Total RM
Revenue	1,127,583	14,421,672	(14,007)	15,535,248
Profit/(Loss) before taxation	1,624,771	(420,575)	(3,881,517)	(2,677,321)

## 1.10 Valuation of property, plant and equipment

The Group did not carry out any valuation on its property, plant and equipment during the current quarter under review.

## 1.11 Material event subsequent to the end of the reporting period

On 5 February 2014, the Board announced that the Company proposed change of company's name from "Winsun Technologies Berhad" to "Wintoni Group Berhad". On 10 February 2014, the Board announced that the company has changed its name to Wintoni Group Berhad effective from 7 February 2014.

On 6 February 2014, on behalf of the board, TA Securities announced that Wintoni has executed a deed poll constituting the warrants and resolved to fix the exercise price of warrants.

## 1.12 Changes in the composition of the Group

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

## 1.13 Contingent liabilities or contingent assets

The Group does not have any contingent liabilities or contingent assets as at 31 December 2013.

## 1.14 Significant related party transactions

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

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

### 2.1 Review of the performance

The Group registered the revenue of RM4.7 million and loss before tax of RM1.1 million in current quarter as compared to revenue and loss before tax of RM4.1 million and RM0.1 million respectively in the preceding year's corresponding quarter. The Group's sales sustain in the overall slow market momentum which concerning the slow global expansion.

For financial year-to-date review, the Group recorded revenue of RM15.5 million and RM2.7 million loss before tax for year ended 2013 compared to revenue and loss before tax of RM13.7 million and RM1.3 million respectively for year ended 2012. No major fluctuation in term of sales and overall cost and expenses other than Corporate exercise cost highlighted in quarter to quarter comparison. A increase in losses for the period closed 2013 was attributed mainly from high material price and labour cost in China.

### 2.2 Comparison with immediate preceding quarter

	Current Quarter Ended 31-Dec-13 RM'000	Immediate Preceding Quarter Ended 30-Sep-13 RM'000
Revenue	4,659	4,385
(Loss)/Profit before tax	(1,099)	37

Revenue for the current quarter increased by 6% to RM4.66 million from RM4.39 million in the immediate preceding quarter and recorded loss before tax of RM1.10 million compare with profit before tax of RM0.04 million in immediate preceding quarter. The sales increase mainly due to project installation. The loss before tax also due to highly competitive operating environment that pressure on profit margin.

### 2.3 Prospects

China division will remain the major contribution to the Group's revenue. Besides the global financial uncertainty in US, the Euro Zone and volatile currencies movement, the uncertainties in China's internal inflationary pressure, rising labour costs and high material prices have already impacted on the Group's financial performance in 2013.

Despite the above, the Management will continuously focus on operation efficiency and cost saving measures and be competitive against our competition in the industrial automation industry. Furthermore, WinSun Group has built up a comprehensive technical and engineering team equipped with domain knowledge in many niche process and non-process industries. From feasibility and front-end studies to design and detailed engineering specifications, the Group will continue to improve in our core Intelligent Industrial Control Management System ("IICMS"). These competitive advantages put Winsun in good position to sustain through the competitive economic situation and achieve satisfactory performance in next financial year.

Furthermore, the Group is also looking into diversification of its business in the areas of ICT and mobile application sectors to diversify its revenue contribution and reduce its dependence on the industrial automation sector.

## 2.4 Variance from profit forecast and profit guarantee

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

## 2.5 Taxation

Details of taxation are as follows:-

	Individual Quarter Ended		Cumulative Quarter Ended	
	31 Dec 2013 RM'000	31 Dec 2012 RM'000	31 Dec 2013 RM'000	31 Dec 2012 RM'000
Malaysian Tax Provision *	-	-	-	-
Overseas Subsidiaries Tax Provision #				
Current period tax	-	1	-	1
	<u>-</u>	<u>1</u>	<u>-</u>	<u>1</u>

Notes:

\* The Company enjoys income tax exemption under its pioneer status entitlement pursuant to its Multimedia Super Corridor (MSC) status procured through Multimedia Development Corporation, for Qualifying Activities.

# The provision for tax is made in respect of the subsidiaries in China, and is computed based on the current period's results.

## 2.6 Status of corporate proposals and utilisation of proceeds

2.6.1 On 11 December 2012, on behalf the Board, TA Securities Holdings Berhad ("TA Securities") announced that it proposed to undertake a private placement of up to 10% of the Company's issued and paid-up share capital, equivalent to 30,000,000 ordinary shares of RM0.10 each.

The details of the proposed utilisation of the proceeds raised from the Private Placement is as follows:

	RM'000	Expected time frame for utilisation of proceed (from the date of listing of the Placement Shares)
Business expansion / product diversification	2,000	Within 12 months
Industrial air cooling project	930	Within 12 months
Estimated expenses in relation to the Proposed Private Placement	70	Within 1 month
<b>Total proceeds</b>	<b><u>(3,000)</u></b>	

The above mentioned private placement was completed on 16/8/2013.

2.6.2 On 29 May 2013, the Company announced the multiple proposals as following:

i) proposed acquisition of the entire equity interest in Planet Wireless Holdings Limited for a purchase consideration of RM 14.5 million to be satisfied via a combination of RM4.5 million in cash and issuance of 50 million new ordinary share of RM0.10 each in Wintoni ("Wintoni Share" or "Share") together with 50 million detachable warrants in Wintoni;

ii) proposed diversification of the existing code business of Wintoni and its subsidiaries to include the provision of Mobile Multimedia, Gateway and applications services;

The details of the proposed utilisation of the proceeds raised from the Private Placement of shares based on indicated placement price of RM0.20 for each place share with warrants as follows:

	Minimum Scenario RM'000	Maximum Scenario RM'000	Expected time frame for utilisation of proceed (from the date of listing of the Placement Shares)
Proposed Acquisition of PW	4,500	4,500	Within 12 months
Capital expenditure for the PW Group	1,500	1,500	Within 24 months
Business expansion	17,800	19,900	Within 24 months
Estimated expenses	700	700	Within 3 months
<b>Total proceeds</b>	<b><u>24,500</u></b>	<b><u>26,600</u></b>	

iii) proposed private placement of up to 133 million new Wintoni shares, together with detachable warrants in Wintoni ("Placement Warrants") on the basis of one (1) placement warrant for every one (1) new share subscribed by selected investor(s) to be identified later; and

iv) proposed issue of 33.0 million free warrants in Wintoni ("free warrants") on the basis of one (1) free warrant for every ten (10) wintoni shares held by the entitled shareholders of Wintoni

On 9 July 2013, company have submitted the application to Bursa Malaysia Securities Berhad ("Bursa Securities).

On 20 December 2013, on behalf the board, TA Securities announced that Bursa Securities has approved of the multiple proposal for (i) proposed acquisition of Planet Wireless Holdings Limited ("PW"), (ii) proposed diversification, (iii) proposed private placement of shares with warrants, and (iv) proposed free warrants issue.

Pursuant to the above corporate exercise proposal, on 10 January 2014, the Company has finalised and circulated the Circular to the shareholder for deliberation on the Extraordinary Gerenal Meeting ("EGM") on 5 February 2014.

On 5 February 2014, shareholder of Wintoni had at the EGM passed all the resolution in respect of the multi proposal.

As of the date of this report, the above mentioned Proposals are still in progress.

## 2.7 Borrowings and debt securities

Save as disclosed below, there were no other borrowings or debt securities in the Group as at 30 September 2013.

### Short term borrowings

	31 Dec 2013	31 Dec 2012
	RM'000	RM'000
Finance lease liability	-	62

### Long term borrowings

	31 Dec 2013	31 Dec 2012
	RM'000	RM'000
Finance lease liability	-	181

## 2.8 Material litigation

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

## 2.9 Dividend

There is no dividend declared for the current quarter under review.

## 2.10 Loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary shareholders for the quarter/year divided by the weighted average number of ordinary shares of RM0.10 each in issue during the quarter/year.

	Individual Quarter Ended		Cumulative Quarter Ended	
	31 Dec 2013	31 Dec 2012	31 Dec 2013	31 Dec 2012
	RM'000	RM'000	RM'000	RM'000
Loss attributable to equity holders of the parent	(1,099)	(108)	(2,678)	(1,321)
Weighted average number of ordinary shares in issue ('000)	330,000	300,000	330,000	300,000
Basic loss per share (sen)	(0.33)	(0.04)	(0.81)	(0.44)
Diluted loss per share (sen)	-	-	-	-

There are no dilutive potential ordinary shares in the current quarter and financial year to-date.

## 2.11 Loss before tax

	Individual Quarter Ended		Cumulative Quarter Ended	
	31 Dec 2013	31 Dec 2012	31 Dec 2013	31 Dec 2012
	RM'000	RM'000	RM'000	RM'000
Loss before tax has been determined after charging / (crediting) amongst other items the following:				
Interest income	(36)	(35)	(255)	(167)
Other income including investment income	-	(49)	(5)	(3,289)
Interest expenses	-	2	16	8
Depreciation	126	192	653	770
Loss on disposal of property, plant and equipment	-	-	44	-
Provision for/write off of receivables	15	11	256	1,557
Provision for/write off of inventories	-	(4)	45	4
Net foreign exchange loss/(gain)	85	(34)	153	35

There were no gain or loss on disposal of quoted or unquoted investments or properties, impairment of assets, gain or loss on derivatives or exceptional items for current quarter and cumulative year ended 31 December 2013 (31 December 2012: Nil).

## 2.12 Realised and unrealised loss

	31 Dec 2013	31 Dec 2012
	RM'000	RM'000
Total accumulated loss/profit of the Company and its subsidiary companies:		
- Realised	(17,453)	(14,518)
- Unrealised	1,204	(2,934)
	(16,249)	(17,452)
Less: Consolidated adjustments	1,006	4,887
	(15,243)	(12,565)

## 2.13 Authorisation for Issue

The Board of Directors authorised the issue of this unaudited interim financial report.