

WINTONI GROUP BERHAD

(Company No: 766535 P)

(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2015**

	AS AT 31.03.2015	AS AT 31.12.2014
	RM'000	RM'000
ASSETS		
Non-current asset		
Property, plant and equipment	38,521	22,126
	<u>38,521</u>	<u>22,126</u>
Current assets		
Inventories	3,681	1,697
Trade receivables	9,140	11,051
Amount due from customers on contracts	2,461	2,321
Other receivables, deposit and prepayment	1,493	15,142
Tax recoverable	3	4
Fixed deposit	69	65
Cash and bank balances	3,313	4,903
	<u>20,160</u>	<u>35,183</u>
TOTAL ASSETS	<u>58,681</u>	<u>57,309</u>
EQUITY AND LIABILITIES		
Equity attributable to owners of the company		
Share capital	25,650	25,650
Share premium	10,199	10,199
Reserves	16,747	16,482
Accumulated losses	(3,326)	(2,865)
	<u>49,270</u>	<u>49,466</u>
Non-controlling interest	-	-
Total Equity	<u>49,270</u>	<u>49,466</u>
Non-current liability		
Finance lease liability	-	-
	<u>-</u>	<u>-</u>
Current Liabilities		
Trade payables	2,017	1,383
Other payables	7,391	6,427
Tax payable	-	3
Finance lease liability	3	30
	<u>9,411</u>	<u>7,843</u>
TOTAL EQUITY AND LIABILITIES	<u>58,681</u>	<u>57,309</u>
Net assets per share attributable to ordinary equity holders of the Company (sen)	9.60	9.64

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 2014 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD

(Company No: 766535 P)

(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE PERIOD ENDED 31 MARCH 2015**

	Unaudited	Unaudited	Unaudited	Unaudited
	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.03.2015 RM'000	Preceding year Corresponding Quarter 31.03.2014 RM'000	Current Year To Date 31.03.2015 RM'000	Preceding Corresponding Year To Date 31.03.2014 RM'000
Revenue	3,320	6,991	3,320	6,991
Cost of sales	(1,144)	(5,574)	(1,144)	(5,574)
Gross profit	2,176	1,417	2,176	1,417
Other income	123	2,786	123	2,786
Selling, distribution and other expenses	(16)	(44)	(16)	(44)
Administrative expenses	(2,744)	(1,064)	(2,744)	(1,064)
Other expenses	-	(3,524)	-	(3,524)
Loss from operations	(461)	(429)	(461)	(429)
Finance costs	-	(1)	-	(1)
Loss before taxation	(461)	(430)	(461)	(430)
Taxation	-	-	-	-
Loss after taxation	(461)	(430)	(461)	(430)
Attributable to:-				
Equity holder of the parent	(461)	(430)	(461)	(430)
Non-controlling interests	-	-	-	-
	(461)	(430)	(461)	(430)
Loss per share (sen)	(0.09)	(0.13)	(0.09)	(0.13)
Diluted loss per share (sen)	(0.09)	-	(0.09)	-

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 2014 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD

(Company No: 766535 P)

(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2015**

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.03.2015 RM'000	Preceding year Corresponding Quarter 31.03.2014 RM'000	Current Year To Date 31.03.2015 RM'000	Preceding Corresponding Year To Date 31.03.2014 RM'000
Profit/(Loss) for the period	(461)	(430)	(461)	(430)
Other comprehensive income/(loss):				
Exchange difference on translation of foreign operations	266	(1,953)	266	(1,953)
Other comprehensive income/(loss) for the period	266	(1,953)	266	(1,953)
Total comprehensive income/(loss) for the period	(195)	(2,383)	(195)	(2,383)
Attributable to:-				
Equity holder of the Company	(195)	(2,383)	(195)	(2,383)
Non-controlling interests	-	-	-	-
	(195)	(2,383)	(195)	(2,383)

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 2014 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD(Company No: 766535 P)
(Incorporated in Malaysia)**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2015**

Group	Attributable to equity holders of the Company							Distributable		
	Share Capital RM'000	Share Premium RM'000	Statutory Reserve RM'000	Discount on Shares RM'000	Capital Reserve RM'000	Exchange Fluctuation Reserve RM'000	Other Reserve RM'000	Unappropriated Losses RM'000	Total Equity RM'000	
For the period ended 31 March 2015										
Balance at 01 January 2015	25,650	10,199	524	(1,080)	17,456	4,001	(5,500)	(2,865)	49,465	
Total comprehensive profit/(loss) for the period	-	-	-	-	-	266	-	(461)	(195)	
Balance at 31 March 2015	<u>25,650</u>	<u>10,199</u>	<u>524</u>	<u>(1,080)</u>	<u>17,456</u>	<u>4,267</u>	<u>(5,500)</u>	<u>(3,326)</u>	<u>49,270</u>	
For the period ended 31 December 2014										
Balance at 01 January 2014	33,000	1	524	-	-	1,429	-	(15,464)	19,490	
Issuance of share capital	18,300	-	-	-	-	-	-	-	18,300	
Total comprehensive profit/(loss) for the period	-	10,319	1,073	-	-	(1,953)	(430)	-	9,009	
Balance at 31 March 2014	<u>51,300</u>	<u>10,320</u>	<u>1,597</u>	<u>-</u>	<u>-</u>	<u>(524)</u>	<u>-</u>	<u>(15,894)</u>	<u>46,799</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 2014 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD

(Company No:766535 P)

(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE PERIOD ENDED 31 MARCH 2015**

	Year-to-date ended	
	31.03.2015	31.03.2014
	RM'000	RM'000
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before taxation	(461)	(430)
Adjustments for:		
Non-cash items	1,623	(8,323)
Operating loss before working capital changes	1,162	(8,753)
(Increase)/Decrease in inventories	(1,829)	999
Decrease/(Increase) in trade and other receivables	1,671	(6,562)
Increase in trade and other payables	1,228	4,431
Increase in amount due from customers on contracts	-	(1,355)
Cash used in operations	2,232	(11,240)
Tax paid	-	20
Interest received	1	10
Net cash used in operating activities	2,233	(11,210)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(3,993)	-
Placement of fixed deposit pledge a bank	(4)	-
Acquisition of Subsidiaries, net cash	-	(4,500)
Issuance of share capital	-	18,300
Net cash from investing activities	(3,997)	13,800
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of finance lease liability	(8)	(8)
Net cash used in financing activity	(8)	(8)
CASH AND CASH EQUIVALENTS		
Net changes	(1,772)	2,582
Bought forward	4,903	4,908
Effects of exchange rate changes	182	(81)
CASH AND CASH EQUIVALENTS AT 31 MARCH	3,313	7,409

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 2014 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD
(Company No:766535 P)
(Incorporated in Malaysia)

**NOTES TO INTERIM FINANCIAL REPORT
FOR THE PERIOD ENDED 31 MARCH 2015**

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

1.1 Corporate information

Wintoni Group Berhad ("Wintoni") 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
			2015 %	2014 %	
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.	Wintoni 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	100	Engaged in the business of solution provider, system designer of automation systems and research and development
5.	Planet Wireless Holdings Limited	Anguilla	100	100	Engaged in the business of Mobile Application Gateway and Mobile Internet Platform Services
6.	Planet Wireless Sdn Bhd	Malaysia	100	100	Engaged in the business of Network information centre

1.2 Basis of preparation

These condensed consolidated interim financial statements, for the financial period ended 31 March 2015, 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 2014. 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 2014.

1.3 Qualification of financial statements

There was audit qualification reported in audited financial statements of the Group for the financial year ended 31 December 2014.

Basis of qualified Opinion

The Group's computer equipment with a net carrying amount of RM3,714,746 is located in the United States of America which yet to physically sight the said computer equipment as the management is in the process of obtaining the necessary approval from the custodian of the said equipment for auditor physically sight the equipment.

Qualified Opinion

Except for the effects of the matters described in the Basis of Qualified Opinion above, the financial statements give a true and fair view of the financial position of the Group and the company as at 31 December 2014 and of our financial performance and cash flows for the financial year ended in accordance Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of Companies Act, 1965 in Malaysia.

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 2014 is tabulated below:

(a) Geographical Segment:-

Segment	Malaysia and other regions RM	The People's Republic of China RM	Elimination RM	Total RM
Revenue	2,575,261	745,089	-	3,320,350
Profit/(Loss) before taxation	49,774	(590,174)	79,248	(461,152)

(i) Revenue by Geographical location

Location	Revenue RM
Malaysia	14,566
Asia, other than Malaysia	2,808,408
Europe	432,707
Africa	64,669
Total	3,320,350

(b) Business Segment:-

Segment	Revenue RM
Automation Sector	745,089
ICT and mobile application	2,575,261
Energysaving products and services	-
Total	3,320,350

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

There is no material event subsequent to the end of the reporting period.

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 March 2015.

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 RM3.32 million and loss before tax of RM0.5 million in current quarter as compared to revenue and loss before tax of RM6.99 million and RM0.4 million respectively in the preceding year's corresponding quarter. The Group's sales decrease due to Our China Division has registered revenue of RM0.7 million in current year as compare to revenue of RM3.08 million in preceding year's corresponding quarter. It is mainly due to some projects have been completed during the financial year 2014. Meanwhile the new projects are in planning stages. The management's continuous focus on operational efficiency and cost saving measures in order to remain competitive to improve the profit of the Group.

2.2 Comparison with immediate preceding quarter

	Current Quarter Ended 31-Mar-15 RM'000	Immediate Preceding Quarter Ended 31-Dec-14 RM'000
Revenue	3,320	7,592
(Loss)/ Profit before tax	(461)	2,794

Revenue for the current quarter decreased by 56% to RM7.59 million from RM4.94 million in the immediate preceding quarter and recorded profit before tax of RM0.46 million compare with profit before tax of RM2.79 million in immediate preceding quarter.

As at Q4 2014, the revenue from Wireless Mobile Application has slightly decrease from RM2.76 million to RM2.58 million due to saturation of existing services while new products are yet to deliver. Besides, the Revenue from our China Division has recorded RM0.75 million as compare with revenue of RM 5.31 million in immediate Preceding Quarter due to the major of the projects has been completed in year 2014. Meanwhile, the new projects are in planning stage.

2.3 Prospects

According to Gartner, Global IT Spending will grow 2.4% to USD3.8 trillion in year 2015 on greater purchases of enterprise software and mobile data services, as well as strong growth in mobile devices. Spending on devices such as PCs, tablets, mobile phones and printers is projected to grow 5.1% in year 2015 to USD732 billion, up from USD 696 billion in 2014.

Mobile devices are increasingly becoming the first go-to-device for communications and content consumption. In the emerging economies, users are adopting smartphones as their exclusive mobile device while in developed economies, multi-device households are becoming the norm, with tablets growing at the fastest rate of any computing device. As such, Gartner predicts that, by 2018, more than of users will go to a tablet or smartphone first for all online activities.

Separately, we are seeing good traction of growth in emerging economies such as Indonesia, Malaysia and India. In these emerging economies, the Group will focus on its Wireless Mobile Application businesses to deliver advanced services to our customers. Going forward, we continue to build on our capabilities and focus growth in our expertise within the Wireless Mobile Application business, while laying the foundation for more recurring revenue with our Industrial Automation business. We are entered into the foray on seeking new innovative methods to retain and attract consumers and increase our outreach to the market

For our China Division, the Management will continuously focus on operation efficiency and cost saving measures and be competitive against our competition in the industrial automation industry.

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 March 2015 RM'000	31 March 2014 RM'000	31 March 2015 RM'000	31 March 2014 RM'000
Malaysian Tax Provision *	-	-	-	-
Oversea Subsidiaries Tax Provision #	-	-	-	-
Current period tax	-	-	-	-
	-	-	-	-

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 Anguilla, and is computed based on the current period's results.

2.6 Status of corporate proposals

2.6.1 On 14 July 2014, on behalf of the Board of Directors of Wintoni, KAF Investment Bank Berhad wishes to announce that the Company is proposing to undertake the following proposals:-

(i) proposed disposal by Wintoni of its entire equity interests in Shanghai Winner Electrical Co, Ltd and Shanghai WinCo Electrical Co, Ltd to Primose Ventures Limited for an aggregate cash consideration of RM14,500,000;

(ii) proposed acquisition by Wintoni of 25,050,000 ordinary shares of RM0.01 each in Ozura Firstlogix Sdn Bhd ("OFSB"), representing 50.1% of the issued and paid-up share capital of OFSB, from Ozura Interactive Sdn Bhd for a cash consideration of RM24,849,600;

(iii) proposed renounceable rights issue of up to 729,000,000 new ordinary shares of RM0.05 each in Wintoni ("Rights Shares") at an issue price of RM0.05 per Rights Share on the basis of one (1) Rights Share for every one (1) ordinary share of RM0.05 each in Wintoni ("Wintoni Share") held by the entitled shareholders of the Company after the Proposed Par Value Reduction (as defined in the attached announcement), on an entitlement date to be determined later ("Entitlement Date") together with up to 364,500,000 free detachable warrants ("Warrants") on the basis of one (1) Warrant for every two (2) Rights Shares subscribed for ("Proposed Rights Issue of Shares with Warrants"); and

(iv) proposed renounceable rights issue of up to 729,000,000 or RM21,870,000 nominal value of five (5)-year, 1%, irredeemable convertible unsecured loan stocks ("ICULS") at 100% of the nominal value of RM0.03 each ("Rights ICULS") on the basis of one (1) RM0.03 nominal value of Rights ICULS for every one (1) Wintoni Share held by the entitled shareholders of the Company after the Proposed Par Value Reduction, on the same Entitlement Date as the Proposed Rights Issue of Shares with Warrants.

The above proposal (ii) terminated on 4 November 2014.

Due to reason time pass and business environment change, the management aborted the above plan. The management will revisit and renegotiate for potential proposal.

2.7 Borrowings and debt securities

Same as disclosed below, there were no other borrowings or debt securities in the Group as at 31 Mar 2015.

Short term borrowings

	<u>31 Mar 2015</u>	<u>31 Mar 2014</u>
	RM'000	RM'000
Finance lease liability	3	23

Long term borrowings

	<u>31 Mar 2015</u>	<u>31 Mar 2014</u>
	RM'000	RM'000
Finance lease liability	-	30

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 RM0.05 each in issue during the quarter/year.

	Individual Quarter Ended		Cumulative Quarter Ended	
	31 Mar 2015 RM'000	31 Mar 2014 RM'000	31 Mar 2015 RM'000	31 Mar 2014 RM'000
Loss attributable to equity holders of the parent	(461)	(430)	(461)	(430)
Weighted average number of ordinary shares in issue ('000)	513,000	330,000	513,000	330,000
Basic loss per share (sen)	(0.09)	(0.13)	(0.09)	(0.13)
Diluted loss per share (sen)	(0.09)	-	(0.09)	-

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 Mar 2015 RM'000	31 Mar 2014 RM'000	31 Mar 2015 RM'000	31 Mar 2014 RM'000
Loss before tax has been determined after charging / (crediting) amongst other items the following:				
Interest income	(1)	(10)	(1)	(10)
Other income including investment income	-	(2,684)	-	(2,684)
Interest expenses	-	-	-	-
Depreciation	1,524	916	1,524	916
Provision for/write off of receivables	-	16	-	16
Provision for/write off of inventories	-	(106)	-	(106)
Net foreign exchange loss	61	847	61	847

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 period ended 31 March 2015 (31 December 2014: Nil).

2.12 Commitment

There are no other material commitments for the Group as at 31 March 2015.

2.12 Realised and unrealised loss

	<u>31 Mar 2015</u>	<u>31 Mar 2014</u>
	RM'000	RM'000
Total accumulated losses of the Company and its subsidiary companies:		
- Realised	(3,309)	(990)
- Unrealised	62	(1,356)
	(3,247)	(2,346)
Less: Consolidated adjustments	(79)	(13,548)
	(3,326)	(15,894)

2.13 Authorisation for issue

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