

WINTONI GROUP BERHAD

(Company No: 766535 P)

(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2015**

	AS AT 30.06.2015	AS AT 31.12.2014
	RM'000	RM'000
ASSETS		
Non-current asset		
Property, plant and equipment	33,298	22,126
	<u>33,298</u>	<u>22,126</u>
Current assets		
Inventories	-	1,697
Trade receivables	6,123	11,051
Amount due from customers on contracts	-	2,321
Other receivables, deposit and prepayment	9	15,142
Asset held for sale	12,238	-
Tax recoverable	1	4
Fixed deposit	-	65
Cash and bank balances	61	4,903
	<u>18,432</u>	<u>35,183</u>
TOTAL ASSETS	<u>51,730</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	14,543	16,482
Accumulated losses	(17,366)	(2,865)
	<u>33,026</u>	<u>49,466</u>
Non-controlling interest	-	-
Total Equity	<u>33,026</u>	<u>49,466</u>
Current Liabilities		
Trade payables	5,269	1,383
Other payables	1,018	6,427
Liabilities held for sale	12,403	-
Tax payable	-	3
Finance lease liability	14	30
	<u>18,704</u>	<u>7,843</u>
TOTAL EQUITY AND LIABILITIES	<u>51,730</u>	<u>57,309</u>
Net assets per share attributable to ordinary equity holders of the Company (sen)	6.44	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 30 JUNE 2015**

	Unaudited	Unaudited	Unaudited	Unaudited
	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30.06.2015	Preceding year Corresponding Quarter 30.06.2014	Current Year To Date 30.06.2015	Preceding Corresponding Year To Date 30.06.2014
	RM'000	RM'000	RM'000	RM'000
Revenue	1,097	6,043	4,417	13,034
Cost of sales	(2,977)	(2,712)	(4,121)	(8,286)
Gross profit	(1,880)	3,331	296	4,748
Other income	1,009	148	1,132	2,933
Selling, distribution and other expenses	(7,901)	(53)	(7,917)	(97)
Administrative expenses	(2,462)	(1,632)	(5,206)	(2,696)
Other expenses	(2,806)	(210)	(2,806)	(3,734)
Loss from operations	(14,040)	1,584	(14,501)	1,154
Finance costs	-	(3)	-	(4)
Loss before taxation	(14,040)	1,581	(14,501)	1,150
Taxation	-	-	-	-
Loss after taxation	(14,040)	1,581	(14,501)	1,150
Attributable to:-				
Equity holder of the parent	(14,040)	1,581	(14,501)	1,150
Non-controlling interests	-	-	-	-
	(14,040)	1,581	(14,501)	1,150
Loss per share (sen)	(2.74)	0.30	(2.83)	0.22
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 30 JUNE 2015**

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30.06.2015 RM'000	Preceding year Corresponding Quarter 30.06.2014 RM'000	Current Year To Date 30.06.2015 RM'000	Preceding Corresponding Year To Date 30.06.2014 RM'000
Profit/(Loss) for the period	(14,040)	1,581	(14,501)	1,150
Other comprehensive income/(loss): Exchange difference on translation of foreign operations	(487)	198	(487)	(2,386)
Other comprehensive income/(loss) for the period	(487)	198	(487)	(2,386)
Total comprehensive income/(loss) for the period	(14,527)	1,779	(14,988)	(1,236)
Attributable to:-				
Equity holder of the Company	(14,527)	1,779	(14,988)	(1,236)
Non-controlling interests	-	-	-	-
	(14,527)	1,779	(14,988)	(1,236)

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 30 JUNE 2015**

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	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			
For the period ended 30 June 2015												
Balance at 01 January 2015	25,650	10,199	524	1,080	(1,080)	17,457	4,001	(5,500)	(2,865)		49,466	
Total comprehensive profit/(loss) for the period	-	-	-	-	-	(1,452)	(487)	-	(14,501)		(16,440)	
Balance at 30 June 2015	<u>25,650</u>	<u>10,199</u>	<u>524</u>	<u>1,080</u>	<u>(1,080)</u>	<u>16,005</u>	<u>3,514</u>	<u>(5,500)</u>	<u>(17,366)</u>		<u>33,026</u>	
For the period ended 31 December 2014												
Balance at 01 January 2014	33,000	1	524	-	-	-	1,843	-	(15,464)		19,904	
Issuance of share capital	18,300	-	-	-	-	-	-	-	-		18,300	
Total comprehensive profit/(loss) for the period	-	10,319	109	-	-	-	(1,863)	-	2,187		10,752	
Balance at 30 June 2014	<u>51,300</u>	<u>10,320</u>	<u>633</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(20)</u>	<u>-</u>	<u>(13,277)</u>		<u>48,956</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 30 JUNE 2015**

	Year-to-date ended	
	30.06.2015	30.06.2014
	RM'000	RM'000
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before taxation	(14,501)	1,150
Adjustments for:		
Non-cash items	1,564	(8,422)
Operating loss before working capital changes	(12,937)	(7,272)
(Increase)/Decrease in inventories	1,697	234
Decrease/(Increase) in trade and other receivables	1,206	(14,432)
Increase in trade and other payables	7,888	1,785
Increase in amount due from customers on contracts	-	(1,330)
Cash used in operations	(2,146)	(21,015)
Tax paid	-	33
Interest received	1	11
Net cash used in operating activities	(2,145)	(20,971)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(3,982)	(11)
Placement of fixed deposit pledge a bank	(5)	-
Acquisition of Subsidiaries, net cash	-	(4,500)
Proceeds on disposal of property, plant and equipment	1,000	-
Asset held for sale	165	-
Proceeds from Issuance of share	-	10,320
Issuance of share capital	-	18,300
Net cash from investing activities	(2,822)	24,109
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of finance lease liability	(8)	(19)
Net cash used in financing activity	(8)	(19)
CASH AND CASH EQUIVALENTS		
Net changes	(4,975)	3,119
Bought forward	4,903	4,908
Effects of exchange rate changes	133	(375)
CASH AND CASH EQUIVALENTS AT 30 JUNE	61	7,652

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 30 JUNE 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 30 June 2015, have been prepared in accordance with MFRS 134 Interim Financial Reporting and Rule 9.22 and Appendix 9B 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 have written in the request and still waiting 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 period ended 30 June 2015 is tabulated below:

(a) Geographical Segment:-

Segment	Malaysia and other regions RM	The People's Republic of China RM	Elimination RM	Total RM
Revenue	3,122,001	1,295,341	-	4,417,342
Profit/(Loss) before taxation	(12,118,235)	(2,487,370)	105,120	(14,500,485)

(i) Revenue by Geographical location

Location	Revenue RM
Malaysia	16,363
Asia, other than Malaysia	3,823,541
Europe	512,403
Africa	65,035
Total	4,417,342

(b) Business Segment:-

Segment	Revenue RM
Automation Sector	1,295,341
ICT and mobile application	3,122,001
Energysaving products and services	-
Total	4,417,342

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

The Company has on 13 August 2015 received a Special Notice on the intention to remove and appoint directors from the shareholders of the Company holding not less than one-tenth of the total issued and paid-up share capital of the Company as at the date of the said Special Notice.

On 21 August 2015 Wintoni Group Berhad entered into two (2) Ownership Transfer Agreements ("OTAs") with Casuarina Administration Inc. ("Purchaser" or "CAI"), wherein Wintoni shall sell and CAI shall purchase the entire equity interests in Shanghai Winner and Winco, for an aggregate cash consideration of RM250,000 ("Disposal Consideration") ("Proposed Disposals").

1.12 Changes in the composition of the Group

Other than as disclosed below, there were no changes in the composition of the Group during the financial period as at 30 June 2015.

(a) Acquisition of 60% of equity interest in Syscomp Technology Sdn Bhd

On 22 June 2015, the Company entered into a Conditional Share Sale Agreement ("SSA") with Ng Chin Yee ("Vendor" or "NCY") for the acquisition of 234,000 ordinary shares of RM1.00 each ("Sale Shares") in Syscomp Technology Sdn Bhd ("Syscomp"), representing 60% of equity interest in Syscomp, for a total cash consideration of Ringgit Malaysia Five Million and Four Hundred Thousand (RM5,400,000.00) only ("Purchase Consideration").

(b) Disposal of 100% of equity interest in Shanghai Winner Electrical Co Ltd and Shanghai Winco Electrical Co Ltd

On 21 August 2015 Wintoni Group Berhad entered into two (2) Ownership Transfer Agreements ("OTAs") with Casuarina Administration Inc. ("Purchaser" or "CAI"), wherein Wintoni shall sell and CAI shall purchase the entire equity interests in Shanghai Winner and Winco, for an aggregate cash consideration of RM250,000 ("Disposal Consideration") ("Proposed Disposals").

1.13 Contingent liabilities or contingent assets

The Group does not have any contingent liabilities or contingent assets as at 30 June 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 RM1.10 million and loss before tax of RM14 million in current quarter as compared to revenue and profit before tax of RM6.04 million and RM1.58 million respectively in the preceding year's corresponding quarter. The Group's sales decrease due to Our China Division has registered revenue of RM1.3 million in current year as compare to revenue of RM6.44 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 30-Jun-15 RM'000	Immediate Preceding Quarter Ended 31-Mar-15 RM'000
Revenue	1,097	3,320
(Loss)/ Profit before tax	(14,040)	(461)

Revenue for the current quarter decreased by 67% to RM1.22 million from RM3.32 million in the immediate preceding quarter and recorded loss before tax of RM14 million compare with loss before tax of RM0.46 million in immediate preceding quarter mainly due to branding and marketing cost occur in this quarter.

2.3 Prospects

According to Gartner, China is the biggest country for smartphone sales, representing 30% of total sales of smartphones in the second quarter of 2015. Sales of smartphones in China dropped 4% year-over-year for the 2015 second quarter, the first drop ever. In addition refer to Samsung second quarter 2015 result; concerning its mobile division specifically, it was overall decline in shipments in the middle and low-end smartphone segments.

Due to global economy slow down and uncertainty cause by unclear public listed company shareholder changes the prospect of the business is not promising. The cost of customer and morale may cause the lost of business. Weak in Ringgit may cause lower margin to business result in devastation impact on business and survival of business if uncertainty is not improved and timely.

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	
	30 June 2015 RM'000	30 June 2014 RM'000	30 June 2015 RM'000	30 June 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 Anguila, and is computed based on the current period's results.

2.6 Status of corporate proposals

Not applicable

2.7 Borrowings and debt securities

Same as disclosed below, there were no other borrowings or debt securities in the Group as at 30 June 2015.

Short term borrowings

	30 Jun 2015 RM'000	30 Jun 2014 RM'000
Finance lease liability	14	30

Long term borrowings

	30 Jun 2015 RM'000	30 Jun 2014 RM'000
Finance lease liability	-	-

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	
	30 Jun 2015 RM'000	30 Jun 2014 RM'000	30 Jun 2015 RM'000	30 Jun 2014 RM'000
Loss attributable to equity holders of the parent	(14,040)	1,581	(14,501)	1,150
Weighted average number of ordinary shares in issue ('000)	513,000	330,000	513,000	330,000
Basic loss per share (sen)	(2.74)	0.30	(2.83)	0.22
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	
	30 Jun 2015 RM'000	30 Jun 2014 RM'000	30 Jun 2015 RM'000	30 Jun 2014 RM'000
Loss before tax has been determined after charging / (crediting) amongst other items the following:				
Interest income	(1)	(1)	(1)	(11)
Other income including investment income	-	(250)	-	(2,934)
Interest expenses	-	-	-	2
Depreciation	1,282	234	2,806	469
Impairment loss on receivables	-	-	-	1,915
Impairment loss on inventories	-	1	-	(105)
Net foreign exchange loss	426	(738)	487	109

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 30 June 2015 (31 December 2014: Nil).

2.12 Commitment

There are no other material commitments for the Group as at 30 June 2015.

2.12 Realised and unrealised loss

	30 Jun 2015	30 Jun 2014
	RM'000	RM'000
Total accumulated losses of the Company and its subsidiary companies:		
- Realised	(17,349)	(989)
- Unrealised	62	223
	(17,287)	(766)
Less: Consolidated adjustments	(79)	(13,548)
	(17,366)	(14,314)

2.13 Authorisation for Issue

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