

WINTONI GROUP BERHAD

(Company No: 766535 P)
(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2016**

	AS AT 31.03.2016	AS AT 31.12.2015
	RM'000	RM'000
ASSETS		
Non-current asset		
Property, plant and equipment	-	20
	<u>-</u>	<u>20</u>
Current assets		
Trade receivables	32	489
Other receivables, deposit and prepayment	201	96
Tax recoverable	1	6
Cash and bank balances	150	183
	<u>384</u>	<u>774</u>
TOTAL ASSETS	<u>384</u>	<u>794</u>
EQUITY AND LIABILITIES		
Equity attributable to owners of the company		
Share capital	25,650	25,650
Share premium	10,199	10,199
Reserves	12,370	11,896
Accumulated losses	(54,596)	(52,859)
	<u>(6,377)</u>	<u>(5,114)</u>
Non-controlling interest	254	232
Total Equity	<u>(6,123)</u>	<u>(4,882)</u>
Current Liabilities		
Trade payables	4,489	4,499
Other payables	2,017	1,159
Tax payable	1	4
Finance lease liability	-	14
	<u>6,507</u>	<u>5,676</u>
TOTAL EQUITY AND LIABILITIES	<u>384</u>	<u>794</u>
Net assets per share attributable to ordinary equity holders of the Company (sen)	-0.12	-0.10

The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the unaudited financial statements for the financial year ended 31 December 2015 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 2016

	Unaudited	Unaudited	Unaudited	Unaudited
	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.03.2016 RM'000	Preceding year Corresponding Quarter 31.03.2015 RM'000	Current Year To Date 31.03.2016 RM'000	Preceding Corresponding Year To Date 31.03.2015 RM'000
Revenue	46	3,320	46	3,320
Cost of sales	(29)	(1,144)	(29)	(1,144)
Gross profit	17	2,176	17	2,176
Other income	-	123	-	123
Selling, distribution and other expenses	-	(16)	-	(16)
Administrative expenses	(94)	(2,744)	(94)	(2,744)
Other expenses	(1,660)	-	(1,660)	-
Loss from operations	(1,737)	(461)	(1,737)	(461)
Finance costs	-	(6)	-	(6)
Loss before taxation	(1,737)	(467)	(1,737)	(467)
Taxation	-	3	-	3
Loss after taxation	(1,737)	(464)	(1,737)	(464)
Attributable to:-				
Equity holder of the parent	(1,699)	(464)	(1,699)	(464)
Non-controlling interests	(38)	-	(38)	-
	(1,737)	(464)	(1,737)	(464)
Loss per share (sen)	(0.34)	(0.09)	(0.34)	(0.09)
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 unaudited financial statements for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2016**

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.03.2016 RM'000	Preceding year Corresponding Quarter 31.03.2015 RM'000	Current Year To Date 31.03.2016 RM'000	Preceding Corresponding Year To Date 31.03.2015 RM'000
(Loss)/Profit for the period	(1,737)	(461)	(1,737)	(461)
Other comprehensive (loss)/income: Exchange difference on translation of foreign operations	206	266	206	266
Other comprehensive (loss)/income for the period	206	266	206	266
Total comprehensive (loss)/income for the period	(1,531)	(195)	(1,531)	(195)
Attributable to:-				
Equity holder of the Company	(1,531)	(195)	(1,531)	(195)
Non-controlling interests	-	-	-	-
	(1,531)	(195)	(1,531)	(195)

The Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the unaudited financial statements for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to the interim financial statements.

Company No: 766535 P

WINTONI GROUP BERHAD
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**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2016**

Group	←----- Attributable to equity holders of the Company ----->								Distributable	Total	Non-Controlling Interest	Total Equity
	←----- Non-distributable ----->											
	Share Capital	Share Premium	Statutory Reserve	Statutory Reserve	Discount on Shares	Capital Reserve	Exchange Fluctuation Reserve	Other Reserve	Unappropriated Losses	RM'000	RM'000	RM'000
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
For the period ended 31 March 2016												
Balance at 01 January 2016	25,650	10,199	524	1,080	(1,080)	15,736	1,136	(5,500)	(52,859)	(5,114)	232	(4,882)
Total comprehensive profit/(loss) for the period	-	-	-	-	-	268	206	-	(1,737)	(1,263)	22	(1,241)
Balance at 31 March 2016	<u>25,650</u>	<u>10,199</u>	<u>524</u>	<u>1,080</u>	<u>(1,080)</u>	<u>16,004</u>	<u>1,342</u>	<u>(5,500)</u>	<u>(54,596)</u>	<u>(6,377)</u>	<u>254</u>	<u>(6,123)</u>
For the period ended 31 March 2015												
Balance at 01 January 2015	25,650	10,199	524	1,080	(1,080)	17,456	4,001	(5,500)	(2,865)	49,465	-	49,465
Total comprehensive profit for the period	-	-	-	-	-	-	266	-	(461)	(195)	-	(195)
Balance at 31 March 2015	<u>25,650</u>	<u>10,199</u>	<u>524</u>	<u>1,080</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>	<u>-</u>	<u>49,270</u>

The Unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the unaudited financial statements for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to the interim financial statements.

WINTONI GROUP BERHAD

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE PERIOD ENDED 31 MARCH 2016**

	Year-to-date ended	
	31.03.2016	31.03.2015
	RM'000	RM'000
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before taxation	(1,737)	(461)
Adjustments for:		
Non-cash items	299	1,623
Operating loss before working capital changes	(1,438)	1,162
(Increase)/Decrease in inventories	-	(1,829)
Decrease/(Increase) in trade and other receivables	352	1,671
Increase in trade and other payables	848	1,228
Increase in amount due from customers on contracts	-	-
Cash used in operations	(238)	2,232
Tax paid	-	-
Interest received	-	1
Net cash used in operating activities	(238)	2,233
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	-	-
Issuance of share capital	-	-
Net cash from investing activities	-	(3,997)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of finance lease liability	-	(8)
Net cash used in financing activity	-	(8)
CASH AND CASH EQUIVALENTS		
Net changes	(238)	(1,772)
Bought forward	182	4,903
Effects of exchange rate changes	206	182
CASH AND CASH EQUIVALENTS AT 31 MARCH	150	3,313

Note:

The Unaudited Condensed Consolidated Statement of Cash Flow should be read in conjunction with the unaudited financial statement for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to the interim financial statements.

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**NOTES TO INTERIM FINANCIAL REPORT
FOR THE PERIOD ENDED 31 MARCH 2016****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
			2016	2015	
			%	%	
1.	Wintoni Engineering Sdn. Bhd.	Malaysia	100	100	Engaged in the business of solution provider, system designer of automation systems and research and development.
2.	Planet Wireless Holdings Limited	Anguilla	100	100	Engaged in the business of Mobile Application Gateway and Mobile Internet Platform Services.
3.	Planet Wireless Sdn Bhd	Malaysia	100	100	Engaged in the business of Network information centre
4.	Syscomp Technology Sdn Bhd	Malaysia	60	-	Engaged in the business of Mobile Application Gateway and Mobile Internet Platform Services.

1.2 Basis of preparation

These condensed consolidated interim financial statements, for the financial period ended 31 March 2016, 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 unaudited financial statements for the year ended 31 December 2015. 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 2015.

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.

Abovesaid assets has been disposed off in financial year ended 31 December 2015.

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 March 2016 is tabulated below:

(a) Geographical Segment:-

Segment	Malaysia and other regions	The People's Republic of China	Elimination	Total
Revenue	46,122	-	-	46,122
Profit/(Loss) before taxation	(77,372)	-	-	(77,372)

(i) Revenue by Geographical location

Location	Revenue
Malaysia	46,122
Asia, other than Malaysia	-
Eruope	-
Africa	-
Total	46,122

(b) Business Segment:-

Segment	Revenue
Automation Sector	-
ICT and mobile application	46,122
Energysaving products and services	-
Total	46,122

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 is no material changes in the composition of the Group.

1.13 Contingent liabilities or contingent assets

The Group does not have any contingent liabilities or contingent assets as at 31 March 2016.

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 RM0.046 million and loss before tax of RM1.737 million in current quarter as compared to revenue and loss before tax of RM3.32 million and RM0.464 million respectively in the preceding year's corresponding quarter. The Group's sales decrease due to bad condition in global IT industry has registered revenue of RM 0.046 million in current year as compare to revenue of RM1.426 million in preceding year's corresponding quarter. Due to lack of funding for new business opportunities. The Group is unable to implement any business plan or any proper business direction as there is litigation concerning a group of shareholders acting in concert and holding more than 33% of the issued shares of the Company.

2.2 Comparison with immediate preceding quarter

	Current Quarter Ended 31-Mar-16 RM'000	Immediate Preceding Quarter Ended 31-Dec-15 RM'000
Revenue	46	124
(Loss)/ Profit before tax	(1,737)	(210)

Revenue for the current quarter decreased to RM78 thousand from RM124 thousand in the immediate preceding quarter and recorded loss before tax of RM1.737 million compare with loss before tax of RM0.21 million in immediate preceding quarter mainly due to impairment of debts for the Group.

2.3 Prospects

The management has identified potential profitable projects. However, the group is unable to procure funding to secure these projects as there is uncertainty as to which shareholder group who may be acting in concert, who are potentially in a position to control the group. Resolution of this uncertainty is crucial for the resumption of business activity.

2.4 Variance from profit forecast and profit guaranteee

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 December 2015 RM'000	31 December 2014 RM'000	31 December 2015 RM'000	31 December 2014 RM'000
Malaysian Tax Provision *	-	-	-	-
Oversea Subsidiaries Tax Provision #	-	-	-	-
Current period tax	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</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 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

There is no any borrowing or debt securities for the year ended 31 Mar 2016.

2.8 Material litigation

On 24 September 2015, The action was served with a sealed writ of Summon which brought by Dato' Tey Por Yee (the "Plaintiff"), a former director of the Company, against the Company and 39 other Defendants.

The Plaintiff's claim is as follows:-

- 1 A declaration that defendants other than the Company are parties acting in concert in the acquisition of control of the Company;
- 2 A declaration that the defendants other than the Company have breached the Malaysian Code on Take-Overs and Mergers 2010 and the Capital Markets and Services Act 2007 in failing to make a mandatory general offer for the shares of the Company;
- 3 An order directing the defendants other than the Company or one or more of them to make a mandatory general offer for the shares in the Company in accordance with the Malaysian Code on Take-Overs and Mergers 2010; and
- 4 An order restraining other defendants, or any one or more of them, their servants and agents:- (a) from holding or proceeding with any Extraordinary General Meeting or Annual General Meeting or any other meeting of the Company or any adjournment thereof; (b) appointing a director to the Board of Directors of the Company; (c) from removing or threatening to remove a director from the Company's Board of Directors or to request for the resignation of a director from the Company's Board of Directors; (d) proposing or voting for a resolution to remove any director of the Company at any Extraordinary General Meeting or Annual General Meeting or any other meeting of the Company; and/or (e) from voting or causing to any person from voting any of the other defendants shares in the Company, whether held in their name or beneficially held for them in the name of others or held by nominees as security for the facility; (f) from disposing or dealing with any of their shares in the Company; until an offer document in accordance with the Malaysian Code on Take-Overs and Mergers 2010 is sent to the shareholders of the Company.

The matter is presently stayed by the Kuala Lumpur High Court on 4.4.2016. This is following a decision by the Kuala Lumpur High Court in a separate legal action on a point of law ("Point of Law decision"), which has also been raised by several Defendants in this present suit. Briefly, the Point of Law decision is in relation to whether a shareholder of a company is entitled to bring and maintain an action against other shareholders for breaches of the Malaysian Code on Take-Overs and Mergers 2010 and the Capital Markets and Services Act 2007. The stay on proceedings is pending the outcome of the appeal to the Court of Appeal against the Point of Law decision.

The Company is unable at this juncture to determine the impact of this action on the financial position of the Company.

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 2016 RM'000	31-Mar-15 RM'000	31 Mar 2016 RM'000	31-Mar-15 RM'000
Loss attributable to equity holders of the parent	(1,699)	(464)	(1,699)	(464)
Weighted average number of ordinary shares in issue ('000)	513,000	330,000	513,000	330,000
Basic loss per share (sen)	(0.34)	(0.09)	(0.34)	(0.09)
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 2016 RM'000	31-Mar-15 RM'000	31 Mar 2016 RM'000	31-Mar-15 RM'000
Loss before tax has been determined after charging / (crediting) amongst other items the following:				
Interest income	-	(1)	-	(1)
Other income including investment income	-	-	-	-
Interest expenses	-	-	-	-
Depreciation	-	1,524	-	1,524
Loss on disposal of property, plant and equipment	-	-	-	-
Impairment loss on receivables	-	-	-	-
Impairment loss on inventories	-	-	-	-
Provision for/write off of property, plant and equipment	-	-	-	-
Net foreign exchange loss	206	(26)	206	(26)

The Company has written off assets belonging to its subsidiary, Planet Wireless Holdings Limited due to the asset failing to function completely and no future economic benefit can be expected from its use unless the business of the Company can be revived back to support the value of the asset.

Contracted but not provided for

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2.12 Realised and unrealised loss

	31 Dec 2015 RM'000	31 Dec 2014 RM'000
Total accumulated losses of the Company and its subsidiary companies:		
- Realised	-	-
- Unrealised	-	-
	-	-
Less: Consolidated adjustments	-	-
	-	-

2.13 Authorisation for Issue

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