

# TFP SOLUTIONS BERHAD (773550-A) CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Quarterly Report For The Fourth Quarter Ended 31 December 2014

(The figures have not been audited)

	Note	INDIVIDUA  Current Year Quarter 31 Dec 2014 RM'000	L QUARTER Preceding Year Corresponding Quarter 31 Dec 2013 RM'000	CUMULATI Current Year To date 31 Dec 2014 RM'000	VE QUARTER Preceding Year Corresponding Period 31 Dec 2013 RM'000
Revenue		30,111	37,114	89,710	96,845
Direct costs		(28,102)	(34,007)	(81,843)	(86,439)
Gross profit		2,009	3,107	7,867	10,406
Other operating income		687	559	1,730	2,502
Administrative expenses		(3,058)	(1,898)	(9,126)	(8,632)
Other operating expenses		(11)	(81)	(45)	(122)
(Loss)/profit before taxation and exception item		(373)	1,687	426	4,154
Exception Item		(14,889)	-	(14,889)	-
(Loss)/profit after exceptional item before taxation		(15,262)	1,687	(14,463)	4,154
Taxation	В6	46	(20)	(441)	(296)
(Loss)/profit for the financial period		(15,216)	1,667	(14,904)	3,858
Other comprehensive income		-	-	-	-
Total comprehensive (expense)/in	ncome	(15,216)	1,667	(14,904)	3,858
(Loss)/profit attributable to: Equity holders of the Company Minority shareholders		(15,399) 183 (15,216)	1,647 20 1,667	(15,352) 448 (14,904)	3,867 (9) 3,858
(Loss)/earnings per share (sen)	<b>.</b>	<b>,</b>			
- Basic - Diluted	B15 B15	(7.53) (5.09)	0.82 0.82	(7.51) (5.07)	1.92 1.92

### Note:

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### As at 31 December 2014

(The figures have not been audited)	As at	As at
	Current	Preceding
	Year	Financial
	Quarter 31 Dec 2014	Year Ended 31 Dec 2013
	RM'000	SI Dec 2013 RM'000
	(Unaudited)	(Audited)
ASSETS	(Chadanca)	(Huuneu)
NON-CURRENT ASSETS		
Plant and equipment	198	137
Development costs	-	1,257
Goodwill on consolidation	-	14,024
	198	15,418
CURRENT ASSETS		
Trade receivables	26,308	28,143
Other receivables, deposits & prepayments	3,606	2,998
Tax recoverable	351	172
Cash and cash equivalents	4,192	12,358
Cust and cust equivalents	34,457	43,671
		10,071
TOTAL ASSETS	34,655	59,089
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	20,506	20,180
Share premium	6,758	6,758
Warrant reserves	1,357	-
Exchange fluctuation account	(7)	(5)
Retained profits	(13,201)	3,508
Shareholders' funds	15,413	30,441
Minority interests	160	(288)
Total Equity	15,573	30,153
NON-CURRENT LIABILITIES		
Deferred tax liabilities	37	37
CURRENT LIABILITIES		
Trade payables	16,635	26,491
Other payables and accruals	2,354	2,350
Deferred income	56	58
Provision for taxation	-	-
	19,045	28,899
TOTAL EQUITY AND LIABILITIES	34,655	59,089
N. A. A. A. D. M. O.	2.22	0.15
Net Assets per share (RM)	0.08	0.15

## Note:

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements

Net Assets per share for the current quarter is arrived at based on the Group's Net Assets of RM15,573,000 over the number of ordinary shares of 205,057,395 shares of RM0.10 each.



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

# Quarterly Report For The Fourth Quarter Ended 31 December 2014

(The figures have not been audited)

	< N	Non-distributable -	>	Distributable	Exchange			
	Share Capital RM'000	Share Premium RM'000	Warrant Reserve RM'000	Retained Profits RM'000	Fluctuation Account RM'000	Shareholders' Fund RM'000	Minority Interest RM'000	Total Equity RM'000
At 1 January 2013	20,180	6,758	-	(359)	(3)	26,576	(279)	26,297
Net profit/(loss) for the financial period	-	-	-	3,867	-	3,867	(9)	3,858
Exchange arising from translation of foreign currency	-	-	-	-	(2)	(2)	-	(2)
At 31 December 2013 (Audited)	20,180	6,758	-	3,508	(5)	30,441	(288)	30,153
At 1 January 2014	20,180	6,758	-	3,508	(5)	30,441	(288)	30,153
Net profit for the financial period	-	-	-	(15,352)	(2)	(15,354)	448	(14,906)
Share issued during period	326	-	-	-	-	326	-	326
Warrant reserves	-	-	1,357	(1,357)	-	-	-	-
Exchange arising from translation of foreign currency	-	-	-	-	-	-	-	-
At 31 December 2014 (Unaudited)	20,506	6,758	1,357	(13,201)	(7)	15,413	160	15,573

#### Note:

The Condensed Consolidated Statement of Changes In Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

# Quarterly Report For The Fourth Quarter Ended 31 December 2014

(The figures have not been audited)

(The figures have not been audited)	Note	Current Year To date ended 31 Dec 2014 RM'000	Preceding Corresponding Year To date ended 31 Dec 2013 RM'000
CASHFLOWS FROM OPERATING ACTIVITIES			
Profit before taxation and exception item		426	4,155
Adjustments for:		120	1,100
Amortisation of development costs		437	623
Depreciation of plant and equipment		65	95
Impairment loss on trade receivables		334	-
Loss on disposal of plant and equipment		_	10
Plant and equipment written off		_	-
Net unrealised foreign exchange loss		-	-
Interest income		(148)	(119)
Operating profit before working capital changes	-	1,114	4,764
Decrease/(Increase) in trade and other receivables		893	(17,266)
(Decrease)/Increase in trade and other payables		(9,844)	17,764
Increase in deferred income		(2)	24
Cash (used in)/generated from operations	•	(7,839)	5,286
Tax paid		(621)	(1,341)
Interest received		148	119
Net cash (used in)/generated from operating activities	-	(8,312)	4,064
CASHFLOWS FROM INVESTING ACTIVITIES			
Internally developed intangible assets		_	(22)
Purchase of property, plant and equipment		(127)	(67)
Cash outflow on disposal of subsidiaries		(51)	-
	•	(4.50)	(00)
Net cash used in investing activities	-	(178)	(89)
CASHFLOWS FROM FINANCING ACTIVITIES			
Repayment of hire purchase		-	(14)
Proceeds from issue of shares	_	326	<u>-</u> _
Net cash generated from/(used in) financing activities		326	(14)
NET (DECREASE)/INCREASE IN CASH AND CASH			
EQUIVALENTS		(8,164)	3,961
FOREIGN EXCHANGE TRANSACTION DIFFERENCES		(2)	(3)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		12,358	8,400
CASH AND CASH EQUIVALENTS AT END			
OF THE QUARTER	A16	4,192	12,358

#### Note:

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.



### A NOTES TO THE INTERIM FINANCIAL STATEMENTS

### A1 Basis of preparation

The condensed consolidated interim financial statements are unaudited and have been prepared in accordance with the requirements outlined in the Malaysian Financial Reporting Standards ("MFRS") No. 134: Interim Financial Reporting and Paragraph 9.22 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements ("AMLR") and should be read in conjunction with the audited financial statements of the Company and its subsidiary companies ("TFP Group" or "TFP") for the financial year ended 31 December 2013.

The Group has adopted the Malaysian Financial Reporting Standard (MFRS) framework issued by MASB with effect from 1 January 2013. There were no material financial impacts on the transition from FRSs to MFRSs.

The interim financial statements are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

### A2 Significant accounting policies

The accounting policies and methods of computation adopted by TFP and its subsidiary companies ("TFP Group" or "Group") in the preparation of this interim financial report are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2013.

Save as disclosed below, the Directors anticipate that the application of the following new/revised FRSs, Issues Committee ("IC") Interpretations, amendments to FRSs and IC Interpretations, issued by the Malaysian Accounting Standards Board ("MASB"), which are mandatory and will be effective for the financial periods as stated below, will have no material impact on the financial statements of the Group and of the Company:

FRSs and IC Interpretations (including the Consequential Amendments)	Effective date
MFRS 9 (2009) Financial Instruments MFRS 9 (2010) Financial Instruments MFRS 9 Financial Instruments (Hedge Accounting and Amendments to	) ) To be ) announced
MFRS 7, MFRS 9 and MFRS 139) Amendments to MFRS 9 and MFRS 7: Mandatory Effective Date of MFRS 9	) by MASB
and Transition Disclosures  Amendments to MFRS 10, MFRS 12 and MFRS 127 (2011): Investment  Entities	) 01-Jan-2014
Amendments to MFRS 119: Defined Benefit Plans – Employee Contributions Amendments to MFRS 132: Offsetting Financial Assets and Financial	01-Jul-2014
Liabilities Amendments to MFRS 136: Recoverable Amount Disclosures for	01-Jan-2014
Non-financial Assets	01-Jan-2014



### A NOTES TO THE INTERIM FINANCIAL STATEMENTS (Cont'd)

### A2 Significant accounting policies (cont'd)

FRSs and IC Interpretations (including the Consequential Amendments)	Effective date
(Cont'd)	
Amendments to MFRS 139: Novation of Derivatives and Continuation of	
Hedge Accounting	01-Jan-2014
IC Interpretation 21 Levies	01-Jan-2014
Annual Improvements to MFRSs 2010 - 2012 Cycle	01-Jul-2014
Annual Improvements to MFRSs 2011 – 2013 Cycle	01-Jul-2014

The possible change of the accounting policies is expected to have no material impact on the financial statements of the Group upon their initial application.

### A3 Audit report of preceding annual financial statements

The preceding year's annual audited financial statements were not subject to any qualification.

# A4 Seasonal or cyclical factors

The Group's operations are not materially affected by seasonal or cyclical changes during the current quarter under review.

### A5 Unusual items affecting assets, liabilities, equity, net income or cash flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group during the current quarter.

### A6 Material changes in estimates

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

### A7 Debt and equity securities

There were no issuance, cancellations, repurchases, resale and repayment of debt and equity securities, share buy backs, share cancellation, shares held as treasury share and resale of treasury shares for the current quarter under review, save as disclosed below:-

	Ordinary	
	Share Capital	Warrants
	RM'000	RM'000
Balance at 1 January 2014	20,180	10,091
Add: Warrants converted to ordinary shares	326	(326)
Balance at 31 December 2014	20,506	9,765



### A NOTES TO THE INTERIM FINANCIAL STATEMENTS (Cont'd)

### A8 Dividend paid

There were no dividends paid during the current quarter under review.

### A9 Segmental information

Segmental information is not presented as the Group is primarily engaged in only one business segment which is to provide information technology ("IT") solutions and related services.

The Group's operations are currently conducted predominantly in Malaysia.

### A10 Valuation of property, plant and equipment

There was no valuation of the property, plant and equipment in the current quarter under review.

# A11 Material events subsequent to the end of the quarter

There were no material events subsequent to the end of the current financial quarter.

### A12 Changes in the composition of the Group

There were no changes in the composition of the Group for the current financial quarter , other than as disclosed below.

On 30 December 2014, TFP announced the disposal of the entire equity interest of a dormant subsidary company, ProXerv Sdn Bhd, for a total consideration of RM86k. On that date, TFP also announced that its wholly-owned subsidiary, Comm Zed Sdn Bhd, had disposed of the entire equity interest of its dormant subsidiary company, TS3 Technology Sdn Bhd, for a total consideration of RM977k. These resulted in a loss on disposal of RM45k, reported in the Extraordinary Items, classified as Other Comprehensive Expense.

# A13 Contingent liabilities

The Directors are of the opinion that the Group has no contingent liabilities which, upon crystallisation would have a material impact on the financial position and business of the Group as at reporting date, other than that disclosed in the audited financial statements for the financial year ended 31 December 2013.

### A14 Capital commitments

As at 31 December 2014, the Group has no material capital commitments in respect of property, plant and equipment.



### A NOTES TO THE INTERIM FINANCIAL STATEMENTS (Cont'd)

### A15 Significant related party transactions

During the current financial quarter, the Directors are of the opinion that the Group has no related party transactions which would have a significant impact on the financial position and business of the Group save as disclosed below.

Shareholders' mandate for the Recurrent Related Party Transactions ("RRPTs") entered into by the Company was obtained at the Annual General Meeting held on 24 June 2014. The RRPTs in the current financial quarter and cumulative year to date is as follows:-

			Current Year	Cumulative Year
			Quarter	To Date
			31.12.2014	31.12.2014
			RM'000	RM'000
	(i)	Office rental paid to Directors of the Company	21	67
	(ii)	Transaction with related company	6	191
A16	Cash a	nd cash equivalents		Preceding
			Current	Corresponding
			Year	Year
			To Date	To Date
			31 Dec 2014	31 Dec 2013
			RM'000	RM'000
	Fixed o	deposits with licensed banks	1,761	10,150
	Cash a	nd bank balances	2,431	2,208
			4,192	12,358

# B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

### B1 Review of performance

For the current quarter ended 31 December 2014, TFP Group recorded a revenue of RM30.111 million. This is attributed mainly from the IT infrastructure business and Enterprise Resource Planning ("ERP") solutions. The Group recorded a loss before taxation of RM0.373 million for the current quarter.

During the quarter, the Group performed a review of the performance and going concern of all its subsidiaries. Based on business conditions and uncertainty in realising projects being bidded for, the Group decided to prudently write down the Goodwill in a subsidiary amounting RM14.023 million.



# QUARTERLY REPORT ON CONSOLIDATED RESULTS

Quarterly Report For The Fourth Quarter Ended 31 December 2014

# B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (Cont'd)

# B2 Variation of results against preceding quarter

	Current	Preceding
	Quarter	Quarter
	31 Dec 2014	30 Sep 2014
	RM'000	RM'000
Revenue	30,111	15,339
Profit before tax	(373)	120

Compared to preceding quarter 30 September 2014, the Group recorded an increase in revenue in the current quarter 31 December 2014, due to completion of certain projects spilled over from the previous quarter. The lower profit before tax in the current quarter, as compared to the previous quarter, was mainly due to lower margin in the current quarter.

# **B3** Prospects

TFP is fully aware of the continuing global economic challenges. Barring unforeseen circumstances, the Board of Directors are of the opinion that the performance of the existing business of the TFP Group will remain cautiously optimistic for the financial year ending 2014.

The management of TFP will persevere in its business initiatives to secure more projects and continuously looking for new business opportunities to expand our business portfolios.

# B4 Variation of actual profit from forecast profit

Not applicable for the current financial quarter.

<b>B5</b>	State	ement of Comprehensive Income	Current	Cumulative
			Quarter	Quarter
			31 Dec 2014	31 Dec 2014
			RM'000	RM'000
	a.	interest income	38	148
	b.	other income including investment income	647	1,581
	c.	foreign exchange gain	-	-
	d.	interest expense	-	-
	e.	depreciation and amortisation	(121)	(502)
	f.	provision for and write off of receivables	(334)	(334)
	g.	provision for and write off of inventories	=	-
	h.	impairment of assets	=	-
	i.	foreign exchange loss	(9)	(41)
	j.	gain/(loss) on derivatives	=	-
	k.	exceptional items :-		
		i. loss on disposal of subsidiaries	(45)	(45)
		ii. intangible assets written off	(14,844)	(14,844)



# TFP SOLUTIONS BERHAD (773550-A) QUARTERLY REPORT ON CONSOLIDATED RESULTS

Quarterly Report For The Fourth Quarter Ended 31 December 2014

# B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (Cont'd)

<b>B6</b>	Taxation	Current	Cumulative
		Quarter	Quarter
		31 Dec 2014	31 Dec 2014
		RM'000	RM'000
	Current tax expense	(46)	441

The effective tax rate is higher as the MSC status subsidiary companies within the TFP Group incurred a loss during the period and its accompanying tax benefit has not been optimised for the TFP Group's overall tax commitment.

### B7 Unquoted investments and properties

There were no disposal of any unquoted investments or properties in the current quarter under review.

### **B8** Quoted securities

There were no acquisitions or disposals of quoted securities during the current financial quarter and financial year-to-date.

# B9 Status of corporate proposals

There are no corporate proposals announced but not yet completed as at the date of this announcement, except as disclosed below:-

An Extraordinary General Meeting held on 23 January 2014, had passed the resolution to approve the following proposals:-

- (i) Admission to the Official List and listing and quotation of up to 110,992,798 Free Warrants to be issued pursuant to the Proposed Free Warrants Issue;
- (ii) Listing and quotation of up to 110,992,798 new TFP Shares to be issued pursuant to the exercise of the Free Warrants; and
- (iii) Listing and quotation of up to 30,270,000 Placement Shares to be issued pursuant to the Proposed Private Placement.

On 21 February 2014, TA Securities announced on behalf of TFP Group, that the Free Warrants Issue has been completed following the listing of and quotation for the 100,902,794 Free Warrants on the ACE Market of Bursa Securities.



# B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (Cont'd)

# B10 Status of utilisation of proceeds from public issue

TFP was listed on 22 February 2008 on the ACE Market (formerly known as MESDAQ Market).

The gross proceeds of RM11,520,000 from the public issue have been fully utilised by the Group as at 31 March 2013.

### B11 Group's borrowings and debt securities

The TFP Group has no borrowings or debt securities as at 31 December 2014.

The TFP Group does not have any foreign currency borrowings.

#### B12 Off balance sheet financial instruments

As at reporting date, TFP issued corporate guarantees in favour of vendor companies for the supply of goods and services to its subsidiary companies up to approximately RM9.1 million.

#### B13 Material litigation

Neither the Company nor its subsidiary companies is engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of the Group.

# B14 Dividends

No dividend has been declared by the Company in the current financial quarter under review.



# B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (Cont'd)

# B15 Earnings per share

	Current Year Quarter 31 Dec 2014	Preceding Year Corresponding Quarter 31 Dec 2013	Current Year To date 31 Dec 2014	Preceding Year Corresponding Period 31 Dec 2013
Profit after taxation and minority interests (RM'000)	(15,399)	1,647	(15,352)	3,867
Weighted average number of shares in issue ('000)	204,402	201,806	204,402	201,806
Basic earnings per share (sen)	(7.53)	0.82	(7.51)	1.92
Number of shares in issue Warrants in issue	205,057 97,650 302,707	201,806 - 201,806	205,057 97,650 302,707	201,806 - 201,806
Diluted earnings per share (sen)	(5.09)	0.82	(5.07)	1.92

# B16 Realised and Unrealised Profits/(Losses) Disclosure

The retained profits/(accumulated losses) as at 31 December 2014 and 30 September 2014 is analysed as follows:-

Current	Preceding
Quarter	Quarter
31 Dec 2014	31 Sep 2014
RM'000	RM'000
3,861	5,220
(37)	(37)
3,824	5,183
(17,025)	(1,628)
(13,201)	3,555
	Quarter 31 Dec 2014 RM'000  3,861 (37) 3,824 (17,025)



B ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS (Cont'd)

### **B17** Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 16 February 2015.

# **TFP Solutions Berhad**

17 February 2015