

Compugates Holdings Berhad
(Company No. 669287 - H)
(Incorporated in Malaysia)

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30
SEPTEMBER 2013**

**PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARDS
("FRS") 134**

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134 - Interim Financial Reporting and Appendix 9B Part A of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2012. The explanatory notes attached to the 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 financial year ended 31 December 2012.

2. Changes in Accounting Policies

The accounting policies and methods of computation adopted in this period financial statements of the Group are consistent with those adopted for the annual financial statements of the Group for the financial year ended 31 December 2012 except for the:

- (i) **adoption of the following new and revised Financial Reporting Standard ("FRSs"), amendments/improvements to FRSs, new IC Interpretation ("IC Int") and amendments to IC Int:**

New MFRSs

| | |
|--------|---|
| FRS 10 | Consolidated Financial Statements |
| FRS 11 | Joint Arrangements |
| FRS 12 | Disclosure of Interests in Other Entities |
| FRS 13 | Fair Value Measurement |

Revised MFRSs

| | |
|---------|--|
| FRS 119 | Employee Benefits |
| FRS 127 | Separate Financial Statements |
| FRS 128 | Investments in Associates and Joint Ventures |

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2. Changes in Accounting Policies (cont'd)

The accounting policies and methods of computation adopted in this period financial statements of the Group are consistent with those adopted for the annual financial statements of the Group for the financial year ended 31 December 2012 except for the (cont'd):

(i) adoption of the following new and revised Financial Reporting Standard (“FRSs”), amendments/improvements to FRSs, new IC Interpretation (“IC Int”) and amendments to IC Int (cont'd):

Amendments/Improvements to MFRSs

| | |
|---------|--|
| FRS 1 | First-time Adoption of Financial Reporting Standards |
| FRS 7 | Financial Instruments: Disclosures |
| FRS 10 | Consolidated Financial Statements |
| FRS 11 | Joint Arrangements |
| FRS 12 | Disclosure of Interests in Other Entities |
| FRS 101 | Presentation of Financial Statements |
| FRS 116 | Property, Plant and Equipment |
| FRS 132 | Financial Instruments: Presentation |
| FRS 134 | Interim Financial Reporting |

New IC Int

| | |
|-----------|---|
| IC Int 20 | Stripping Costs in the Production Phase of a Surface Mine |
|-----------|---|

Amendments to IC Int

| | |
|----------|--|
| IC Int 2 | Members' Shares in Co-operative Entities & Similar Instruments |
|----------|--|

The adoption of the above new and revised FRSs, amendments/improvements to FRSs, new IC Int and amendments to IC Int does not have any significant impact on the financial statements of the Group.

(ii) Change of accounting policy for investment property

As at beginning of the financial year, the Group changed its accounting policy on the measurement of its investment property from cost model to fair value model. The Group believed that the change provides more relevant information about the financial position of the Group. Pursuant to FRS 140: Investment Property, the change in accounting policy has been dealt with in accordance with FRS 108: Accounting Policies, Change in Accounting Estimates and Errors.

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2. Changes in Accounting Policies (cont'd)

(ii) Change of accounting policy for investment property (cont'd)

The effects on the comparative figures arising from the above change on accounting policy are as follows:

| | As previously reported RM'000 | Effect of change on accounting policy RM'000 | As restated RM'000 |
|--|--|--|--------------------------|
| Condensed Consolidated Statement of Financial Position | | | |
| As at 1 January 2011 | | | |
| Investment property | 5,718 | 94,282 | 100,000 |
| Deferred tax liabilities | (596) | (9,435) | (10,031) |
| Accumulated losses | (144,344) | 59,394 | (84,950) |
| Non-controlling interests | (1,108) | 25,454 | 24,346 |
| As at 31 December 2012 | | | |
| Investment property | 5,654 | 94,346 | 100,000 |
| Deferred tax liabilities | (583) | (9,435) | (10,018) |
| Accumulated losses | (152,078) | 59,438 | (92,640) |
| Non-controlling interests | (2,583) | 25,473 | 22,890 |
| Condensed Consolidated Statement of Comprehensive Income | | | |
| Individual period corresponding quarter ended 30 September 2012 | | | |
| Other expenses | (335) | 16 | (319) |
| Loss before taxation | (547) | 16 | (531) |
| Loss after taxation | (1,006) | 16 | (990) |
| Total comprehensive loss | (1,165) | 16 | (1,149) |
| Loss attributable to: | | | |
| - Owners of the Company | (716) | 11 | (705) |
| - Non-controlling interests | (290) | 5 | (285) |
| Total comprehensive loss attributable to: | | | |
| - Owners of the Company | (935) | 11 | (924) |
| - Non-controlling interests | (230) | 5 | (225) |

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2. Changes in Accounting Policies (cont'd)

(ii) Change of accounting policy for investment property (cont'd)

The effects on the comparative figures arising from the above change on accounting policy are as follows (cont'd):

| | As previously reported RM'000 | Effect of change on accounting policy RM'000 | As restated RM'000 |
|---|--|--|--------------------------|
| Condensed Consolidated Statement of Comprehensive Income (cont'd) Cumulative period corresponding period ended 30 September 2012 | | | |
| Other expenses | (1,049) | 47 | (1,002) |
| Loss before taxation | (2,000) | 47 | (1,953) |
| Loss after taxation | (3,360) | 47 | (3,313) |
| Total comprehensive loss | (3,831) | 47 | (3,784) |
| Loss attributable to: | | | |
| - Owners of the Company | (2,315) | 33 | (2,282) |
| - Non-controlling interests | (1,045) | 14 | (1,031) |
| Total comprehensive loss attributable to: | | | |
| - Owners of the Company | (2,832) | 33 | (2,799) |
| - Non-controlling interests | (999) | 14 | (985) |

New, revised, amendments/improvement to accounting standards and IC Int that are issued, but not yet effective and have not been early adopted

| | Effective for financial periods beginning on or after |
|--|--|
| <u>New MFRSs</u> | |
| MFRS 9 Financial Instruments | 1 January 2015 |
| <u>Amendments/Improvements to MFRSs</u> | |
| MFRS 10 Consolidated Financial Statements | 1 January 2014 |
| MFRS 12 Disclosure of Interests in Other Entities | 1 January 2014 |
| MFRS 127 Separate Financial Statements | 1 January 2014 |
| MFRS 132 Financial Instruments: Presentation | 1 January 2014 |
| MFRS 136 Recoverable Amount Disclosures for Non-Financial Assets | 1 January 2014 |
| MFRS 139 Novation of Derivatives and Continuance of Hedge Accounting | 1 January 2014 |
| <u>New IC Int</u> | |
| IC Int 21 Levies | 1 January 2014 |

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2. Changes in Accounting Policies (cont'd)

MFRS Framework issued but not yet effective

In conjunction with the planned convergence of FRSs with International Financial Reporting Standards as issued by the International Accounting Standards Board on 1 January 2012, the Malaysian Accounting Standards Board ("MASB") had on 19 November 2011 issued a new MASB approved accounting standards, MFRSs ("MFRSs Framework") for application in the annual periods beginning on or after 1 January 2012.

The MFRSs Framework is mandatory for adoption by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 Agriculture and/or IC Int 15 Agreements for the Construction of Real Estate ("Transitioning Entities"). The Transitioning Entities are given an option to defer adoption of the MFRSs framework to financial periods beginning on or after 1 January 2015. Transitioning Entities also include those entities that consolidate or equity account or proportionately consolidate another entity that has chosen to continue to apply the FRSs framework for annual periods beginning on or after 1 January 2012.

Accordingly, the Group which is Transitioning Entity has chosen to defer the adoption of the MFRSs Framework to financial year beginning 1 January 2015. The Group will prepare its first MFRSs financial statements using the MFRSs Framework for the financial year ending 31 December 2015.

The Group is currently in the process of determining the financial impact arising from the adoption of the MFRS Framework.

3. Status of Audit Qualifications

The auditors' report on the financial statements for the financial year ended 31 December 2012 was not subject to any qualification.

4. Items of Unusual Nature and Amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow during the current quarter under review and financial year-to-date.

5. Seasonal or Cyclical Factors

The demand for certain imaging and information technology products are seasonal in nature and the sales of these products are usually higher towards the end of the financial year due to festive seasons.

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6. Nature and Amount of Changes in Estimates

There were no changes in the estimates of amounts reported in the prior interim period of the current financial year or changes in the estimates of amounts reported in the prior financial years that have a material effect in current quarter under review and financial year-to-date.

7. Debt and Equity Securities

There were no issuances, repurchases or repayments of debt and equity securities during the current quarter under review and financial year-to-date.

8. Dividends Paid

There were no dividends paid during the current quarter under review and financial year-to-date.

9. Segmental Information (Analysis by geographical location of the Group Results)

| | Current Year Quarter Ended 30 Sep 2013 RM'000 | Corresponding Quarter Ended 30 Sep 2012 RM'000 | Current Year To Date 30 Sep 2013 RM'000 | Corresponding Period Ended 30 Sep 2012 RM'000 |
|----------------------------|--|---|--|--|
| SEGMENT REVENUE | | | | |
| Malaysia | 25,979 | 35,052 | 92,307 | 111,406 |
| Bangladesh | 1,933 # | 144,003 | 4,522 * | 441,496 |
| The British Virgin Islands | 221 | 330 | 728 | 916 |
| Cambodia | 4,786 | 2,982 | 17,018 | 9,585 |
| Indonesia | 87 | 2,101 | 1,453 | 6,832 |
| | 33,006 | 184,468 | 116,028 | 570,235 |
| Inter-segment sales | (81) | (79) | (278) | (288) |
| TOTAL | 32,925 | 184,389 | 115,750 | 569,947 |

| | Current Year Quarter Ended 30 Sep 2013 RM'000 | Corresponding Quarter Ended 30 Sep 2012 RM'000 Restated | Current Year To Date 30 Sep 2013 RM'000 | Corresponding Period Ended 30 Sep 2012 RM'000 Restated |
|----------------------------|--|---|--|--|
| SEGMENT RESULTS | | | | |
| Malaysia | 6,632 | (776) | 3,499 | (2,802) |
| Bangladesh | (381) | (33) | (630) | 44 |
| The British Virgin Islands | (72) | (260) | 184 | (864) |
| Cambodia | 17 | 1 | (9) | 91 |
| Indonesia | (42) | 78 | (41) | 218 |
| | 6,154 | (990) | 3,003 | (3,313) |

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9. Segmental Information (Analysis by geographical location of the Group Results)
(cont'd)

The revenue was recognised on net commission basis following the new sales and services agreement entered into by the subsidiary. If the revenue were to be recognised on gross basis as in corresponding quarter ended 30 September 2012, the revenue would have been RM92,414,000.

* The revenue was recognised on net commission basis following the new sales and services agreement entered into by the subsidiary. If the revenue were to be recognised on gross basis as in corresponding period ended 30 September 2012, the revenue would have been RM324,898,000.

10. Revaluation of Property and Equipment

During the financial period, leasehold land, freehold land and certain buildings and investment property were revalued by an independent professional valuer. The valuations are based on the comparison method by reference to recent market transactions of similar properties. Accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the assets. Surplus arose from the revaluations is credited into revaluation reserve account.

11. Changes in Contingent Liabilities and Contingent Assets

There were no changes in the contingent liabilities and assets of the Group since the last audited date of the statement of financial position.

12. Significant Related Party Transactions

The recurrent related party transactions ("RRPT") involved the sales of IT product & accessories, purchases of IT products and project management fee. The RRPT had been entered into in the ordinary course of business and have been established under arm's length basis and normal commercial terms not to the detriment of the minority shareholders.

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12. Significant Related Party Transactions (cont'd)

| Transaction parties | Nature of transaction | Current Year | Corresponding | Current Year | Corresponding |
|------------------------|------------------------------------|---------------|---------------|--------------|---------------|
| | | Quarter Ended | Quarter Ended | To Date | Period Ended |
| | | 30 Sep 2013 | 30 Sep 2012 | 30 Sep 2013 | 30 Sep 2012 |
| | | RM'000 | RM'000 | RM'000 | RM'000 |
| 1 Southall Sdn Bhd | Sales of IT products & accessories | - | - | - | 1 |
| 2 Southall Sdn Bhd | Purchases of IT products | - | 1 | - | 3 |
| 3 Integra Corp Sdn Bhd | Project Management fee | 60 | 135 | (30) | 521 |
| | | <u>60</u> | <u>135</u> | <u>(30)</u> | <u>521</u> |

13. Effect of Changes in the Composition of the Group

There were no changes in the composition of the Group during the current quarter under review and financial year-to-date.

14. Significant Subsequent Events

There were no significant events subsequent to the end of the current quarter up to the date of this report that have not been reflected in the financial statements for the current quarter under review and financial year-to-date.

15. Capital Commitment

The Group has no capital commitment as of 30 September 2013.

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PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

16. Detailed Performance Analysis

| | Current Year Quarter Ended 30 Sep 2013 RM'000 | Corresponding Quarter Ended 30 Sep 2012 RM'000 Restated | Current Year To Date 30 Sep 2013 RM'000 | Corresponding Period Ended 30 Sep 2012 RM'000 Restated |
|------------------------------|--|---|--|--|
| SEGMENT PROFIT/(LOSS) | | | | |
| BEFORE TAXATION | | | | |
| Malaysia | 1,452 | (528) | (1,221) | (2,076) |
| Bangladesh | (106) | 178 | 8 | 678 |
| The British Virgin Islands | (72) | (260) | 184 | (864) |
| Cambodia | 17 | 1 | (9) | 91 |
| Indonesia | (42) | 78 | (41) | 218 |
| TOTAL | 1,249 | (531) | (1,079) | (1,953) |

The Group registered revenue of approximately RM32.9 million for the quarter ended 30 September 2013, which was approximately RM151.4 million lower as compared to the preceding year corresponding quarter ended 30 September 2012 of approximately RM184.3 million. The lower revenue was mainly due to revenue recognised on net commission basis by Bangladesh subsidiary following the new sales and service agreement entered into by the subsidiary in the previous financial year.

The Malaysian subsidiaries recorded a profit before taxation ("PBT") during the current quarter ended 30 September 2013 of approximately RM1.5 million as compared to the preceding year corresponding quarter ended 30 September 2012 loss before taxation ("LBT") of approximately RM0.5 million. The PBT for current year quarter were mainly due to gain on disposal of properties.

The Bangladesh subsidiary recorded a LBT during the current quarter ended 30 September 2013 of approximately RM0.1 million as compared to the preceding year corresponding quarter ended 30 September 2012 PBT of approximately RM0.2 million. The LBT for the current quarter was mainly due to increase in staff costs.

The British Virgin Islands subsidiaries recorded a LBT during the current quarter ended 30 September 2013 of approximately RM0.1 million as compared to the preceding year corresponding quarter ended 30 September 2012 LBT of approximately RM0.3 million. The LBT for current quarter were mainly due to decrease in consultancy service fees and project management fees provided as compared to corresponding quarter last year.

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16. Detailed Performance Analysis (cont'd)

The Cambodia subsidiary recorded a higher PBT as compared to the preceding year corresponding quarter ended 30 September 2012. The Indonesia subsidiary recorded LBT of RM0.05 million during the current quarter ended 30 September 2013 as compared to the preceding year corresponding quarter ended 30 September 2012 PBT of RM0.1 million. The reasons were mainly due to increase in sales of recharge vouchers and SIM cards in Cambodia and decrease in sales of vouchers and other income in Indonesia.

During the current quarter ended 30 September 2013, the Group recorded a PBT of approximately RM1.2 million as compared to the preceding year corresponding quarter ended 30 September 2012 LBT of approximately RM0.5 million. The PBT for current quarter was mainly due to gain on disposal of properties from Malaysia segment and higher staff costs from Bangladesh segment.

During the current period ended 30 September 2013, the Group recorded a LBT of approximately RM1.1 million as compared to the preceding year corresponding period ended 30 September 2012 of approximately RM1.9 million. The lower LBT for current period were mainly due to gain on disposal of properties and gain on disposal of available-for-sale investments. However, there was also higher administrative expenses which mainly due to staff incentives under accrued in preceding year adjusted in current period and higher impairment loss on trade receivables.

17. Comment on Material Changes in the Results for the Quarter Reported on as Compared With The Immediate Preceding Quarter

The Group recorded a PBT of approximately RM1.2 million for the quarter ended 30 September 2013 compared to the immediate preceding quarter LBT of approximately RM0.7 million. Higher PBT during the current quarter ended 30 September 2013 was mainly due to gain on disposal of properties of approximately RM3.8 million.

18. Current Year Prospect

The Board is of the view that, barring any unforeseen circumstances, the trading and distribution business is expected to remain challenging given the competitive market. Nevertheless the Company has confidence that we will be able to realise our objective to maintain our position as one of the major distributors of information technology and imaging products in the country. At the same time, the Company will continuously develop the market for the other business activities that have been identified namely the Gaharu and solar projects.

19. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes on the variance of actual profit and forecast profit and on shortfall in profit guarantee are not applicable.

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20. Income Tax Expense

| | Current Year Quarter Ended 30 Sep 2013 RM'000 | Corresponding Quarter Ended 30 Sep 2012 RM'000 | Current Year To Date 30 Sep 2013 RM'000 | Corresponding Period Ended 30 Sep 2012 RM'000 |
|--|--|---|--|--|
| Current tax expense: | | | | |
| - for the period | 533 | 481 | 1,354 | 1,361 |
| - under provision in the previous financial year | (624) | (22) | (622) | (1) |
| | <u>(91)</u> | <u>459</u> | <u>732</u> | <u>1,360</u> |
| Deferred taxation | | | | |
| - Origination and reversal of temporary differences | (4,814) | - | (4,814) | - |
| | <u>(4,905)</u> | <u>459</u> | <u>(4,082)</u> | <u>1,360</u> |

The Group's recognised tax expense despite loss before taxation mainly due to certain expenses being disallowed for taxation purposes, and losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries.

Included in deferred taxation is an amount of RM4.7 million being reversal of deferred taxation arose from revaluation of investment property due to the Group has held the properties for more than 5 years and Real Property Gains Tax after 5 years is at 5% in accordance with the recent Budget 2014 announcement.

21. Status of Corporate Proposals

There were no corporate proposals announced but not completed as at the date of this announcement.

22. Borrowings and Debt Securities

The Group's borrowings denominated in RM are as follows:

| | As at 30 Sep 2013 RM'000 | As at 31 Dec 2012 RM'000 |
|---------------------------------|--------------------------------|--------------------------------|
| Short term borrowings – secured | | |
| - banker's acceptance | 11,190 | 14,400 |
| | <u>11,190</u> | <u>14,400</u> |

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23. Realised and Unrealised Losses/Profit Disclosure

| | 30 Sep 2013 RM'000 | 31 Dec 2012 RM'000 Restated |
|--|-----------------------|-----------------------------------|
| Total accumulated losses of Compugates Holdings Berhad and subsidiaries: | | |
| Realised | (164,591) | (167,602) |
| Unrealised | 89,839 | 84,838 |
| | <u>(74,752)</u> | <u>(82,764)</u> |
| Less: Consolidation adjustments | (15,077) | (9,876) |
| Total accumulated losses | <u>(89,829)</u> | <u>(92,640)</u> |

24. Material Litigation

The Group is not engaged in any material litigation either as plaintiff or defendant and the directors do not have any knowledge of any proceedings pending which might materially and adversely affect the financial position or business of the Group.

25. Dividend

The Board of Directors does not recommend any dividend for the quarter ended 30 September 2013 and financial year-to-date.

26. Profit/(Loss) per Share

The profit/(loss) per share is calculated by dividing the Group's profit/(loss) attributable to equity holders of the Company for the financial period over the number of ordinary shares in issue during the financial period as follows:-

| | Current Year Quarter Ended 30 Sep 2013 | Corresponding Quarter Ended 30 Sep 2012 Restated | Current Year To Date 30 Sep 2013 | Corresponding Period Ended 30 Sep 2012 Restated |
|--|--|---|--|--|
| Profit/(Loss) attributable to equity holders of Company (RM'000) | 5,370 | (705) | 2,811 | (2,282) |
| Number of ordinary shares in issue ('000) - RM0.10 each | 2,134,289 | 2,134,289 | 2,134,289 | 2,134,289 |
| Basic profit/(loss) per share (sen) | <u>0.25</u> | <u>(0.03)</u> | <u>0.13</u> | <u>(0.11)</u> |

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26. Profit/(Loss) per Share (cont'd)

The diluted earnings per share was not applicable as there were no potential ordinary shares outstanding which are dilutive in nature at the end of reporting period.

27. Profit/(Loss) before taxation

Profit/(Loss) before taxation includes the following items:-

| | Current Year Quarter Ended 30 Sep 2013 RM'000 | Corresponding Quarter Ended 30 Sep 2012 RM'000 Restated | Current Year To Date 30 Sep 2013 RM'000 | Corresponding Period Ended 30 Sep 2012 RM'000 Restated |
|---|--|--|--|---|
| Bad debts written off | 1 | - | 1 | - |
| Depreciation of property and equipment | 399 | 184 | 940 | 573 |
| Equipment written off | 7 | - | 53 | - |
| Inventories written off | - | - | - | 4 |
| Impairment loss on trade receivables | 242 | 129 | 805 | 420 |
| Gain on disposal of equipment | - | - | - | (2) |
| Gain on disposal of available-for- sale investments | - | (174) | (873) | (200) |
| Gain on disposal of properties | (3,794) | - | (3,794) | - |
| Unrealised (gain)/loss on foreign exchange | (1) | - | (2) | 1 |
| Realised (gain)/loss on foreign exchange | (7) | (9) | 2 | (10) |
| Write-back of impairment loss on trade receivables | (64) | (65) | (518) | (482) |
| Write-back of allowance for inventory obsolescence | - | (38) | - | (38) |
| Interest expense | 149 | 146 | 378 | 342 |
| Interest income | (91) | (88) | (257) | (269) |
| Rental income | (73) | (97) | (257) | (254) |

Save as disclosed above, the other items as required under Appendix 9B Part A (16) of the Main Market Listing Requirements of Bursa Securities are not applicable.

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28. Authorisation

This interim financial report for the financial period ended 30 September 2013 has been seen and approved by the Board of Directors of Compugates Holdings Berhad on 27 November 2013 for release to the Bursa Securities.

By order of the Board
Mah Li Chen
Chew Mei Ling
Cynthia Gloria Louis
Company Secretaries

Date : 27 November 2013