

**OGAWA WORLD BERHAD (712499 - V)**  
**(Incorporated in Malaysia)**

**A. EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING**

**A1. Basis of preparation**

The unaudited interim financial report has been prepared in compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended June 30, 2009. These 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 June 30, 2009.

The accounting policies and methods of computation adopted in this interim financial report are consistent with those adopted in the most recent annual financial statements except for the adoption of FRS 8 Operating Segments which is applicable for financial periods beginning on or after 1 July 2009.

FRS 8, which replaces FRS 114<sup>2004</sup> Segment Reporting, requires the identification of operating segments based on internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segments and to assess their performance. The adoption of this FRS has no material effect on the result of the Group for the financial period.

**A2. Audit report of preceding annual financial statements**

There was no audit qualification on the financial statements of the Group for the year ended June 30, 2009.

**A3. Seasonal or cyclical factors**

The Group's business operations are influenced by seasonality and the cyclical effects of promotional sales and festive seasons.

**A4. Unusual items affecting assets, liabilities, equity, net income or cash flows**

Save for the information disclosed in this interim financial report, there are no other unusual items affecting assets, liabilities, equity, net income or cash flow.

**A5. Material changes in estimates**

There was no material changes in estimates used for preparation of the interim financial report.

**A6. Issuance or repayment of debts and equity securities**

There were no issuance, cancellation, repurchases, resale and repayment of debt and equity securities for the current quarter under review.

**A7. Dividend paid**

No dividend has been paid during the current quarter.

**A8. Segmental reporting**

Business Segments

The Group operates solely in the business segment involving the design, development, distributing and servicing of health care equipment and supplementary appliances.

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Geographical Segments

The Group activities are located in Malaysia, Singapore, People's Republic of China, Australia and Hong Kong. In addition, a Malaysian incorporated wholly owned subsidiary company also exports its products to distributors in Indonesia, Myanmar, Vietnam and Saudi Arabia. The following is an analysis of the Group's revenue, assets, liabilities and capital expenditures by geographical markets, irrespective of the origin of the goods/services:

**Year To Date ended June 30, 2010**

	<b>Malaysia</b>	<b>Other Countries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>
<b>Revenue</b>				
Sales to external customers	<u>91,545</u>	<u>64,407</u>	<u>-</u>	<u>155,952</u>
<b>Other segment information</b>				
Segment assets	<u>172,126</u>	<u>25,939</u>	<u>(107,048)</u>	<u>91,017</u>
Segment liabilities	<u>(52,815)</u>	<u>(9,107)</u>	<u>35,226</u>	<u>(26,696)</u>
<b>Total Capital expenditure</b>				
- Property, plant and equipment	<u>10,118</u>	<u>1,767</u>	<u>-</u>	<u>11,885</u>

**Year To Date ended June 30, 2009**

	<b>Malaysia</b>	<b>Other Countries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>	<b><u>RM'000</u></b>
<b>Revenue</b>				
Sales to external customers	<u>85,719</u>	<u>42,833</u>	<u>-</u>	<u>128,552</u>
<b>Other segment information</b>				
Segment assets	<u>157,277</u>	<u>18,876</u>	<u>(92,848)</u>	<u>83,305</u>
Segment liabilities	<u>(46,242)</u>	<u>(10,276)</u>	<u>30,140</u>	<u>(26,378)</u>
<b>Total Capital expenditure</b>				
- Property, plant and equipment	<u>10,897</u>	<u>2,046</u>	<u>-</u>	<u>12,943</u>

A9. **Valuation of property, plant and equipment**

Property, plant and equipment of the Group are stated at cost less accumulated depreciation and impairment loss, if any.

There was no revaluation of the property, plant and equipment during the current quarter under review.

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**A10. Changes in the composition of the Group**

There were no changes in the composition of the Group during the quarter under review.

**A11. Contingent Liabilities**

On September 15, 2005, the Group received a letter from the solicitors acting for a foreign manufacturer, alleging infringement of a product design allegedly owned by the said foreign manufacturer which is similar in design to one of the Group's foot massagers. The solicitors of the Group are of the opinion that the case has no merit.

**A12. Subsequent Events**

There was no material event subsequent to the current quarter ended June 30, 2010 except a proposal for the establishment of an Executives' Share Option Scheme ("ESOS" or Scheme) of up to fifteen percent (15%) of the issued and paid-up share capital of OWB announced on July 8, 2010. Bursa Malaysia Securities Berhad ("Bursa Securities") had, vide its letter dated July 19, 2010 (which was received on July 20, 2010), approved the listing of such number of additional new ordinary shares of RM0.50 each in OWB, representing up to 15% of the issued and paid-up share capital of OWB (excluding treasury shares, if any), to be issued pursuant to the exercise of the options under the ESOS subject to inter-alia, the following:

- Public Investment Bank Berhad is required to submit a confirmation to Bursa Securities of full compliance of the ESOS pursuant to paragraph 6.43(1) of the Main Market Listing Requirements of Bursa Securities and stating the effective date of implementation together with a certified true copy of the resolution passed by the shareholders in general meeting; and
- OWB is required to furnish Bursa Securities on a quarterly basis a summary of the total number of ESOS shares listed as at the end of each quarter together with a detailed computation of listing fees payable.

This Scheme was approved by the shareholders at the Extraordinary General Meeting held on August 3, 2010.

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**B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

**B1. Review of performance**

Comparison of fourth quarter against corresponding quarter 2010

The Group recorded revenue of RM47.70 million for the current quarter under review, representing an increase of 13.6% as compared to revenue of RM42.00 million for the corresponding quarter of the preceding financial year.

The Group registered a profit before tax of RM5.18 million for the current quarter under review as compared to profit before tax of RM3.72 million for the corresponding quarter of the preceding financial year. The improved performance is due mainly to higher sales achievement, higher gross profit margin and lower provisions for doubtful debts.

Current 12 months results against same 12 months period of the last financial year

For the 12 months ended June 30, 2010, Group revenue increased by 21.3% to RM155.95 million from RM128.55 million in the corresponding period of the preceding financial year.

The Group registered a profit before tax of RM8.38 million for the 12 months ended June 30, 2010 as compared to a loss before tax of RM11.18 million for the corresponding period of the preceding financial year. The improved performance is due to higher sales resulting in higher gross margin and lower provisions for doubtful debts.

**B2. Comparison with preceding quarter results**

Revenue for the Group has increased from RM37.06 million in the immediate preceding quarter to RM47.70 million in this quarter. The Group registered a profit before taxation of RM5.18 million as compared to profit before tax of RM1.88 million in the immediate preceding quarter as a result of higher sales and higher gross profit.

**B3. Commentary on Prospects**

Due to the continuing uncertainties in the global economies, retail market conditions remain difficult. The Group will be cautious in managing these challenges as it focuses on executing its medium to long term growth strategies.

Barring unforeseen circumstances, the Group's performance is expected to be satisfactory in the next financial year.

**B4. Variance of Actual and Forecast Profit**

Not applicable.

**B5. Taxation**

	<u>Quarter ended June 30,</u>		<u>Year To Date ended June 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Current tax expense:				
Income tax	76	363	1,101	1,146
Deferred tax	(7)	(83)	(7)	(83)
	69	280	1,094	1,063
Under / (Over) provision				
Income tax	(1,009)	291	(1,009)	291
Deferred tax	-	(102)	-	(102)
	-	189	-	189
<b>Total</b>	<b>(940)</b>	<b>469</b>	<b>85</b>	<b>1,252</b>

The tax expense for the current quarter is derived based on management's best estimate of the tax payable for the financial period.

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**B6. Sale of unquoted investments and/or properties**

There was no disposal of any unquoted securities and/or properties for the current quarter and financial period to date.

**B7. Purchase/Disposal of quoted securities**

There was no purchase or disposal of quoted securities in the current quarter and financial period to date.

**B8. Corporate proposal**

During this period, there was no corporate proposal announced and not completed as at the date of this announcement. The establishment of an Executives' Share Option Scheme announced on July 8, 2010 was approved by the shareholders at the Extraordinary General Meeting held on August 3, 2010 as mentioned in Note A12.

As announced on March 1, 2010, the proposed utilization of proceeds raised from the right issue and public issue pursuant to the Initial Public Offering has been revised and the status of utilization of proceeds are as below:-

Purpose	Original Proposed Utilisation RM'000	1 <sup>st</sup> Revised Proposed Utilisation RM'000	2 <sup>nd</sup> Revised Proposed Utilisation RM'000	3 <sup>rd</sup> Revised Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation	Deviation		
							Amount RM'000	%	
Acquisition of land and building	15,000	4,200	-	-	-	Not Applicable	-	-	Note 1
Local and overseas business expansion	5,550	5,550	5,550	5,550	(5,550)	Fully Utilised	-	-	Note 2
Upgrade of product design and development department	3,800	3,800	3,800	1,200	(1,200)	Fully Utilised	-	-	Note 3
Expand fleet of delivery trucks	1,200	1,200	228	228	(228)	Fully Utilised	-	-	Note 4
Upgrade of information technology facilities	1,500	1,500	1,500	1,500	(1,500)	Fully Utilised	-	-	Note 5
Working capital	3,236	14,036	19,208	21,808	(22,057)	Fully Utilised	(249)	(1.8)	Note 6
Defray estimated listing expenses	1,600	1,600	1,600	1,600	(1,351)	Fully Utilised	249	15.56	Note 6
<b>TOTAL</b>	<b>31,886</b>	<b>31,886</b>	<b>31,886</b>	<b>31,886</b>	<b>(31,886)</b>		<b>-</b>		

Note:

- 1) The full amount of RM 15 million originally allocated for acquisition of land and building has been reallocated to working capital.

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- 2) The full amount of RM 5.55 million allocated have been fully utilised for local and overseas business expansion.
- 3) RM2.6 million of the amounts originally allocated for upgrade of product design and development department have been reallocated to working capital.
- 4) RM 972,000 originally allocated to expand fleet of delivery trucks have been reallocated to working capital.
- 5) The full amount of RM 1.5 million allocated to upgrade information technology facilities has been fully utilized.
- 6) As actual listing expenses were lower than original estimate, the unutilized balance of the proceeds of RM249,000 has been allocated for working capital.

**B9. Group borrowings**

There were no other borrowings and debts securities in the Group as at June 30, 2010, except as disclosed below:-

<b>Hire-purchase (secured)</b>	<b>As at June 30, 2010 RM'000</b>	<b>As at June 30, 2009 RM'000</b>
Short term	333	194
Long term	344	347
<b>TOTAL</b>	<b>677</b>	<b>541</b>

**B10. Off balance sheet financial instruments**

There were no financial instruments with off balance sheet risk as at the date of this report.

**B11. Disclosure of Derivatives**

There were no financial instruments with material off balance sheet risk as at June 30, 2010 except for the following which are due to products purchases which were undertaken for the purpose of payment to overseas creditors:-

<b>Foreign currency forward contracts</b>	<b>Contract Value RM'000</b>
- less than one year	<u>3,097</u>

**B12. Material litigation**

Except as disclosed in A11, there is no material litigation against the Group or taken by the Group.

**B13. Dividends**

The directors are pleased to recommend a first and final single-tier dividend of 3 sen per ordinary share of 50 sen in respect of financial year ended June 30, 2010 (2009: Nil) subject to approval of the shareholders at the forthcoming Fifth Annual General Meeting, the date of which will be announced later. The entitlement date in respect of the first and final dividend and the date of payment will be announced at a later date.

Pursuant to FRS110, the proposed final dividend totaling RM3,600,000 has not been accounted for in the financial statements as at June 30, 2010.

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B14. **Earnings per share**

***Basic earnings per share***

Basic earnings per share for the current quarter and financial period to-date are calculated by dividing the net profit attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue.

	<b>Current quarter <u>30.06.2010</u></b>	<b>Preceding year corresponding quarter <u>30.06.2009</u></b>	<b>Financial period to-date <u>30.06.2010</u></b>	<b>Preceding year corresponding period to-date <u>30.06.2009</u></b>
Net profit / (loss) for the financial year attributable to equity holders of the Company (RM'000)	6,124	3,254	8,291	(12,431)
Number of ordinary shares ('000)	120,000	120,000	120,000	120,000
Weighted average number of ordinary shares ('000)	120,000	120,000	120,000	120,000
Basic earnings per share (sen)	5.10	2.71	6.91	-10.36

***Diluted earnings per share***

The Group does not have any convertible shares or financial instruments for the current financial quarter and financial period to-date.