DATASONIC GROUP BERHAD (Company No. 809759-X)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FIRST QUARTER ENDED 31 MARCH 2013

	< INDIVIDUA Current Year Quarter 31.03.2013 (RM'000)	AL QUARTER> Preceding Year Quarter ⁽¹⁾ 31.03.2012 (RM'000)	< CUMULATI Current Year To Date 31.03.2013 (RM'000)	VE QUARTER> Preceding Year Quarter ⁽¹⁾ 31.03.2012 (RM'000)
Continuing Operations				
Revenue	59,274	N/A	59,274	N/A
Operating expenses	(42,664)	N/A	(42,664)	N/A
Other income	2,756	N/A	2,756	N/A
Profit from operations	19,366	N/A	19,366	N/A
Finance costs	(1,716)	N/A	(1,716)	N/A
Profit before tax	17,650	N/A	17,650	N/A
Income tax expense	(2,600)	N/A	(2,600)	N/A
Profit for the period	15,050	N/A	15,050	N/A
Total comprehensive income attributable to				
Owners of the parent	15,050	N/A	15,050	N/A
Minority interest	-	N/A	-	N/A
	15,050	N/A	15,050	N/A
Earnings per share (sen) attributable to owners of the parent :				
- Basic	16.72	N/A	16.72	N/A

Notes:

N/A Not applicable

(1) No comparative figures for the corresponding quarter of the preceding year are available as the first interim financial report on the consolidated results announced by the Company in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad was for the quarter ended 30 June 2012.

DATASONIC GROUP BERHAD (Company No. 809759-X)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2013

	As at 31.03.2013 (RM'000)	As at 31.12.2012 (RM'000)
NON-CURRENT ASSETS		(1000)
Property, plant and equipment	121,619	51,552
Development expenditures	2,429	3,668
Investment in club membership	110	110
	124,158	55,330
CURRENT ASSETS		
Inventories	17,420	20,221
Trade receivables	53,847	72,563
Other receivables, deposits and prepayments	21,413	43,940
Tax recoverable	2,535	2,931
Deposits with licensed banks	30,114	35,705
Cash and bank balances	20,322	7,611
Asset held for sale	145,651	182,971 2,523
Asset netu tor sale	145,651	185,494
	143,001	105,474
TOTAL ASSETS	269,809	240,824
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	45,000	45,000
Share premium	29,533	29,533
Merger deficit	(11,072)	(11,072)
Retained earnings	57,752	47,202
Total equity	121,213	110,663
NON-CURRENT LIABILITIES		
Term loans	114,643	75,704
Deferred taxation	129	329
	114,772	76,033
CURRENT LIABILITIES		
Trade payables	7,901	7,984
Other payables and accruals	14,276	17,606
Amount owing to holding company *	3,890	3,808
Dividend payable	4,500	-
Short term borrowings	3,257	24,730
	33,824	54,128
Total liabilities	148,596	130,161
TOTAL EQUITY AND LIABILITIES	269,809	240,824
Net assets per share attributable to ordinary		
owners of the parent (RM)	1.35	1.23

Note:

* The holding company is Dibena Enterprise Sdn Bhd, a company incorporated in Malaysia.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FIRST QUARTER ENDED 31 MARCH 2013

-	< Attributable to equity holders of the Company <> Distributable> Distributable					
	Share capital (RM'000)	Share Premium (RM'000)	Merger Deficit (RM'000)	Retained Earnings (RM'000)	Total Equity (RM'000)	
At 1 January 2013	45,000	29,533	(11,072)	47,202	110,663	
Total comprehensive income for the period	-	-	-	15,050	15,050	
Dividend declared on 28 February 2013	-	-	-	(4,500)	(4,500)	
At 31 March 2013	45,000	29,533	(11,072)	57,752	121,213	

Note:

No comparative figures for the corresponding quarter of the preceding year are available as the first interim financial report on the consolidated results announced by the Company in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad was for the quarter ended 30 June 2012.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FIRST QUARTER ENDED 31 MARCH 2013

FOR THE FIRST QUARTER ENDED ST MARCH 2015	Current Year	Preceding Year	
	Quarter 31.03.2013 (RM'000)	Quarter ⁽¹⁾ 31.03.2012 (RM'000)	
CASH FLOWS FROM OPERATING ACTIVITIES Profit before taxation	17,650	N/A	
Adjustments for :			
Allowance for impairment on development expenditures	1,222	N/A	
Allowance for impairment on inventories	3,600	N/A	
Development expenditures expensed off	273	N/A	
Depreciation of property, plant and equipment	443	N/A N/A	
Interest expenses Interest income	1,716 (261)	N/A N/A	
Gain on disposal of property, plant and equipment	(201)	N/A N/A	
Gain on disposal of asset held for sale	(2,477)	N/A N/A	
Unrealised loss on foreign exchange	18	N/A	
Operating profit before changes in working capital	22,179	N/A	
	((02))		
Changes in inventories	(603)	N/A N/A	
Changes in trade and other receivables Changes in trade and other payables	41,240 (3,431)	N/A N/A	
Changes in amount owing to holding company	(5,431)	N/A N/A	
Cash generated from operations	59,470	N/A	
Interest paid	(1,716)	N/A N/A	
Tax paid	(2,404)	N/A	
Net cash used in operating activities	55,350	N/A	
CASH FLOWS FOR-INVESTING ACTIVITIES			
Interest received	261	N/A	
Development expenditures	(442)	N/A	
Proceeds from disposal of property, plant and equipment	5	N/A	
Proceeds from disposal of asset held for sale	5,000	N/A	
Purchase of property, plant and equipment	(70,520)	N/A	
Net cash used in investing activities	(65,696)	N/A	
CASH FLOWS FROM FINANCING ACTIVITIES	20 500		
Drawdown of term loan	39,598	N/A	
Repayment of contract financing Repayment of term loans	(21,492) (943)	N/A N/A	
Net cash generated from financing activities	17,163	N/A	
Net decrease in Cash and Cash Equivalents	6,817	N/A	
Cash and Cash Equivalents at beginning of the financial period	42,063	N/A	
Cash and Cash Equivalents at end of the financial period	48,880	N/A	

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FOURTH QUARTER ENDED 31 MARCH 2013 (CONT'D)

	Current Year Quarter 31.03.2013 (RM'000)	Preceding Year Quarter ⁽¹⁾ 31.03.2012 (RM'000)
Cash and Cash equivalents at the end of the financial period comprise the following:		
Deposits with licensed banks	30,114	N/A
Cash and bank balances	20,322	N/A
Bank overdraft	(1,556)	N/A
	48,880	N/A

Note:

(1) No comparative figures for the corresponding quarter of the preceding year are available as the first interim financial report on the consolidated results announced by the Company in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad was for the quarter ended 30 June 2012.

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134: INTERIM FINANCIAL REPORTING

A1. Accounting Policies and Basis of Preparation

a) Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysia Financial Reporting Standard 134: Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The condensed consolidated interim financial statements also complied with International Accounting Standard 34: Interim Financial Reporting issued by the International Accounting Standard Board.

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

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 Company and its subsidiaries ("The Group") since the financial year ended 31 December 2012.

b) <u>Changes in Accounting Policies</u>

The significant accounting policies adopted by the Group in this interim financial statements are consistent with those adopted in the financial statements as disclosed in the audited financial statements for the year ended 31 December 2012.

During the current financial period, the Company has adopted the following new accounting standards and interpretations (including the consequential amendments):-

MFRS 10 Consolidated Financial Statements

MFRS 11 Joint Arrangements

MFRS 12 Disclosure of Interests in Other Entities

MFRS 13 Fair Value Measurement

MFRS 119 (Revised) Employee Benefits

MFRS 127 (2011) Separate Financial Statements

MFRS 128 (2011) Investments in Associates and Joint Ventures

Amendments to MFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities

IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine

The above MFRSs, IC Interpretations and amendments are expected to have no material impact on the financial statements of the Group upon their initial application.

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134: INTERIM FINANCIAL REPORTING

A1. Accounting Policies and Basis of Preparation (Cont'd)

The Company has not applied in advance the following accounting standards and interpretations (including the consequential amendments) that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial period:-

MFRS, Financial Reporting Standards ("FRSs") and IC Interpretations (including the Consequential Amendments)	Effective Date
MFRS 9 Financial instruments	1 January 2015
Amendments to MFRS 9: Mandatory Effective Date of FRS 9 and Transition Disclosures	1 January 2015
Amendments to MFRS 10: Consolidated Financial Statements: Investment Entities	1 January 2014
Amendments to MFRS 12: Disclosure of Interests in Other Entities: Investment Entities	1 January 2014
Amendments to MFRS 127: Consolidated and Separate Financial Statements: Investment Entities	1 January 2014
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities	1 January 2014

The initial application of a standard which will be applied prospectively or which requires extended disclosures is not expected to have any significant financial impacts to the current and prior periods financial statements upon their first adoption.

A2. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements of the Group for the year ended 31 December 2012 was not qualified.

A3. Comments about Seasonality or Cyclicality

The Group did not experience any significant seasonal or cyclical sales cycle factors during the current quarter.

A4. Unusual Items Due to Their Nature, Size or Incidence

There were no significant unusual items affecting assets, liabilities, equity, net income, or cash flows for the current quarter other than the allowance for impairment losses of costs incurred for a potential project amounting to RM4.82 million which did not materialise.

A5. Changes in Estimates

There were no changes in estimates that have a material effect in the current quarter results.

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134: INTERIM FINANCIAL REPORTING

A6. Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale or repayment of debt securities nor any movement in the share capital for the current quarter.

A7. Segmental Information

(a) The Group is organised into the following reporting business segments:-

	Smart Card Personalisation RM'000	Customised Software & Hardware Solutions RM'000	Investment Holding RM'000	Elimination RM'000	Consolidated RM'000
REVENUE					
External revenue	1,510	57,764	-	-	59,274
Inter-segment revenue	33,469		6,700	(40,169)	-
Total Revenue	34,979	57,764	6,700	(40,169)	59,274
RESULT Segment profit after taxation after accounting for:	10,015	4,855	5,180	(5,000)	15,050
Other income	2,509	22	225	-	2,756
Operating expenses	(24,994)	(51,221)	(1,618)	35,169	(42,664)
Finance costs	(1,654)	(62)	-	-	(1,716)
Income tax expense	(825)	(1,648)	(127)	-	(2,600)

A8. Valuations of Property, Plant and Equipment

The Group has not revalued its property, plant and equipment for the current quarter.

A9. Material Events Subsequent To The End of the Interim Period

Saved as disclosed in Notes A11 and B7(a) on the acquisition of a property and the proposed bonus issue respectively, there were no other material events subsequent to the end of the current quarter that have not been reflected in this quarterly results as at the date of this report.

A10. Effects of changes in Composition of the Group

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

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134: INTERIM FINANCIAL REPORTING

A11. Capital Commitments

	As at 31.03.2013 RM'000	As at 31.12.12 RM'000
Approved and contracted for:		
Acquisition of machineries	4,771	70,232
Acquisition of a property	4,855	14,500

On 7 February 2013, the Company entered into a Sale and Purchase Agreement for the acquisition of a property for a cash consideration of RM14.5 million of which RM9.65 million has been paid. The property is located in Petaling Jaya, Selangor and is intended to be the new headquarter of the Group which will include manufacturing plant facilities as well as a regional personalisation solution centre. The balance of the consideration was settled and the acquisition completed in April 2013.

A12. Changes in Contingent Liabilities

The contingent liabilities were as follows:

	As at 31.03.2013 RM'000	As at 31.12.12 RM'000
Performance guarantees (secured) extended to customers	15,325	9,705

A13. Significant Related Party Transactions

The Group has no significant transactions with related parties in the quarter under review.

B1. Review of Performance

The Group achieved a revenue of RM59.27 million and a profit before taxation of RM17.65 million for the first quarter ended 31 March 2013. The Group's core business is provision of ICT solutions which comprises Smart Card Personalisation and Customised Software & Hardware Solutions divisions, whereby each of the divisions contributed approximately 61% and 37% respectively towards the Group's profit before taxation.

The Smart Card Personalisation division's contribution to the Group's revenue is mainly derived from the supply of smart cards and consumables which generated a revenue of RM33.22 million. The other main source of revenue is from the supply of personalised credit cards to banks, which amounted to RM0.96 million.

The Customised Software & Hardware Solutions division's contribution to the Group's revenue is mainly from the supply of hardware consumables and maintenance and technical support services which amounted to RM19.61 million.

B2. Comparison with Immediate Preceding Quarter's Results

The Group's revenue of RM59.27 million was higher than RM41.97 million reported in the immediate preceding quarter. The profit before taxation of RM17.65 million was much greater than RM1.06 million achieved in the immediate preceding quarter. This is mainly attributable to the following:

The Smart Card Personalisation division - Revenue increased mainly due to greater supply of smart cards as compared to that in the immediate preceding quarter, of which the bulk of the supply resulted from extension of an existing contract. The deliveries of consumables were also higher in the current quarter as compared to that in the immediate preceding quarter. This division achieved a profit before taxation in the current quarter as opposed to a loss in the immediate preceding quarter principally due to increased revenue despite an allowance for impairment losses of RM4.82 million as disclosed in Note A4.

The Customised Software & Hardware Solutions division - Revenue increased mainly due to more deliveries of hardware consumables in the current quarter as compared to that in the immediate preceding quarter.

B3. Commentary on Prospects

The prospects for growth are positive as the Group is expected to continue to perform better in the remaining period of the financial year ending 31 December 2013, barring any unforeseen circumstances.

B4. Variance of Actual Profit from Forecast Profit

The Group did not issue any profit forecast or profit guarantee for the current quarter.

B5. Profit Before Taxation

Profit before taxation is derived after taking the following into consideration:-

	INDIVIDUA	AL QUARTER	CUMULATIVE YTD		
	Current Year Quarter 31.03.2013 (RM'000)	Preceding Year Quarter 31.03.2012 (RM'000)	Current Year To Date 31.03.2013 (RM'000)	Preceding Year To Date 31.03.2012 (RM'000)	
Interest income	(261)	N/A	(261)	N/A	
Interest expense	1,716	N/A	1,716	N/A	
Impairment losses	4,822	N/A	4,822	N/A	
Depreciation of property, plant and equipment	443	N/A	443	N/A	
Rental of equipment, premises & vehicles	276	N/A	276	N/A	
Staff costs	3,607	N/A	3,607	N/A	
(Gain) on disposal of property and equipment	(5)	N/A	(5)	N/A	
(Gain) on disposal of asset held for sales	(2,477)	N/A	(2,477)	N/A	
Foreign exchange loss - realised	75	N/A	75	N/A	
Foreign exchange loss - unrealised	18	N/A	18	N/A	

B6. Income tax expense

	INDIVIDUA	CUMULATIVE YTD		
	Current Year	Preceding Year	Current Year	Preceding Year
	Quarter	Quarter	To Date	To Date
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Current tax: - for the current period	2,800	N/A	2,800	N/A
Deferred tax:	(200)	N/A	(200)	N/A
- for the current period	2,600	N/A	2,600	N/A

On 6 November 2012, a wholly-owned subsidiary, Smart Consult Solutions Sdn Bhd was granted Multimedia Super Corridor status which qualifies for Pioneer Status incentive under the Promotion of Investments Act, 1986 for the period from 18 May 2012 to 17 May 2017 whereby the statutory income from approved activities are exempted from tax.

B7. Status of Corporate Proposals

There were no other corporate proposals except for the following:

(a) **Proposed bonus issue**

On 24 April 2013, the Company announced a proposal to undertake a bonus issue of 45 million new ordinary shares of RM0.50 each on the basis of 1 bonus share for every 2 existing shares held at a date to be determined. This proposed bonus issue wil be implemented by capitalising RM22.50 million from the share premium account.

On 20 May 2013, the Company announced the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the 45 million bonus shares on the main market with normal conditions as stipulated in its letter.

On 27 May 2013, the Company despatched the required circular to shareholders in relation to the proposed bonus issue together with the notice of extraordinary general meeting to be convened on 18 June 2013.

The proposed bonus issue exercise is expected to be completed in the third quarter of 2013.

(b) Utilisation of proceeds

The Public Issue raised a gross proceeds of RM40.75 million and the status of utilisation as at 31 May 2013 is as follows:

	Proposed utilisation	Actual utilisation as at 31 May 2013	Deviati	on	Variation approved on 31 May 2013**	Balance	Intended timeframe for utilisation
Description	(RM'000)	(RM'000)	(RM'000)	(%)	(RM'000)	(RM'000)	(from the listing date)
Capital expenditure	27,100	15,006	12,094	45%	(10,000)	2,094	Within three (3) years
R&D expenditure	6,000	1,950	4,050	68%	-	4,050	Within two (2) years
Working capital	5,000	5,000	-	0%	10,000	10,000	Within one (1) year
Listing expenses *	2,648	2,648	-	0%	-	-	Upon listing
Total gross proceeds	40,748	24,604	16,144	_		16,144	

* The Public Issue created a share premium of RM30.56 million and the total listing expenses for the issue of the new shares amounting to RM2.65 million of which RM1.03 million were costs directly attributed to the issuance of the said shares were written off against the share premium account.

** The Board resolved to reallocate RM10.00 million from utilisation of capital expenditure to working capital and the related timing of utilisation of the balances remain unchanged.

B8. Group Borrowings

Total Group borrowings as at 31 March 2013 were as follows :-

	Short term Secured RM'000	Long term Secured RM'000	As at 31.03.2013 Total RM'000
Bank overdraft	1,556		1,556
<u>Secured:</u> Term Loan / Term Financing Trade Financing	299 1,402 1,701	114,643	114,942 1,402 116,344

All borrowings are denominated in Ringgit Malaysia.

B9. Material Litigation

A subsidiary, Datasonic Corporation Sdn. Bhd. ("**Datasonic Corporation**"), filed a writ of summons on 11 January 2011 against Huawei Technologies (M) Sdn Bhd ("**Huawei**") for breach of a partnership agreement which Datasonic Corporation is claiming for an undetermined amount based on accounts, interests and costs ("**Datasonic Action**").

Huawei, in return, had filed a counterclaim for the amount of RM30.0 million inter-alia, claiming for loss of reputation ("**Counterclaim**") due to the Datasonic Action. Datasonic Corporation has filed the Reply and Defence to the Counterclaim.

Subsequently, Huawei had applied for an application to consolidate the Datasonic Action and another action brought against them by Dibena Enterprise Sdn Bhd which was dismissed by the High Court of Kuala Lumpur ("**Dibena Action**"). The High Court of Kuala Lumpur held that the Datasonic Action and the Counterclaim will only be heard after the final determination of the Dibena Action. The Dibena Action is currenty fixed for continued trial on 10 and 11 June 2013 at the High Court of Kuala Lumpur.

The Group's solicitor is of the opinion that Datasonic Corporation has an arguable case for the Datasonic Action but the final outcome will depend on the evidence led at the trial and after the final determination of the Dibena Action. In relation to the Counterclaim, the solicitor is of the opinion that the action is frivolous and is unlikely to succeed, which the Board has taken heed of.

B10. Dividend

In respect of the financial year ended 31 December 2012, the directors had on 28 February 2013 declared the first interim single-tier tax exempt dividend of 5 cents per share, amounting to RM4.5 million based on the issued and paid up share capital as at 31 December 2012.

The dividend was paid on 15 May 2013 to depositors whose names appeared in the Record of Depositors on 17 April 2013.

The directors do not recommend payment of further dividend as at the date of this report.

B11. Earnings per Share

(a) Basic Earnings Per Share

Basic earnings per share is calculated based on the profit after tax attributable to the equity holders of the Company divided by the enlarged share capital of 90,000,000 ordinary shares.

	INDIVIDUAL QUARTER		CUMULATIVE YTD	
	Current Year Quarter 31.03.2013 (RM'000)	Preceding Year Quarter 31.03.2012 (RM'000)	Current Year To Date 31.03.2013 (RM'000)	Preceding Year To Date 31.03.2012 (RM'000)
Total comprehensive income attributable to owners of the parent (RM'000)	15,050	N/A	15,050	N/A
Weighted average number of ordinary share in issue ('000)	90,000	N/A	90,000	N/A
Basic earning per share (sen)	16.72	N/A	16.72	N/A

(b) Diluted Earnings Per Share

Diluted earnings per share were not computed as the Company does not have any dilutive potential ordinary shares in issue for the current quarter.

B12. Disclosure on realised and unrealised profits

The breakdown of the retained profits of the Group as at 31 March 2013 and 31 December 2012, into realised and unrealised profits is as follows:

	31.03.2013 RM'000	31.12.2012 RM'000
Total retained earnings of the Group		
- Realised	57,605	46,899
- Unrealised	147	303
	57,752	47,202

The determination of realised and unrealised profits is compiled based on the guidance of Special Matter No. 1, Determination of realised and unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Securities Listing Requirements, issued by the Malaysia Institute of Accountants on 20 December 2010.

By order of the Board Petaling Jaya 31-May-13