

UCHI TECHNOLOGIES BERHAD
(Company No.: 457890-A)

**NOTES TO THE FINANCIAL REPORT
FOR THREE MONTHS ENDED MARCH 31, 2016**

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements (Condensed Report) is unaudited and has been prepared in accordance with the Malaysian Financial Reporting Standard (MFRS) 134: *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board (MASB) and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Group's financial statements for the financial year ended December 31, 2015 have been prepared in accordance with MFRSs.

At the date of authorisation of these interim financial statements, the following MFRSs and Amendments to MFRSs were issued but not yet effective and have not been applied by the Group:

MFRSs and Amendments to MFRSs	Effective for annual period beginning on or after
MFRS 9 Financial Instruments	January 1, 2018
MFRS 15 Revenue from Contracts with Customers	January 1, 2018
Amendments to MFRS 9 and Mandatory Effective Date of MFRS 9 and Transition	January 1, 2018
MFRS 7 Disclosure	

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended December 31, 2015.

2. AUDIT REPORT OF THE PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report of the preceding annual financial statements was not subject to any qualification.

3. SEASONAL OR CYCLICAL FACTORS

The Group serves a wide base of multi national companies in the consumer and industrial electrical and electronic appliances industries. The demand for the Group's products in the normal course of event is seasonal with demand peaking during the third quarter of the year.

4. UNUSUAL MATERIAL EVENT

There was no unusual material event during the reporting quarter.

5. MATERIAL CHANGES IN ESTIMATES

There were no material changes in estimates of amount from either the prior interim period or prior financial years.

6. CHANGES IN DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the reporting period except those disclosed in Note 25.

7. DIVIDENDS PAID

	3 months ended March 31	
	2016	2015
	RM'000	RM'000
Interim tax exempt dividend of 5 Sen per ordinary share of RM0.20 each, for 2014	-	18,594
Interim tax exempt dividend of 5 Sen per ordinary share of RM0.20 each, for 2015	19,390	-
	19,390	18,594

8. REVENUE

	3 months ended March 31		3 months ended March 31	
	2016 RM'000	2015 RM'000	2016 USD'000	2015 USD'000
Revenue	30,605	25,626	7,249	7,167

9. SEGMENT REPORTING

	Investment holding RM'000	Manufacturing RM'000	Trading RM'000	Eliminations RM'000	Total RM'000
3 months ended March 31, 2016					
Revenue					
External sales	-	30,605	-	-	30,605
Inter-segment sales	508	-	170	(678)	-
Total revenue	508	30,605	170	(678)	30,605
Results					
Profit/(loss) before tax	892	12,860	50	(58)	13,744
Income tax expense	(287)	(32)	(10)	-	(329)
Net profit/(loss) for the year	605	12,828	40	(58)	13,415
Other information					
Capital expenditure	-	11	-	-	11
Depreciation and amortization	-	1,520	-	(9)	1,511
Consolidated Balance Sheet					
Assets					
Segmental assets	202,493	142,688	8,189	(84,103)	269,267
Income tax asset	133	196	38	-	367
Consolidated total assets	202,626	142,884	8,227	(84,103)	269,634
Liabilities					
Segmental liabilities	796	53,182	317	(28,390)	25,905
Income tax liabilities	234	913	24	333	1,504
Consolidated total liabilities	1,030	54,095	341	(28,057)	27,409
3 months ended March 31, 2015					
Revenue					
External sales	-	25,622	4	-	25,626
Inter-segment sales	537	1	166	(704)	-
Total revenue	537	25,623	170	(704)	25,626
Results					
Profit/(loss) before tax	514	10,330	65	(349)	10,560
Income tax expense	(180)	(107)	(18)	-	(305)
Net profit/(loss) for the year	334	10,223	47	(349)	10,255

	Investment holding RM'000	Manufacturing RM'000	Trading RM'000	Eliminations RM'000	Total RM'000
3 months ended March 31, 2015					
Other information					
Capital expenditure	-	125	-	-	125
Depreciation and amortization	1	1,795	-	(9)	1,787
Consolidated Balance Sheet					
Assets					
Segmental assets	168,544	146,695	7,919	(83,675)	239,483
Income tax asset	71	261	42	-	374
Consolidated total assets	<u>168,615</u>	<u>146,956</u>	<u>7,961</u>	<u>(83,675)</u>	<u>239,857</u>
Liabilities					
Segmental liabilities	596	58,026	253	(28,242)	30,633
Income tax liabilities	127	1,031	18	341	1,517
Consolidated total liabilities	<u>723</u>	<u>59,057</u>	<u>271</u>	<u>(27,901)</u>	<u>32,150</u>

10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

The property, plant and equipment of the group have been brought forward without amendments from the financial statements for the year ended December 31, 2015.

11. MATERIAL SUBSEQUENT EVENT

There was no significant or material events subsequent to the end of the period reported on that have not been reflected in the financial statements for the said period.

12. CHANGES IN THE COMPOSITION OF THE GROUP

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

13. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no contingent liabilities or contingent assets arising since December 31, 2015.

14. PERFORMANCE REVIEW

Revenue in RM and Operating Profit for the quarter ended March 31, 2016 increased by 20% and 16% to RM30.6 million and RM13.5 million respectively as compared to the quarter ended March 31, 2015 (Revenue: RM25.6 million; Operating Profit: RM11.6 million) mainly due to appreciation of USD against Ringgit Malaysia during the reporting quarter. (March 31, 2016: RM4.2220:USD1.00; March 31, 2015: RM3.5756:USD1.00).

15. COMPARISON WITH THE IMMEDIATE PRECEDING QUARTER'S RESULTS

There was no significant change in Operating Profit as compared to the immediate preceding quarter ended December 31, 2015 (March 31, 2016: RM13.5 million; December 31, 2015: RM13.8 million).

16. COMMENTARY ON CURRENT YEAR PROSPECT

To the best of our knowledge, in line with the volatile economic condition, the Group expects revenue in USD to remain flat for the financial year ending December 31, 2016.

Nevertheless, the Group is confident that we will remain profitable and maintain a strong balance sheet.

17. VARIANCE OF ACTUAL AND FORECASTED PROFIT AND SHORTFALL IN PROFIT GUARANTEE

Not applicable.

18. INCOME TAX EXPENSES

	3 months ended March 31	
	2016 RM'000	2015 RM'000
Estimated tax expense:		
Current	<u>329</u>	<u>305</u>

The Group's income tax for the year under review reflects an effective tax rate which is lower than the statutory income tax rate mainly due to one of its subsidiary companies, Uchi Optoelectronic (M) Sdn. Bhd. was granted pioneer status by the Ministry of International Trade and Industry (MITI) for the design, development and manufacture of touch screen advance display, high precision light measurement (optoelectronic) equipment & mix signal control system for centrifuge / laboratory equipment.

Under this incentive, upon certain terms and conditions being fulfilled, 100% of the statutory income derived from the design, development and manufacture of the abovementioned products will be exempted from income tax for a period of five years commencing from January 1, 2013.

The applicable statutory income tax rate of the foreign subsidiary company incorporate in the People's Republic of China is 25%.

19. PROFIT FOR THE QUARTER

Profit for the quarter is arrived at:

	3 months ended March 31	
	2016 RM'000	2015 RM'000
After (charging)/ crediting:		
Fair value (loss)/ gain on derivative financial instruments:		
Realised	939	1,877
Unrealised	300	(4,527)
Gain/ (loss) on disposal of property, plant and equipment	(1)	179
Gain/ (loss) on foreign exchange:		
Realised	549	1,792
Unrealised	(2,946)	(1,349)
Depreciation and amortization expenses	(1,511)	(1,787)
Interest on short-term deposits	<u>1,389</u>	<u>977</u>

Other than the above, there were no interest expense, provision for and write off of inventories, gain or loss on disposal of investment, impairment of assets, and exceptional items for the current quarter ended March 31, 2016.

20. STATUS OF CORPORATE PROPOSALS ANNOUNCED BUT YET TO BE COMPLETED

As of the date of this announcement, the Company is proposing the following:

- i. a bonus issue of up to 43,212,910 new ordinary shares of RM0.20 each in Uchi Technologies Berhad on the basis of one (1) bonus share for every ten (10) existing shares held, on an entitlement date to be determined later;
- ii. establish a new employees' share option scheme of up to fifteen percent (15%) of the issued and paid-up share capital (excluding treasury shares) of Uchi Technologies Berhad at any one time over the duration of the scheme for eligible employees and Directors (including non-executive Directors) of the Company and its subsidiary companies (excluding subsidiaries which are dormant), after the expiration of the existing employees' share option scheme on August 7, 2016;
- iii. increase in the authorised share capital of the Company from RM100,000,000 comprising 500,000,000 ordinary shares of RM0.20 each to RM160,000,000 comprising 800,000,000 ordinary shares of RM0.20 each; and
- iv. amendments to the memorandum and articles of association of the Company to facilitate the proposed increase in authorised share capital

The corporate proposals has been approved by Bursa Malaysia Securities Berhad, subject to approval being obtained from the shareholders at the forthcoming Extraordinary General Meeting to be held on May 18, 2016.

21. GROUP BORROWINGS AND DEBT SECURITIES

There was no group borrowing as of March 31, 2016.

22. FINANCIAL INSTRUMENTS

As of March 31, 2016, the foreign currency forward contracts, which the Group had entered into to sell and remain outstanding is USD13,100,000 at approximately RM4.0375 per United States Dollar. The settlement will complete in February 2017.

As of March 31, 2016, the outstanding forward contracts are as follows:

Type of Derivatives	Contract Value USD'000	Notional Value RM'000	Fair Value (favourable) RM'000
Foreign Currency Forward Contracts - Less than 1 year	13,100	52,892	300

Summary of the losses arising from the fair value changes of financial liabilities was as follow:

Type of Financial Liabilities	Individual 3 months ended March 31 RM'000	Cumulative 3 months ended March 31 RM'000
Foreign Currency Forward Contracts		
- Realised gain / (loss)	939	939
- Unrealised gain / (loss)	300	300

The above foreign currency forward contracts were entered into by the Group to minimize its exposure to foreign currency risks as a result of transactions denominated in currencies other than its functional currency, arising from the normal business activities. In line with the Group's Forward Contract Management Policy, hedging is only considered for firm commitments and highly probable transactions of which hedging shall not exceed the net exposure value. The cash requirement for settling these foreign currency forward contracts is solely from the Group's working capital. These derivatives and their underlying exposures will be monitored on an on-going basis.

Foreign Currency Forward Contracts are stated at fair value, which is equivalent to the marking of the Foreign Currency Forward Contracts to market, using prevailing market rate. Foreign Currency Forward Contracts with positive market values (unrealised gain) are included under current assets and Foreign Currency Forward Contracts with negative market values (unrealised losses) are included under current liabilities in the statement of financial position.

23. MATERIAL LITIGATION

There was no material litigation pending since December 31, 2015.

24. DIVIDENDS DECLARED OR PAYABLE

A final dividend of 6 Sen per share of RM0.20 each, exempt from income tax for the year ended December 31, 2015, if approved by the shareholders, will be paid on July 22, 2016 to depositors registered in the Record of Depositors at the closed of business on June 30, 2016.

As of the date of this announcement, there were no dividends declared or payable for the year ending December 31, 2016.

25. SHARE CAPITAL

	3 months ended March 31 2016	
	No. of shares	RM'000
Authorised:		
Ordinary shares of RM0.20 each	<u>500,000,000</u>	<u>100,000</u>
Issued and fully paid:		
Ordinary shares of RM0.20 each:		
At beginning of the period	394,867,700	78,974
Issue of shares pursuant to ESOS	<u>623,000</u>	<u>124</u>
At end of the period	<u>395,490,700</u>	<u>79,098</u>

During the current interim period, the issued and paid up share capital of the Company was increased from RM78,973,540 to RM79,098,140 by way of issue of 623,000 ordinary shares of RM0.20 each for cash pursuant to the Employees Share Option Scheme (ESOS) of the Company at exercise prices ranging from RM1.15 to RM1.55 per ordinary share.

As of March 31, 2016, out of the total number of 395,490,700 of ordinary shares of RM0.20 each issued and paid-up, 7,070,700 are held as treasury shares. Hence, the number of outstanding ordinary shares of RM0.20 each in issue and fully paid is 388,420,000.

26. EARNINGS PER SHARE

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	3 months ended March 31	
	2016	2015
	'000	'000
Profit for the period attributable to owners of the Company (RM)	13,415	10,255
Weighted average number of ordinary shares for the purposes of basic earnings per share (unit)	387,968	372,607
Basic earnings per share (sen)	<u>3.46</u>	<u>2.75</u>

Diluted earnings per share

The earnings used in the calculation of diluted earnings per share are as follows:

	3 months ended March 31	
	2016	2015
	'000	'000
Profit for the period attributable to owners of the Company (RM)	13,415	10,255
Weighted average number of ordinary shares used in the calculation of basic earnings per share (unit)	387,968	372,607
Shares deemed to be issued for no consideration in respect of employee share options (unit)	997	2,151
Weighted average number of ordinary shares used in the calculation of diluted earnings per share (unit)	388,965	374,758
Diluted earnings per share (sen)	3.45	2.74

27. DEFERRED TAX ASSETS/ (LIABILITIES)

	Opening balance	Recognised in profit or loss	Closing balance
	RM'000	RM'000	RM'000
3 months ended March 31, 2016			
Deferred tax assets			
Provision for rework and warranty	57	-	57
Inventories	7	-	7
Others	255	(6)	249
	<u>319</u>	<u>(6)</u>	<u>313</u>
Deferred tax liabilities			
Gain on revaluation of properties	(595)	-	(595)
Property, plant and equipment	(727)	-	(727)
	<u>(1,322)</u>	<u>-</u>	<u>(1,322)</u>
Net	<u>(1,003)</u>	<u>(6)</u>	<u>(1,009)</u>
3 months ended March 31, 2015			
Deferred tax assets			
Unused capital allowances	5	-	5
Unused tax losses	20	-	20
Provision for rework and warranty	56	-	56
Inventories	2	-	2
Others	180	4	184
	<u>263</u>	<u>4</u>	<u>267</u>
Deferred tax liabilities			
Gain on revaluation of properties	(988)	-	(988)
Trade receivables	(1)	-	(1)
Property, plant and equipment	(474)	-	(474)
	<u>(1,463)</u>	<u>-</u>	<u>(1,463)</u>
Net	<u>(1,200)</u>	<u>4</u>	<u>(1,196)</u>

28. SUPPLEMENTARY INFORMATION - DISCLOSURE OF REALISED AND UNREALISED PROFITS OR LOSSES

On March 25, 2010 Bursa Malaysia Securities Berhad (“Bursa Malaysia”) issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of the Bursa Securities Main Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the unappropriated profits or accumulated losses as of the end of the reporting period, into realised and unrealised profits or losses.

On December 20, 2010, Bursa Malaysia further issued guidance on the disclosure and the prescribed format of disclosure.

The breakdown of the retained earnings of the Group as at March 31, 2016 and December 31, 2015 into realised and unrealised profits or losses, pursuant to the directive, is as follows:

	As at March 31, 2016 RM'000	As at December 31, 2015 RM'000
Total retained earnings/ (accumulated losses) of the Group		
- Realised	131,991	116,806
- Unrealised	(1,038)	593
	130,953	117,399
Less: Consolidation adjustments	(15,746)	(15,688)
Total retained profits as per statement of financial position	115,207	101,711

Comparative information is not presented in the first financial year of application pursuant to the directive issued by Bursa Malaysia on March 25, 2010.

The determination of realised and unrealised profits or losses is based on Guidance of Special Matter No. 1 “Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements”, as issued by the Malaysian Institute of Accountants on December 20, 2010. A charge or credit to the profit or loss of a legal entity is deemed realised when it is resulted from the consumption of resource of all types and form, regardless of whether it is consumed in the ordinary course of business or otherwise. A resource may be consumed through sale or use. Where a credit or a charge to the profit or loss upon initial recognition or subsequent measurement of an assets or a liability is not attributed to consumption of resource, such credit or charge should not be deemed as realised until the consumption of resource could be demonstrated.

This supplementary information have been made solely for complying with the disclosure requirements as stipulated in the directive of Bursa Securities and is not made for any other purposes.