

RAPID SYNERGY BERHAD
(Company No. 325935-U)
(Incorporated in Malaysia)

NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

**Selected explanatory notes pursuant to Malaysian Financial Reporting Standards ("MFRS")
134 Interim Financial Reporting**

A1 Basis of preparation

These condensed consolidated interim financial reports, for the period ended 31 December 2013, have been prepared in accordance with 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 interim financial statements should be read in conjunction with the audited annual financial statements of the Group for the financial year ended 31 December 2013. The explanatory notes attached to the condensed consolidated 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 year ended 31 December 2013.

A2 Significant Accounting Policies

The significant accounting policies and methods of computation applied in the interim financial statements are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2013 except for the adoption of the following with effect from 1 January 2013:

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2014

- Amendments to MFRS 10, Consolidated Financial Statements
- Amendments to MFRS 12, Disclosure of Interests in Other Entities
- Amendments to MFRS 127, Separate Financial Statements
- Amendments to MFRS 132, Financial Instruments : Presentation – Offsetting Financial Assets and Financial Liabilities
- Amendments to MFRS 136, Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets

The adoption of the above standards and amendments did not have any material financial impact to the Group's result.

At the date of authorization of this interim financial statement the following standards interpretations and amendments were issued but not yet effective and have not been applied by the Group.

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 July 2014

- Amendments to MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2011-2013 Cycle)
- Amendments to MFRS 2, Share-based Payment (Annual Improvements 2010-2012 Cycle)
- Amendments to MFRS 3, Business Combinations (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)
- Amendments to MFRS 8, Operating Segments (Annual Improvements 2010-2012 Cycle)
- Amendments to MFRS 13, Fair Value Measurement (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)
- Amendments to MFRS 116, Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)
- Amendments to MFRS 124, Related Party disclosures (Annual Improvements 2010-2012 Cycle)
- Amendments to MFRS 138, Intangible Assets (Annual Improvements 2010-2012 Cycle)
- Amendments to MFRS 140, Investment Property (Annual Improvements 2011-2013 Cycle)

MFRSs, Interpretations and amendments effective for a date yet to be confirmed

- MFRS 9, Financial Instruments (2009)
- MFRS 9, Financial Instruments (2010)
- MFRS 9, Financial Instruments – Hedge Accounting and Amendments to MFRS 9, MFRS 7 and MFRS 139
- Amendments to FRS 7, Financial Instruments: Disclosures – Mandatory Effective Date of MFRS 9 and Transition Disclosures

A3 Auditors' Report on Preceding Annual Financial Statements
The auditors' report on the audited financial statements for the financial year ended 31 December 2013 was not qualified.

A4 Seasonal or cyclical factors
The Group's operations were not affected by any significant seasonal or cyclical factors in the current quarter.

A5 Unusual items Due to Their Nature, Size or Incidence
Other than disclosed in the financial statements there were no unusual items affecting the assets, liabilities, equity, net income or cash flows of the Group in the current quarter ended 31 March 2014.

A6 Change in Estimates
There were no significant changes in estimates of amounts reported in prior financial years which have a material effect in the current quarter ended 31 March 2014.

A7 Debts and equity securities
Save as disclosed below, there were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current quarter and financial year-to-date.

Issuance of Shares

For the current quarter ended 31 March 2014, the issued and paid up share capital has increased from 87,334,350 ordinary shares of RM1.00 each in Rapid Synergy Berhad to 87,352,350 shares by conversion of warrants to shares as follows:

<u>Number of shares Issued</u>	<u>Price per share (RM)</u>
18,000	1.00

A8 Dividend
There was no dividend payment made for the current quarter under review.

A9 Segmental Reporting
The segment information for business segments predominantly conducted in Malaysia for the financial period ended 31 March 2014 and 31 March 2013 is as follows:-

Business Segment

3 Months ended 31 March 2014	Investment			Consolidated RM'000
	Manufacturing RM'000	Holding RM'000	Restaurant RM'000	
Revenue	3,470	4,130	47	7,647
Result				
Segment results	61	7,108	(482)	6,687
Interest expense				(2,337)
Profit before taxation				4,350

3 Months ended 31 March 2013	Manufacturing RM'000	Investment Holding RM'000 (Restated)	Restaurant RM'000	Consolidated RM'000 (Restated)
Revenue	1,653	4,370	91	6,114
Result				
Segment results	94	4,570	(480)	4,184
Interest expense				(2,466)
Profit before taxation				1,718

A10 Discontinued Operations

On 30th September 2013, the Company has entered into a Sale and Purchase Agreement with Triple-H Auto Parts Sdn Bhd for the disposal of 100% of the issued and paid-up ordinary share capital of Pasaraya Rapid Sdn Bhd for a cash consideration of RM1.0 million.

The profit/(loss) attributable to the discontinued operations is as follows:

	3 months ended	
	31.03.2014 RM'000	31.03.2013 RM'000
Revenue	-	4,747
Cost of sales	-	(4,111)
Gross profit	-	636
Administrative expenses	-	(1,795)
Depreciation	-	(211)
Other expenses	-	(99)
Other income	-	143
Operating loss	-	(1,326)
Finance costs	-	-
Loss before taxation	-	(1,326)
Income tax expense	-	-
Loss for the period	-	(1,326)
Gain on sale of discontinued operations	-	-
Loss for the year	-	(1,326)

The following amounts have been included in arriving at profit/(loss) before tax of the discontinued operation:

	3 months ended	
	31.03.2014 RM'000	31.03.2013 RM'000
Interest income	-	2
Rental income	-	60
Staff cost	-	(771)
Depreciation of property, plant and Equipment	-	(211)

Cash flows from/(used in) discontinued operation

	3 months ended	
	31.03.2014 RM'000	31.03.2013 RM'000
Net cash used in operating activities	-	139
Net cash used in investing activities	-	(32)
Net cash from financing activities	-	-
Effect on cash flows	-	107

- A11 Valuations of property, plant and equipment
The valuations of property, plant and equipment have been brought forward without amendments from the financial statements for the year ended 31 December 2013.
- A12 Material events subsequent to balance sheet date
There were no material events subsequent to the end of the period under review to 22 May 2014.
- A13 Changes in the composition of the Group
There were no changes to the composition of the Group for the current quarter.
- A14 Changes in contingent liabilities or contingent assets as at 31 March 2014
- Unsecured:
Corporate guarantee issued to banks for credit facilities granted to subsidiary companies RM'000
92,693
- A15 Property, plant and equipment
There were no significant acquisitions for the current quarter 31 March 2014.
- A16 Capital commitments
There were no capital commitments during the current quarter ended 31 March 2014.

Additional information required by the Listing Requirements of Bursa Malaysia Securities Berhad

B1 Review of the performance of the company and its principal subsidiaries

Segment	3 months ended		Period ended	
	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)
Manufacturing division				
Revenue	3,470	1,653	3,470	1,653
Profit before taxation	51	94	51	94
Investment holding division				
Revenue	4,130	4,370	4,130	4,370
Profit before taxation	4,427	2,104	4,427	2,104
Restaurant division				
Revenue	47	91	47	91
Loss before taxation	(128)	(480)	(128)	(480)
Total				
Revenue	7,647	6,114	7,647	6,114
Profit before taxation	4,350	1,718	4,350	1,718

For the current financial quarter, the group recorded a revenue of RM7.65 million, an increase of RM1.54 million as compared to RM6.11 million in the preceding year corresponding quarter. The Group recorded profit before tax of RM4.35 million in the current quarter as compared to profit before tax of RM1.72 million in the previous year corresponding quarter. The contributory factors to the above performances are explained in the respective operating business segments as follows:

Manufacturing division recorded a revenue of RM3.47 million in the current financial quarter, an increase of RM1.82 million as compared to RM1.65 million recorded in the preceding year corresponding quarter. The profit before tax recorded in the current quarter was RM0.05 million compared to profit before tax of RM0.09 million in the preceding year corresponding quarter. The improvement in revenue was mainly contributed by increase in tooling sales. The lower

profit before tax recorded in the current quarter compared to the preceding year corresponding quarter was mainly due to reversal of stock obsolescence and doubtful debt in the preceding corresponding quarter.

The investment holding division recorded a decrease of RM0.24 million in revenue from RM4.37 million in the preceding year corresponding quarter to RM4.13 million recorded in the current financial quarter. The investment holding division recorded a profit before tax of RM4.43 million in the current financial quarter as compared to profit before tax of RM2.10 million in the preceding year corresponding quarter. The decreased in revenue is mainly due to decrease in rental received and however the improved profit before tax was mainly contributed by the recognition in gain of RM4.7 million on the disposal of a property which was completed during the current quarter under review.

The restaurant division recorded a revenue of RM0.05 million and loss before tax of RM0.10 million in the current quarter compared to RM0.09 million and RM0.50 million in preceding year corresponding quarter respectively. The lower revenue and improvement in loss before tax was mainly contributed by the discontinuing operation of three non-profitable outlets.

B2 Material changes in profit before tax for the current quarter compared to immediate preceding quarter

For the current financial quarter the consolidated revenue and profit before tax recorded was RM7.65 million and RM4.35 million respectively. The revenue decreased by RM0.69 million compared to RM8.34 million achieved in the immediate preceding quarter. The lower revenue achieved was mainly contributed by lower sales from the manufacturing division. The multi fold increase in profit before tax in the current quarter compared to the profit before tax of RM0.03 million in the immediate preceding quarter was mainly due to the recognition of gain in the disposal of a property which was completed during the current quarter. The contributory factors to the above performances are explained in the respective operating business segments as follows:

Segment	3 months ended	
	31.03.2014	31.03.2014 (Restated)
Manufacturing division		
Revenue	3,470	4,284
Profit before taxation	51	119
Investment holding division		
Revenue	4,130	4,009
Profit before taxation	4,427	484
Restaurant division		
Revenue	47	51
Loss before taxation	(128)	(571)
Total		
Revenue	7,647	8,344
Profit before taxation	4,350	32

Manufacturing division recorded a decrease in revenue from RM3.47 million in the current quarter to RM4.28 million in the immediate preceding quarter. The profit before tax recorded during the current was RM0.05 million compared to immediate preceding quarter of RM0.12 million. The lower revenue and profit before tax achieved in the current quarter was mainly due to lower sales orders received from customers.

The investment holding division recorded a revenue of RM4.13 million in the current quarter compared to RM4.01 million in the immediate preceding quarter. The increased in revenue during the current quarter was mainly due to the increase in rental income received. The profit before tax recorded in the current quarter was RM4.43 million compared to profit before tax of RM0.48 million in the immediate preceding quarter. The higher profit before tax in the current quarter was mainly due to gain from disposal of investment properties.

The restaurant division recorded a revenue RM0.05 million in the current quarter and loss before tax of RM0.13 million compared to loss before tax of RM0.58 million in the immediate preceding quarter. The higher loss before tax recorded in the immediate preceding quarter was mainly due to the write down of assets arising from the three discontinued outlets.

B3 Prospects for the current year

The business environment remains challenging given the intensifying competition and prevailing global economic condition. The investment holding division is expected to continue to contribute positively to the group. Meanwhile the effort to contain costs will continue for the manufacturing division and its performance would be dependent on the expected gradual recovery of the global economy.

B4 Profit forecast

Not applicable as no profit forecast was published.

B5 Profit/(Loss) before taxation

Profit/(Loss) before taxation is arrived at after crediting/ (charging) the following income/ (expenses):

	3 months ended		Period ended	
	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)
(a) Profit on disposal of investment properties	4,755	2,037	4,755	2,037
(b) Interest expense	(2,337)	(2,466)	(2,337)	(2,466)
(c) Interest income	13	-	13	-
(d) Provision for write back/(off) of inventories	(150)	217	(150)	217
(e) (Loss)/Profit on foreign exchange				
- realised	(7)	2	(7)	2
- unrealised	27	10	27	10
(f) Depreciation and amortisation	(1,241)	(1,221)	(1,241)	(1,221)

B6 Tax expense

	3 months ended		Period ended	
	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)	31.03.2014 RM'000	31.03.2013 RM'000 (Restated)
Income tax expense				
-Current	225	304	225	304
-Prior year	-	(18)	-	(18)
Deferred tax expense				
-Current	229	-	229	-
-Prior year				
	<u>454</u>	<u>286</u>	<u>454</u>	<u>286</u>

The effective tax rates for the current quarter is lower than the statutory tax rate mainly due to the availability of certain tax incentives granted to a subsidiary.

B7 Profits/ (Losses) on sale of unquoted investments and/or properties

There were no disposal of unquoted investment and/or properties for the current quarter ended 31 March 2014 except for the disposal of one unit of condominium for the amount of RM0.82 million.

B8 Marketable securities

There were no purchase or disposal of quoted securities for the current quarter ended 31 March 2014.

B9 Status of corporate proposals

There were no corporate proposals for the current quarter ended 31 March 2014.

B10 Borrowing and debts securities

	31 March 2014 RM'000
Current	
Hire purchase	186
Overdraft	6,415
Term loan - secured	10,460
Non-current	
Hire purchase	660
Term loan - secured	110,577

The above borrowings are denominated in Ringgit Malaysia.

B11 Off balance sheet financial instruments

The Group does not have any financial instruments with off balance sheet risk as at 22 May 2014.

B12 Changes in material litigation

- (i) On 6 January 2003, Rapid Mall Sdn Bhd (RM) and Rapid Precision Technologies Sdn Bhd (RPT), both wholly owned subsidiaries of RSB had served summons on Nychem Technologies Sdn Bhd (Nychem) and two guarantors for the amount of RM450,000 and RM641,908 respectively in respect of outstanding amount due on the sale of equipment accessories goodwill, rent and lease of fixtures. The case between RM and Nychem, the hearing date has been postponed until further notice. As to the case between RPT and Nychem, bankruptcy proceedings have been instituted against the two guarantors. One of the guarantors has withdrawn their application for stay of the adjudicating and receiving order (AORO) and with cost to be taxed. The other guarantor will be served with a bankruptcy notice.

B13 Dividends

No dividend has been recommended for the quarter under review;

B14 Basis of calculation of earnings per share

The basic earnings per share for the current quarter and cumulative year to date are computed as follows:

	3 months ended		Period ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Net profit/(loss) for the period attributable to owners of the Company (RM'000)				
- from continuing operations	3,896	1,432	3,896	1,432
- from discontinuing operations	-	(1,326)	-	(1,326)
	<u>3,896</u>	<u>106</u>	<u>3,896</u>	<u>106</u>
Weighted average number of ordinary shares in issue	87,347,460	87,334,350	87,347,460	87,334,350
Basic earnings/(loss) per share (sen)				
- from continuing operations	4.46	1.64	4.46	1.64
- from discontinuing operations	-	(1.52)	-	(1.52)
	<u>4.46</u>	<u>0.12</u>	<u>4.46</u>	<u>0.12</u>

The diluted earnings per share for the current quarter and cumulative year to date are computed as follows:

	3 months ended		Period ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Net profit/(loss) for the period attributable to owners of the Company (RM'000)				
- from continuing operations	3,896	1,432	3,896	1,432
- from discontinued operations	-	(1,326)	-	(1,326)
	<u>3,896</u>	<u>106</u>	<u>3,896</u>	<u>106</u>
Weighted average number of ordinary shares in issue	87,347,460	87,334,350	87,347,460	87,334,350
Adjustments for warrants granted	<u>15,337,763</u>	<u>13,249,179</u>	<u>15,337,763</u>	<u>13,249,179</u>
Adjusted weighted average number of ordinary shares in issue	<u>102,685,223</u>	<u>100,583,529</u>	<u>102,685,223</u>	<u>100,583,529</u>
Diluted earnings/(loss) per share (sen)				
- from continuing operations	3.79	1.53	3.79	1.53
- from discontinued operations	-	(1.42)	-	(1.42)
	<u>3.79</u>	<u>0.11</u>	<u>3.79</u>	<u>0.11</u>

B15 Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors.

B16 Realised & Unrealised Profit/Losses Disclosure

The retained profits as at 31 March 2014 and 31 December 2013 is analysed as follows:

	31.03.2014 RM'000	31.12.2013 RM'000
The retained profits of RSB and its subsidiaries:		
- Realised	48,727	44,606
-Unrealised	<u>124</u>	<u>348</u>
	48,851	44,954
Less: Consolidation adjustments	(10,878)	(10,878)
Total Group retained profits as per consolidated financial statements	<u>37,973</u>	<u>34,076</u>

By order of the Board
LEE CHIEW HIANG
Executive Director
Penang
Date: 29th May 2014