# FORMIS RESOURCES BERHAD (530701-T)

Incorporated in Malaysia

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012

(The figures have not been audited)

	INDIVIDUAL THREE MONTH DECEM 2012 RM'000	S ENDED 31	CUMULATIV NINE MONTHS DECEM 2012 RM'000	ENDED 31
Revenue	79,527	64,360	228,965	210,644
Cost of sales	(61,313)	(46,375)	(177,397)	(156,730)
Gross profits	18,214	17,985	51,568	53,914
Other income	1,269	1,511	4,537	7,829
Other operating expenses	(16,337)	(16,200)	(48,496)	(53,578)
Finance costs	(1,486)	(1,767)	(4,690)	(4,382)
Share of results of associates	754	(718)	(971)	(588)
Profit before tax	2,414	811	1,948	3,195
Tax expense	(1,376)	(620)	(3,420)	(4,132)
Profit / (Loss) for the financial period	1,038	191	(1,472)	(937)
Other comprehensive income / (loss), net of tax				
Foreign currency translation differences for foreign operations	163	325	(75)	(163)
Share of foreign currency translation of associates	(6)	27	1	27
Other comprehensive income / (loss) for the financial period, net of tax	157	352	(74)	(136)
Total comprehensive income / (loss) for the financial period	1,195	543	(1,546)	(1,073)
Profit / (Loss) attributable to:- Owners of the Parent Non-controlling interests Profit / (Loss) for the financial period	67 971 1,038	627 (436) 191	(2,530) 1,058 (1,472)	8,212 (9,149) (937)
Total comprehensive income / (loss) attributable to:- Owners of the Parent Non-controlling interests Total comprehensive income / (loss) for the financial period	222 973 1,195	864 (321) 543	(2,482) 936 (1,546)	8,146 (9,219) (1,073)
Earnings / (Loss) per ordinary share (sen) -Basic	0.04	0.34	(1.36)	4.42

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2012

	Unaudited As at 31.12.2012 RM'000	Audited As at 31.03.2012 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment Investment in associates Software development costs Other investments Investment property Other receivables Goodwill	3,481 26,861 1,302 2,052 32 9,545 124,495	3,844 19,209 1,752 2,076 32 13,056 124,495
Deferred tax assets	507	858
	168,275	165,322
Current Assets		
Other investments Inventories Trade receivables Other receivables, deposits and prepayments Amount owing by associates Current tax assets Cash and cash equivalents	7,332 24,933 68,917 37,129 402 2,267 75,057	10,754 14,378 82,630 36,146 - 2,362 61,262
	216,037	207,532
Assets of disposal groups classified as held for sale	3,500	3,500
TOTAL ASSETS	387,812	376,354
EQUITY AND LIABILITIES		
Equity attributable to owners of the Parent		
	105.001	105.001
Share capital Share premium	185,901 9,744	185,901 9,744
Other reserves	341	286
Accumulated losses	(19,139) 176,847	(17,152) 178,779
Non-controlling interests	15,363	15,003
TOTAL EQUITY	192,210	193,782
		,.
Non-Current Liabilities		
Borrowings Provision for post employment benefits Deferred tax liabilities	17,053 87 813	14,223 87 767
	17,953	15,077
Current Liabilities		
	27.967	22 640
Trade payables Other payables, deposits and accruals	37,867 52,905	22,649 63,913
Borrowings Current tox payables	83,103 274	76,659 774
Current tax payables		774
	174,149	163,995
Liabilities of disposal groups classified as held for sale	3,500	3,500
TOTAL LIABILITIES	195,602	182,572
TOTAL EQUITY AND LIABILITIES	387,812	376,354
Net assets per share (RM)	0.9513	0.9617

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

# FORMIS RESOURCES BERHAD (530701-T)

Incorporated in Malaysia

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012 (The figures have not been audited)

(The lighted have not been addition)	<							
Nine Months Financial Period Ended 31 December 2012	Ordinary shares RM'000	Share premium RM'000	Exchange translation reserve RM'000	Equity compensation reserve RM'000	Accumulated losses RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
Balance as at 1 April 2012	185,901	9,744	286	-	(17,152)	178,779	15,003	193,782
(Loss) / Profit after tax for the financial period	-	-	-	-	(2,530)	(2,530)	1,058	(1,472)
Foreign currency translation for foreign operations	-	-	47	-	-	47	(122)	(75)
Share of foreign currency translation of associates	-	-	1	-	-	1	-	1
Total comprehensive income / (loss) for the financial period	-	-	48	-	(2,530)	(2,482)	936	(1,546)
Acquisition of non-controlling interest	-	-	-	-	543	543	(576)	(33)
Share of equity compensation reserve of associates	-	-	-	7	-	7	-	7
Balance as at 31 December 2012	185,901	9,744	334	7	(19,139)	176,847	15,363	192,210

	<>							
					Distributable			
Nine Months Financial Period Ended 31 December 2011	Ordinary shares RM'000	Share premium RM'000	Exchange translation reserve RM'000	Equity compensation reserve RM'000	(Accumulated losses) / Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
Balance as at 1 April 2011	185,901	9,744	34	-	(9,044)	186,635	19,768	206,403
Profit / (Loss) after tax for the financial period	-	-	-	-	8,212	8,212	(9,149)	(937)
Foreign currency translation for foreign operations	-	-	(93)	-	-	(93)	(70)	(163)
Share of foreign currency translation of associates	-	-	27	-	-	27	-	27
Total comprehensive (loss) / income for the financial period	-	-	(66)	-	8,212	8,146	(9,219)	(1,073)
Transaction with owners-arising from dilution of equity interest in a subsidiary	-	-	-	-	2,845	2,845	(2,645)	200
Balance as at 31 December 2011	185,901	9,744	(32)	-	2,013	197,626	7,904	205,530

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012 (The figures have not been audited)

	NINE MONTHS ENDED 3	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES	RM'000	RM'000
Profit before tax	1,948	3,195
Adjustment for non-cash items:		
Bad debts written off Depreciation and amortisation	- 1 717	329
Dividend income	1,717 (10)	1,643 (11)
Impairment losses on trade receivables	338	3,183
Impairment losses on other receivables	2	-
Interest expense	4,438	4,124
Interest income	(984)	(1,395)
Net (gain) / loss on fair value adjustments on other investments  Net loss / (gain) on disposal of other investments	(107) 552	389
Net loss on disposal of property, plant and equipment	110	(29) 175
Net unrealised loss / (gain) on foreign currency exchange	21	(62)
Property, plant and equipment written off	71	284
Reversal of impairment loss on trade receivables	(620)	(2,357)
Share of results of associates	971	588
Other non-cash items	114_	541
Operating profit before working capital changes	8,561	10,597
Net changes in assets Net changes in liabilities	5,691 4,265	21,842 (20,035)
•		
Net cash generated from operations	18,517	12,404
Tax paid Tax refund	(3,754) 326	(3,775) 825
Net cash from operating activities	15,089	9,454
CASH FLOWS FROM INVESTING ACTIVITIES		0,101
Acquisition of associates	(8,617)	(16,875)
Acquisition of non-controlling interest Interest received	(33) 984	- 1,395
Dividend received	904	1,393
(Placement) / Withdrawal of fixed deposits pledged	(12,832)	(346)
Proceeds from disposal of development properties	-	70,500
Proceeds from disposal of other investments	3,000	1,641
Proceeds from disposal of property, plant and equipment	252	362
Purchase of other investments  Purchase of property, plant and equipment	(647)	(3,975) (994)
Net cash (used in) / from investing activities	(17,884)	51,719
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of borrowings	22,788	36,382
Repayment of borrowings	(46,762)	(91,391)
Issuance of share capital of a subsidiary to non-controlling interest Interest paid	- (4,438)	200 (4,124)
Net cash used in financing activities		
·	(28,412)	(58,933)
Net (decrease) / increase in cash and cash equivalents	(31,207)	2,240
Cash and cash equivalents at 1 April 2012/2011*	35,332	53,934
Effect of foreign exchange on opening balance	(300)	(143)
Cash and cash equivalents at 31 December 2012/2011*	3,825	56,031

<sup>\*</sup> Cash and cash equivalents at the beginning and end of the financial period are net of deposits pledged to banks.

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

#### Notes to the Interim Financial Report For the Third Quarter Ended 31 December 2012

### 1 Basis of preparation

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

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

### 2 Significant Accounting Policies

#### **Changes in Accounting Policies**

Since the issuance of the previous annual audited financial statements as at 31 March 2012, the Group has adopted new and revised Financial Reporting Standards ("FRSs"), Amendments to FRSs, Interpretations and Technical Releases which were effective for the Group's financial period beginning on 1 April 2012. The new FRSs, Amendments to FRSs, Interpretations and Technical Releases are expected to have no significant impact on the financial statements of the Group upon their initial application except for the changes in presentation and disclosures of financial information.

#### Standards and Interpretations issued but not yet effective

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the Group's accounting period beginning 1 April 2012. The initial application of the FRSs, Amendments to FRSs and IC Interpretations, which will be applied prospectively or which requires extended disclosures, is not expected to have any significant financial impacts to the financial statements of the Group upon their first adoption.

### Malaysian Financial Reporting Standard ("MFRS Framework")

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS Framework"). The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture ("MFRS 141") and IC Interpretation 15 Agreements for Construction of Real Estate ("IC 15"), including its parent, significant investor and venturer (herein called 'Transitioning Entities').

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional two years. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014. The Group falls within the definition of Transitioning Entities and has accordingly, opted to defer the adoption of the MFRS Framework to the financial year beginning 1 April 2014.

#### 3 Qualification of independent auditors' report on preceding annual audited financial statements

The independent auditors' report on the annual audited financial statements for the financial year ended 31 March 2012 was not qualified.

### 4 Seasonal and cyclical factors

The business of the Group was not affected by any significant seasonal and cyclical factors during the current financial quarter under review.

# 5 Unusual items due to their nature, size or incidence

Saved as disclosed in note 2 and note 6 of this report, there were no unusual items affecting the assets, liabilities, equity, net income, or cash flows due to their nature, size, or incidence during the current financial quarter under review.

### 6 Material changes in estimates

There were no material changes in estimates of amounts reported in prior financial years. Thus, there is no material effect in the financial statements of the current financial quarter under review.

### 7 Debt and equity securities

There were no issuance, cancellation, repurchase, resale and repayment of debt securities of the Group and equity securities of the Company during the current financial quarter under review.

### 8 Dividends paid

No dividends have been paid during the current financial quarter under review.

### Notes to the Interim Financial Report For the Third Quarter Ended 31 December 2012

### 9 Segmental reporting

<b>Business Segments</b>	Distribution RM'000	Networks RM'000	Software RM'000	Solutions RM'000	Systems RM'000	Others RM'000	Eliminations RM'000	Total RM'000
Nine Months Financial Period Ended 31 December 2012	<u>l</u>							
External sales Inter segment sales Total Sales	104,155 11,940 116,095	20,625 16,158 36,783	2,958 2,142 5,100	19,041 4,536 23,577	82,176 1,078 83,254	10 2,187 2,197	(38,041) (38,041)	228,965 - 228,965
Segment results Share of results of associates Interest expense Interest Income	3,509	6,840	225	923	727	(5,851)	-	6,373 (971) (4,438) 984
Profit before taxation							_	1,948
Segment assets	61,687	32,725	8,497	27,971	91,223	165,709	-	387,812
Nine Months Financial Period Ended 31 December 2011	<u>L</u>							
External sales Inter segment sales Total Sales	100,242 5,479 105,721	14,379 7,360 21,739	6,315 5,761 12,076	22,199 2,251 24,450	66,378 2,557 68,935	1,131 4,175 5,306	(27,583) (27,583)	210,644 - 210,644
Segment results Share of results of associates Interest expense Interest Income	3,780	4,076	4,915	(7,482)	845	378	-	6,512 (588) (4,124) 1,395
Profit before taxation							_	3,195
Segment assets	61,787	34,564	19,661	21,357	83,920	154,651	-	375,940

### 10 Carrying amount of revalued assets

There were no changes to the valuation of property, plant and equipment during the current financial quarter under review.

### 11 Subsequent events

- (i) On 16 August 2012, the Company announced that the Company proposed to undertake the following:-
  - (a) proposed renounceable rights issue of up to 92,950,099 new redeemable convertible preference shares of RM0.10 each in Formis ("Rights RCPS") at an issue price of RM1.00 per Rights RCPS on the basis of one (1) Rights RCPS for every three (3) existing ordinary shares of RM1.00 each ("Shares") held in the Company, as at an entitlement date to be determined later ("Proposed Rights Issue");
  - (b) proposed alteration to the authorised share capital of the Company ("Proposed Alteration to Authorised Capital"); and
  - (c) proposed amendments to the Memorandum and Articles of Association of the Company to facilitate the Proposed Alteration to Authorised Capital ("Proposed Amendments to M&A").
  - On 5 November 2012, the Company announced that the Company proposed to revise the proposals to the following:-
  - (a) proposed reduction of the issued and paid-up share capital of Formis via the cancellation of RM0.50 of the par value of each existing ordinary share of RM1.00 each in Formis ("Proposed Par Value Reduction");
  - (b) proposed renounceable rights issue of up to 278,850,298 new ordinary shares of RM0.50 each in the Company ("Formis Shares") ("Rights Shares") together with up to 139,425,149 free detachable warrants ("Warrants") at an issue price of RM0.50 per Rights Share on the basis of two (2) Rights Shares together with one (1) free Warrant for every two (2) existing Formis Shares held after the Proposed Par Value Reduction ("Proposed Rights Issue With Warrants"); and
  - (c) proposed revised amendments to the Company's Memorandum and Articles of Association to facilitate the Proposed Par Value Reduction ("Proposed Revised Amendments to M&A").
  - On 3 December 2012, the Company announced that Bank Negara Malaysia had vide its letter dated 28 November 2012 (which was received on 3 December 2012) approved the issuance of the Warrants under the Proposed Rights Issue With Warrants to non-resident shareholders of the Company.
  - On 12 December 2012, the Company announced that Bursa Malaysia Securities Berhad ("Bursa Securities") has vide its letter dated 11 December 2012, approved the Company's listing application in respect of the Proposed Rights Issue with Warrants.
  - On 23 January 2013, the Company announced that shareholders of Formis had approved the abovementioned proposals.
  - On 31 January 2013, the Company announced that the Company had filed an application to the High Court of Malaya ("High Court") to obtain its confirmation in respect of the Proposed Par Value Reduction ("High Court Confirmation"). The sealed court order on the High Court Confirmation was granted on 20 February 2013.

#### Notes to the Interim Financial Report For the Third Quarter Ended 31 December 2012

### 11 Subsequent events (continued)

- (ii) On 17 October 2012, the Company announced that CNA entered into the following agreements:-
  - (a) an Investment Agreement ("Investment Agreement") with Yakimbi Sdn Bhd ("Yakimbi"), Andrew Christopher Campbell Diamond ("AD"), Bubblegum Sdn Bhd ("Bubblegum"), Dato' Gan Nyap Liou @ Gan Nyap Liow ("Dato' Gan"), Hector William Ingram ("HI") and Tan Swee Im ("TSI") for the subscription of 1,000,000 new ordinary shares of RM1.00 each in the share capital of Yakimbi by CNA in four (4) tranches at RM3.00 per shares ("Subscription Price") for cash totaling RM3,000,000.00 ("Subscription Shares");
  - (b) a Shareholders' Agreement ("Shareholders' Agreement") with AD, Bubblegum, Dato' Gan, HI and TSI to regulate their relationships as shareholders of Yakimbi and the management and operation of Yakimbi, which will be undertaking the business of providing secure mobile collaboration and storage solutions in the cloud: and
  - (c) an Option Agreement ("Option Agreement") with Bubblegum, Dato' Gan, HI and TSI to grant the right to CNA to require the existing shareholders (other than CNA) of Yakimbi to sell 275,000 ordinary shares of RM1.00 each in Yakimbi ("Option Shares") to CNA at the option price of RM3.00 per ordinary share ("Call Option") totaling RM825,000.00 during the Call Option period in accordance with the terms and subject to the conditions set out in the Option Agreement.

Upon completion of the subscription of the Subscription Shares and the acquisition of the Option Shares, the Company will hold an aggregate of 51% equity interest in Yakimbi.

On 5 December 2012, the Company announced that the acquisition of the Sale Shares and the subscription of the 1st Tranche of the Subscription Shares had been completed on 5 December 2012.

On 31 January 2013, the Company announced that the subscription of 116,667 ordinary shares of RM1.00 each, being partial subscription of the 2nd Tranche of the Subscription Shares by CNA in Yakimbi has been completed on even date. Accordingly, Yakimbi became 27.1% owned associate of the Group.

- (iii) On 2 January 2013, the Company announced that the Company has on 28 December 2012, fully redeemed all the outstanding MUNIF Notes / IMTN Notes. In this respect, the MUNIF / IMTN Facility had been cancelled effective 28 December 2012.
- (iv) On 17 January 2013, the Company announced that Continuous Network Advisers Sdn Bhd ("CNA"), a wholly-owned subsidiary of the Company, entered into the following agreements:-
  - (a) a Share Sale and Subscription Agreement ("SSA") with CME Asia Sdn Bhd ("CME") and Fiber at Home City Networks Sdn Bhd ("FHCN") to acquire 100,000 ordinary shares of RM1.00 each ("Ordinary Shares") in the capital of FHCN ("Sale Shares") from CME for a total cash consideration of RM1,000,000.00 and to subscribe for 500,000 ordinary shares of RM1.00 each in the capital of FHCN at RM4.00 per shares ("Subscription Price") for cash totaling RM2,000,000.00 ("Subscription Shares").

Upon completion of the acquisition of the Sale Shares and the subscription of the Subscription Shares, the Company will hold an aggregate of 40% equity interest in FHCN;

- (b) a Shareholders' Agreement ("Shareholders' Agreement") with CME and Wan Mohalina binti Wan Mohalmad ("Wan Mohalina") to regulate their relationships as shareholders of FHCN and the management and operation of FHCN, which is principally an independent Smart Community FTTH Network infrastructure provider and telecommunication company and a license holder with Suruhanjaya Komunikasi Multimedia Malaysia (SKMM) for Network Facilities Provider (NFP), Network Service Provider (NSP) and Application Service Provider (ASP);
- (c) a Call Option Agreement ("Call Option Agreement") with FHCN to grant the right to CNA to require FHCN to issue and allot up to 1,200,000 ordinary shares of RM1.00 each in FHCN ("Option Shares") to CNA at the following issue price and in accordance with the terms and subject to the conditions set out in the Call Option Agreement:
  - i) RM5.00 per ordinary share ("Call Option A") during the Call Option A period commencing from the date of completion of the SSA and ending on the day falling 12 months from such completion date ("Call Option Period A"); or
  - ii) such price to be mutually agreed upon by CNA and FHCN on good faith and best endeavours basis and based on market valuation method to be mutually agreed upon by the parties ("Call Option B") during the Call Option B period commencing from the expiry of Call Option Period A and ending on the day falling three (3) years from the date of completion of the SSA ("Call Option Period B");

Upon completion of the acquisition of the Sale Shares, the subscription of the Subscription Shares and the acquisition of the Option Shares, the Company will hold an aggregate of 66.67% equity interest in FHCN.

(v) On 18 January 2013, the Company announced that the Company had on 16 January 2013 incorporated a wholly-owned subsidiary company known as Formis Research & Development Sdn Bhd ("FRDev"). The authorised share capital of FRDev is RM100,000.00 comprising 100,000 ordinary shares of RM1.00 each of which RM2.00 comprising 2 ordinary shares of RM1.00 each has been issued and fully paid-up. FRDev is currently dormant and the intended principal activity is to carry on the business of information technology software research, product development, maintenance, systems integration distribution and other related services both locally and internationally.

Saved as disclosed above, there were no other material events announced subsequent to the end of the current financial quarter under review up to the date of this announcement.

#### Notes to the Interim Financial Report For the Third Quarter Ended 31 December 2012

### 12 Changes in the composition of the group

- (i) On 10 September 2012, the Company announced that Continuous Network Advisers Sdn Bhd ("CNA"), a wholly-owned subsidiary of the Company, entered into the following agreements:-
  - (a) an Investment Agreement ("Investment Agreement") with MYATM Sdn Bhd (formerly known as RCG Xcess Sdn Bhd) ("MYATM") and Goh Chee Chern ("GCC") to acquire 200,000 ordinary shares of RM1.00 each in the share capital of MYATM ("Sale Shares") from GCC for a total cash consideration of RM200,000.00 and to subscribe for 1,300,000 ordinary shares of RM1.00 each in the share capital of MYATM in four (4) tranches at RM1.50 per shares ("Subscription Price") for cash totaling RM1,950,000.00 ("Subscription Shares").
    - Upon completion of the acquisition of the Sale Shares and the subscription of the Subscription Shares, the Company will hold an aggregate of 60% equity interest in MYATM; and
  - (b) a Shareholders' Agreement ("Shareholders' Agreement") with MYATM, GCC and Dato' Gan Nyap Liou @ Gan Nyap Liou ("Dato' Gan") to regulate their relationships as shareholders of MYATM and the management and operation of MYATM, which will be undertaking the business of manufacturing, trading and servicing of banking equipment and related services.

On 14 September 2012, the Company announced that the acquisition of the Sale Shares and the subscription of the 1st Tranche of the Subscription Shares had been completed on 14 September 2012. On 6 November 2012, the Company announced that the subscription of the 2nd Tranche of the Subscription Shares had been completed on 6 November 2012 as mutually agreed upon by CNA and MYATM.

On 6 February 2013, the Company announced that CNA entered into a Supplemental Agreement to the Investment Agreement with MYATM and GCC ("Supplemental Agreement") for the purpose of varying certain terms of the Investment Agreement.

On 8 February 2013, the Company announced that the subscription of the 3rd and 4th Tranche of the Subscription Shares by CNA in MYATM has been completed on 8 February 2013. Accordingly, MYATM became 60.0% owned subsidiary of the Group.

- (ii) On 17 October 2012, the Company announced that CNA entered into the following agreements:-
  - (a) an Investment Agreement ("Investment Agreement") with Yakimbi Sdn Bhd ("Yakimbi"), Andrew Christopher Campbell Diamond ("AD"), Bubblegum Sdn Bhd ("Bubblegum"), Dato' Gan Nyap Liou @ Gan Nyap Liow ("Dato' Gan"), Hector William Ingram ("HI") and Tan Swee Im ("TSI") for the subscription of 1,000,000 new ordinary shares of RM1.00 each in the share capital of Yakimbi by CNA in four (4) tranches at RM3.00 per shares ("Subscription Price") for cash totaling RM3,000,000.00 ("Subscription Shares");
  - (b) a Shareholders' Agreement ("Shareholders' Agreement") with AD, Bubblegum, Dato' Gan, HI and TSI to regulate their relationships as shareholders of Yakimbi and the management and operation of Yakimbi, which will be undertaking the business of providing secure mobile collaboration and storage solutions in the cloud; and
  - (c) an Option Agreement ("Option Agreement") with Bubblegum, Dato' Gan, HI and TSI to grant the right to CNA to require the existing shareholders (other than CNA) of Yakimbi to sell 275,000 ordinary shares of RM1.00 each in Yakimbi ("Option Shares") to CNA at the option price of RM3.00 per ordinary share ("Call Option") totaling RM825,000.00 during the Call Option period in accordance with the terms and subject to the conditions set out in the Option Agreement.

Upon completion of the Subscription of the Subscription Shares and the acquisition of the Option Shares, the Company will hold an aggregate of 51% equity interest in Yakimbi.

On 5 December 2012, the Company announced that the acquisition of the Sale Shares and the subscription of the 1st Tranche of the Subscription Shares had been completed on 5 December 2012.

On 31 January 2013, the Company announced that the subscription of 116,667 ordinary shares of RM1.00 each, being partial subscription of the 2nd Tranche of the Subscription Shares by CNA in Yakimbi has been completed on even date. Accordingly, Yakimbi became 27.1% owned associate of the Group.

Saved as disclosed above, there were no other changes in the composition of the Group during the current financial quarter under review.

Corporate Guarantees granted by the following Companies during the current financial quarter under review are as follows:-

### 13 Changes in contingent liabilities or contingent assets

to leasing party for leasing facilities to a subsidiary

FHB
- to leasing party for leasing facilities to a subsidiary

Corporate Guarantees cancelled by the following Company during the current financial quarter under review is as follows:-

2,105

FHB

Saved as disclosed above, there were no other changes on contingent liabilities or contingent assets of the Group.

### 14 Capital commitments

There were no capital commitments during the current financial quarter under review.

### 1 Detailed analysis of performance

The Group recorded a revenue of RM79.5 million in the current quarter under review, an increase of approximately 23.6% from RM64.4 million in the corresponding quarter of the preceding financial year.

The Group recorded RM229.0 million of revenue in the financial period under review, an increase of approximately 8.7% from RM210.6 million in the corresponding financial period of the preceding financial year.

The detailed breakdown of revenue by business segments of the Group is as follows: -

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	THREE MONTH	THREE MONTHS ENDED 31		
	DECEM	IBER	DECEMBER	
	2012	2012 2011		2011
	RM'000	RM'000	RM'000	RM'000
Distribution	41,389	33,014	116,095	105,721
Networks	13,461	11,902	36,783	21,739
Software	1,454	3,912	5,100	12,076
Solutions	8,425	6,359	23,577	24,450
Systems	33,381	23,502	83,254	68,935
Others	732	2,564	2,197	5,306
	98,842	81,253	267,006	238,227
Less : Inter Segment Revenue	(19,315)	(16,893)	(38,041)	(27,583)
Total Group Revenue	79,527	64,360	228,965	210,644

For the Distribution segment, the increase in revenue by approximately RM8.4 million for the current quarter under review as compared to the corresponding quarter is mainly due to increase in contracts / orders secured during the current quarter under review.

The increase in revenue in Network segment of RM1.6 million for the current quarter and RM15.1 million for the current financial period is mainly due to sizeable sales contributed from a technology driven solution provider and a telco service provider during the financial quarter and period under review respectively.

The Systems segment recorded an increase in revenue in the current quarter by approximately RM9.9 million and RM14.3 million in the current financial period due to increase in billings from government sector and telco industry during the financial quarter and period under review.

The Solutions segment recorded an increase in revenue for the current quarter under review as compared to the corresponding quarter of the preceding financial year by 32.5%. This was mainly due to the award of E-Courts maintenance and support services contract for the application system in Peninsular Malaysia. However, the revenue showed a slight decrease in the current financial period mainly due to lower billing contributed by three of the subsidiaries under Solutions segment.

The detailed breakdown of profit before tax by business segments of the Group is as follows: -

THREE MONTH	IC ENIDED 21		
	THREE MONTHS ENDED 31		S ENDED 31
DECEM	DECEMBER		
2012	2012 2011		2011
RM'000	RM'000	RM'000	RM'000
335	402	3,779	4,108
4,263	2,472	6,721	4,333
(69)	(378)	250	5,078
1,049	(2,085)	910	(7,565)
(523)	739	597	914
(2,641)	(339)	(10,309)	(3,673)
2,414	811	1,948	3,195
	2012 RM'000 335 4,263 (69) 1,049 (523) (2,641)	2012     2011       RM'000     RM'000       335     402       4,263     2,472       (69)     (378)       1,049     (2,085)       (523)     739       (2,641)     (339)	2012         2011         2012           RM'000         RM'000         RM'000           335         402         3,779           4,263         2,472         6,721           (69)         (378)         250           1,049         (2,085)         910           (523)         739         597           (2,641)         (339)         (10,309)

The Group recorded a higher profit before tax of RM2.4 million in the current quarter against RM0.8 million in the corresponding quarter of the preceding financial year. The increase in profit is largely contributed by Networks due to higher revenue recorded and improved gross profit margin from the services rendered to a telco service provider. The gross profit margin has improved from RM4.5 million in the corresponding quarter of the preceding financial year to RM6.3 million in the current quarter under review.

The Solutions segment recorded a profit before tax of RM1.0 million for the current quarter under review as compared to a loss before tax of RM2.1 million in the corresponding quarter of the preceding financial year. The increase in profit is largely due to higher revenue recorded and improved gross profit margin contributed by the E-Courts maintenance and support services contract in Peninsular Malaysia during current quarter.

Under Others segment, the Group also shared a profit from associates amounting RM0.8 million in the current quarter under review. The share of profit was mainly from an associate acquired during the current financial period.

Although the Group recorded a higher profit before tax by RM1.6 million in the current quarter, the profit before tax for the current financial period is lower compared to the preceding financial year by RM1.2 million. This was mainly due to higher operating expenses incurred for corporate exercises undertaken by the Group which was categorised under Others segment.

The Software segment also contributed to lower profit before tax for the current financial period if compared to preceding year which was mainly due to lower revenue recorded in the current financial preiod of RM5.1 million compared to RM12.1 million in the preceding year.

# Additional information required by Bursa Securities Listing Requirements For the Third Quarter Ended 31 December 2012

### 2 Variation of results against preceding quarter

3 months	3 months
ended	ended
31.12.2012	30.09.2012
RM'000	RM'000
2,414	2,372

The Group recorded a slight improvement in profit before tax for the current quarter under review as compared to the preceding quarter.

# 3 Current year prospects

Profit before tax

The Group's performance for the remaining financial year is expected to be satisfactory.

## 4 Profit forecast

Not applicable.

### 5 Income tax expense

	INDIVIDUAL THREE MONTH DECEM	IS ENDED 31	CUMULATIVE PERIOD NINE MONTHS ENDED 31 DECEMBER	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Current tax expense	11111 000	11111 000	11111 000	11111 000
- Malaysian taxation	1,236	36	3,116	3,329
- Foreign taxation	6	(46)	47	204
	1,242	(10)	3,163	3,533
(Over) / under provision in prior period				
- Malaysian taxation	(86)	(63)	(76)	(63)
- Foreign taxation	-	1	(64)	56
	(86)	(62)	(140)	(7)
	1,156	(72)	3,023	3,526
Deferred taxation				
<ul> <li>origination and reversal of temporary differences</li> </ul>				
- Malaysian taxation	220	692	397	606
	1,376	620	3,420	4,132

The Group's effective tax rate for the current financial period is higher than the statutory tax rate as profits of certain subsidiaries cannot be set-off against losses of other subsidiaries for tax purposes as these subsidiaries are not able to satisfy the conditions for group relief and certain expenses were disallowed for tax deductions.

### 6 Status of corporate proposals

(i) On 26 March 2012, Diversified Gateway Solutions Berhad ("DGSB"), a 59.6% owned subsidiary of the Company, announced its proposal to undertake a Renounceable Rights Issue of up to 338,969,273 new ordinary shares of RM0.10 each in DGSB ("Rights Shares") together with up to 338,969,273 Free Detachable Warrants ("Warrants") at an issue price of RM0.10 per Rights Share on the basis of one (1) Rights Share for every four (4) existing ordinary shares of RM0.10 each held in DGSB ("DGSB Shares") together with one (1) free Warrant for every one (1) Rights Share subscribed at an entitlement date, to be determined later by the Board ("Proposed Rights Issue With Warrants").

On 6 July 2012, Bursa Securities had approved the following:

- (i) Listing of and quotation for up to 338,969,273 new DGSB Shares to be issued pursuant to the Proposed Rights Issue with Warrants;
- (ii) Admission to the Official List and the listing of and quotation for up to 338,969,273 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and
- (iii) Listing of and quotation for up to 338,969,273 new DGSB Shares to be issued pursuant to the exercise of the Warrants.

On 19 July 2012, Bank Negara Malaysia had approved the issuance of the Warrants to non-residents shareholders of DGSB.

On 13 September 2012, shareholders of DGSB have approved the Proposed Rights Issue With Warrants.

On 21 December 2012, DGSB announced that an application for extension of time of six (6) months up to 5 July 2013 to complete the Proposed Rights Issue with Warrants was submitted to Bursa Securities in which the Application has been approved by Bursa Securities on 24 December 2012.

As at the date of this report, the Proposals have yet to be completed.

- (ii) On 16 August 2012, the Company announced that the Company proposes to undertake the following:-
  - (a) proposed renounceable rights issue of up to 92,950,099 new redeemable convertible preference shares of RM0.10 each in Formis ("Rights RCPS") at an issue price of RM1.00 per Rights RCPS on the basis of one (1) Rights RCPS for every three (3) existing ordinary shares of RM1.00 each ("Shares") held in the Company, as at an entitlement date to be determined later ("Proposed Rights Issue");
  - (b) proposed alteration to the authorised Share capital of the Company ("Proposed Alteration to Authorised Capital"); and
  - (c) proposed amendments to the Memorandum and Articles of Association of the Company to facilitate the Proposed Alteration to Authorised Capital ("Proposed Amendments to M&A").

On 5 November 2012, the Company announced that the Company proposes to revise the proposals to the following:-

- (a) proposed reduction of the issued and paid-up share capital of Formis via the cancellation of RM0.50 of the par value of each existing ordinary share of RM1.00 each in Formis ("Proposed Par Value Reduction");
- (b) proposed renounceable rights issue of up to 278,850,298 new ordinary shares of RM0.50 each in the Company ("Formis Shares") ("Rights Shares") together with up to 139,425,149 free detachable warrants ("Warrants") at an issue price of RM0.50 per Rights Share on the basis of two (2) Rights Shares together with one (1) free Warrant for every two (2) existing Formis Shares held after the Proposed Par Value Reduction ("Proposed Rights Issue With Warrants"); and
- (c) proposed revised amendments to the Company's Memorandum and Articles of Association to facilitate the Proposed Par Value Reduction ("Proposed Revised Amendments to M&A").

On 3 December 2012, the Company announced that Bank Negara Malaysia had vide its letter dated 28 November 2012 (which was received on 3 December 2012) approved the issuance of the Warrants under the Proposed Rights Issue With Warrants to non-resident shareholders of the Company.

On 12 December 2012, the Company announced that Bursa Malaysia Securities Berhad ("Bursa Securities") has vide its letter dated 11 December 2012, approved the Company's listing application in respect of the Proposed Rights Issue with Warrants.

On 23 January 2013, the Company announced that shareholders of Formis had approved the abovementioned proposals.

On 31 January 2013, the Company announced that the Company had filed an application to the High Court of Malaya ("High Court") to obtain its confirmation in respect of the Proposed Par Value Reduction ("High Court Confirmation"). The sealed court order on the High Court Confirmation was granted on 20 February 2013.

As at the date of this report, the Proposed Rights Issue With Warrants has yet to be completed.

### 6 Status of corporate proposals (continued)

- (iii) On 10 September 2012, the Company announced that Continuous Network Advisers Sdn Bhd ("CNA"), a wholly-owned subsidiary of the Company, entered into the following agreements:-
  - (a) an Investment Agreement ("Investment Agreement") with MYATM Sdn Bhd (formerly known as RCG Xcess Sdn Bhd) ("MYATM") and Goh Chee Chern ("GCC") to acquire 200,000 ordinary shares of RM1.00 each in the share capital of MYATM ("Sale Shares") from GCC for a total cash consideration of RM200,000.00 and to subscribe for 1,300,000 ordinary shares of RM1.00 each in the share capital of MYATM in four (4) tranches at RM1.50 per shares ("Subscription Price") for cash totaling RM1,950,000.00 ("Subscription Shares").
    - Upon completion of the acquisition of the Sale Shares and the subscription of the Subscription Shares, the Company will hold an aggregate of 60% equity interest in MYATM; and
  - (b) a Shareholders' Agreement ("Shareholders' Agreement") with MYATM, GCC and Dato' Gan Nyap Liou @ Gan Nyap Liou ("Dato' Gan") to regulate their relationships as shareholders of MYATM and the management and operation of MYATM, which will be undertaking the business of manufacturing, trading and servicing of banking equipment and related services.
  - On 14 September 2012, the Company announced that the acquisition of the Sale Shares and the subscription of the 1st Tranche of the Subscription Shares had been completed on 14 September 2012. On 6 November 2012, the Company announced that the subscription of the 2nd Tranche of the Subscription Shares had been completed on 6 November 2012 as mutually agreed upon by CNA and MYATM.
  - On 6 February 2013, the Company announced that CNA entered into a Supplemental Agreement to the Investment Agreement with MYATM and GCC ("Supplemental Agreement") for the purpose of varying certain terms of the Investment Agreement.
  - On 8 February 2013, the Company announced that the subscription of the 3rd and 4th Tranche of the Subscription Shares by CNA in MYATM has been completed on 8 February 2013. Accordingly, MYATM became 60.0% owned subsidiary of the Group.
- (iv) On 17 October 2012, the Company announced that CNA entered into the following agreements:-
  - (a) an Investment Agreement ("Investment Agreement") with Yakimbi Sdn Bhd ("Yakimbi"), Andrew Christopher Campbell Diamond ("AD"), Bubblegum Sdn Bhd ("Bubblegum"), Dato' Gan Nyap Liou @ Gan Nyap Liow ("Dato' Gan"), Hector William Ingram ("HI") and Tan Swee Im ("TSI") for the subscription of 1,000,000 new ordinary shares of RM1.00 each in the share capital of Yakimbi by CNA in four (4) tranches at RM3.00 per shares ("Subscription Price") for cash totaling RM3,000,000.00 ("Subscription Shares").
  - (b) a Shareholders' Agreement ("Shareholders' Agreement") with AD, Bubblegum, Dato' Gan, HI and TSI to regulate their relationships as shareholders of Yakimbi and the management and operation of Yakimbi, which will be undertaking the business of providing secure mobile collaboration and storage solutions in the cloud; and
  - (c) an Option Agreement ("Option Agreement") with Bubblegum, Dato' Gan, HI and TSI to grant the right to CNA to require the existing shareholders (other than CNA) of Yakimbi to sell 275,000 ordinary shares of RM1.00 each in Yakimbi ("Option Shares") to CNA at the option price of RM3.00 per ordinary share ("Call Option") totaling RM825,000.00 during the Call Option period in accordance with the terms and subject to the conditions set out in the Option Agreement.

Upon completion of the subscription of the Subscription Shares and the acquisition of the Option Shares, the Company will hold an aggregate of 51% equity interest in Yakimbi.

On 5 December 2012, the Company announced that the acquisition of the Sale Shares and the subscription of the 1st Tranche of the Subscription Shares had been completed on 5 December 2012.

On 31 January 2013, the Company announced that the subscription of 116,667 ordinary shares of RM1.00 each, being partial subscription of the 2nd Tranche of the Subscription Shares by CNA in Yakimbi has been completed on even date. Accordingly, Yakimbi became 27.1% owned associate of the Group.

Saved as disclosed above, there were no other corporate proposals announced or outstanding as at the date of this report.

### 7 Borrowings and debts securities

The Group's bank borrowings as at 31 December 2012 are as follows:

	RM'000
Short term bank borrowings - secured - Denominated in RM - Denominated in Thai Baht	85,351 1,252
Long term bank borrowings - secured - Denominated in RM	17,053
Total borrowings	103,656

All borrowings are denominated in Ringgit Malaysia.

# Additional information required by Bursa Securities Listing Requirements For the Third Quarter Ended 31 December 2012

### 8 Realised and Unrealised Profits or Losses

The breakdown of accumulated losses of the Group as at the reporting date, into realised and unrealised profits or losses, pursuant to the directive issued by Bursa Securities on 25 March 2010 and 20 December 2010, is as follows:

Total accumulated losses of the Group: -	31.12.2012 RM'000	30.09.2012 RM'000
- Realised - Unrealised	15,742 (241)	14,932 (41)
	15,501	14,891
Less: Consolidation adjustments	(34,640)	(34,640)
Total Group accumulated losses as per consolidated financial statements	(19,139)	(19,749)

The determination of realised and unrealised profits or losses is based on the Guidance on 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 Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits or losses above, is solely for compliance on the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

### 9 Changes in material litigation

Please refer to the Summary of Material Litigation attached for further details.

### 10 Dividends

No dividends have been recommended during the financial guarter under review.

### 11 Earnings / (Loss) per ordinary share

### (a) Basic earnings / (loss) per ordinary share

Basic earnings / (loss) per ordinary share for the financial period under review is calculated based on the Group's profit / (loss) after tax and minority interests divided by the weighted average ("WA") number of ordinary shares in issue during the financial period.

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 DECEMBER		CUMULATIVE PERIOD NINE MONTHS ENDED 31 DECEMBER	
	2012	2011	2012	2011
Profit / (loss) after tax and minority interests (RM'000) WA number of ordinary shares in issue ('000)	67 185,901	627 185,901	(2,530) 185,901	8,212 185,901
Basic earnings / (loss) per ordinary share (sen)	0.04	0.34	(1.36)	4.42

## (b) Fully diluted earnings per ordinary share

No diluted earnings per share is presented for the financial period under review as the computation based on the outstanding warrants would have an anti-dilutive effect.

## 12 Profit before tax

nt before tax	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 DECEMBER		CUMULATIVE PERIOD NINE MONTHS ENDED 31 DECEMBER	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Profit before tax is arrived at after charging: -	AWI 000	NW 000	NW 000	NW 000
Amortisation of MUNIF transaction cost	32	40	93	119
Bad debts written off	-	170	-	329
Depreciation and amortisation	628	501	1,717	1,643
Impairment losses on:			-,	1,010
- trade receivables	(437)	754	338	3,183
- other receivables	2	-	2	-
- software development	<u>-</u>	305	_	305
Interest expenses	1,397	1,672	4,438	4,124
Inventories written off	21	-	21	117
Loss on disposal of:				
- property, plant and equipment	-	86	110	177
- other investments	-	-	565	15
Net loss on fair value adjustment on other investments	_	_	-	389
Property, plant and equipment written off	7	4	71	285
Realised loss on foreign currency transactions	-	-	174	181
Share of results of associates	_	718	971	588
Unrealised loss on foreign currency translation	37	399	297	226
And crediting: -				
Bad debts recovered	39	_	39	-
Dividend income	3	6	10	11
Gain on disposal of :				
- property, plant and equipment	-	1	1	2
- other investments	-	-	13	45
Interest income	250	476	984	1,395
Net gain on fair value adjustment on other investments	65	560	107	-
Reversal of impairment losses on:				
- trade receivables	290	541	620	2,357
Realised gain on foreign currency transactions	162	63	649	844
Share of results of associates	754	-	-	-
Unrealised gain on foreign currency translation		<u>-</u>	275	288

# FORMIS RESOURCES BERHAD (530701-T)

# SUMMARY OF STATUS OF MATERIAL LITIGATIONS AS AT 22 FEBRUARY 2013

## A. MATERIAL LITIGATION AGAINST THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
1	Kuala Lumpur High Court Civil Suit No. 22NCVC-439-04/2012 Risk Management and Safety Systems Pty Ltd vs. 1. Formis Resources Berhad ("FRB"); 2. Chan Ngow; 3. Tan Sri Megat Najmuddin bin Datuk Seri Dr Haji Megat Khas; 4. Dato' Mah Siew Kwok; 5. Datuk Rahim bin Baba; 6. Dato' Hairuddin bin Mohamed; 7. Ahmad bin Khalid; 8. Dato' Thong Kok Khee; 9. Dato' Gan Nyap Liou @ Gan Nyap Liow; 10. Au Yong Kam Weng; 11. Mah Xian-Zhen; 12. Formis Bass Software Sdn Bhd; and 13. Bioserasi Sdn Bhd ("the Defendants"). (collectively, "the Defendants")	Civil Suit No. 22NCVC-439- 04/2012	Court	The Plaintiff has filed an application to amend its statement of claim which was allowed on 14th December 2012. Subsequently, FRB filed its amended defence on 2nd January 2013.  The hearing of the striking out applications filed by the 2nd, 5th, 12th and 13th Defendants (to strike out the Plaintiff's claim) was heard on 30th January 2013 and the learned Judge reserved his decision to 26th February 2013. In the meantime, the 12th Defendant (Formis Bass Software Sdn Bhd) was wound up in separate proceedings and therefore, the trial dates initially fixed on 18 February 2013 and 19 February 2013 have been vacated pending the outcome of the Plaintiff's application for leave to proceed with its present claim against the 12th Defendant. The matter has been fixed for further case management on 26th February 2013. The trial dates on 20th, 21st and 22nd May 2013 still remain.

# B. MATERIAL LITIGATION FOR THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
1	ISS Consulting (M) Sdn Bhd ("ISS (M)") v TSH Resources Berhad			The Parties have requested for additional time to comply with the pre-hearing directions and thus, the hearing dates for the arbitration initially fixed on 29, 30 and 31 January 2013 have been vacated. The Parties are in the midst of complying with pre-hearing directions and new hearing dates have not been fixed yet.
2	Formis Automation Sdn Bhd ("FASB") vs. Lingkaran Teknik Sdn Bhd ("LTSB")		Regional Centre for Arbitration	LTSB purported to serve its Amended Defence and Counterclaim on 8 February 2013. However, FASB will be challenging the proposed amendments as FASB is of the view that the proposed amendments were not made in accordance with the Arbitrator's directions.  In the meantime, Progress Claim 24 for the approved sum of RM313,168.46 was paid by Perbadanan Putrajaya (PPJ) on or about 22nd November 2012. To date LTSB has not deposited the said sum into the joint account. As such FASB has filed another committal application in the High Court of Kuala Lumpur on 15th January 2013 (due to LTSB's failure to comply with the high court order dated 13th January 2012 which requires that all payments made by PPJ to LTSB in respect of the project is to be deposited by LTSB into the joint account between FASB and LTSB pending the disposal of the arbitration proceedings). The committal application has been fixed for hearing on 28th February 2013.