

FSBM HOLDINGS BERHAD
Company No.: 115609-U

**INTERIM FINANCIAL STATEMENTS FOR THE FIRST QUARTER
ENDED 31 MARCH 2010**

Condensed Consolidated Income Statements

For the Three-Month Period Ended 31 March 2010

	3 months ended		3 months ended	
	31.3.2010	31.3.2009	31.3.2010	31.3.2009
	RM'000	RM'000	RM'000	RM'000
Revenue	3,577	7,826	3,577	7,826
Cost of sales	(2,130)	(5,572)	(2,130)	(5,572)
Gross Profit	1,447	2,254	1,447	2,254
Other income	451	1,780	451	1,780
Administrative expense	(1,384)	(1,786)	(1,384)	(1,786)
Selling and marketing expenses	(162)	(308)	(162)	(308)
Other expenses	(865)	(1,759)	(865)	(1,759)
Operating loss	(513)	181	(513)	181
Finance costs	(522)	(767)	(522)	(767)
Loss before tax	(1,035)	(586)	(1,035)	(586)
Income tax expense	(66)	(107)	(66)	(107)
Loss for the period	(1,101)	(693)	(1,101)	(693)
Attributable to:				
Equity holders of the parent	(1,101)	(693)	(1,101)	(693)
Minority Interest	-	-	-	-
	(1,101)	(693)	(1,101)	(693)
Earnings per share attributable to equity holders of the parent: (sen)				
- basic	(2.05)	(1.29)	(2.05)	(1.29)
- diluted	(2.05)	(1.29)	(2.05)	(1.29)

The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Balance Sheet

As at 31 March 2010

	As at 31.3.2010 RM'000	As at 31.12.2009 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	2,027	2,101
Investment properties	2,548	2,535
Intangible assets	4,206	4,165
Other investments	435	435
Available-for-sale financial asset	2,186	2,174
	<u>11,402</u>	<u>11,410</u>
Current assets		
Inventories	19,447	19,447
Trade and other receivables	37,871	37,728
Financial asset held for trading	79	212
Tax recoverable	36	219
Deposits with licensed banks	81	326
Cash and bank balance	1,052	1,199
	<u>58,566</u>	<u>59,131</u>
Non-current asset held for sale	54,000	54,000
	<u>112,566</u>	<u>113,131</u>
TOTAL ASSETS	<u>123,968</u>	<u>124,541</u>
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	54,833	54,833
Share premium	8,454	8,454
Treasury shares	(712)	(712)
Other reserves	650	235
Retained earnings	(769)	288
Shareholders' equity	<u>62,456</u>	<u>63,098</u>
Minority interest	-	-
Total equity	<u>62,456</u>	<u>63,098</u>
Non-current liabilities		
Borrowings	6,698	7,539
Deferred taxation	3,164	3,164
	<u>9,862</u>	<u>10,703</u>
Current liabilities		
Borrowings	38,484	37,651
Trade and other payables	13,166	13,089
	<u>51,650</u>	<u>50,740</u>
Total liabilities	<u>61,512</u>	<u>61,443</u>
TOTAL EQUITY AND LIABILITIES	<u>123,968</u>	<u>124,541</u>

The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Statement of Changes in Equity

For the Three-Month Period Ended 31 March 2010

	Attributable to Equity Holders of the Parent						Minority Interest	Total Equity	
	Non-Distributable			Distributable					
	Share Capital	Share Premium	Treasury shares	Fair value reserve	Exchange difference	Retained earnings			Sub Total
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
As at 1 January 2010									
- as previously stated	54,833	8,454	(712)	-	235	288	63,098	-	63,098
- effects of adopting FRS 139	-	-	-	753	-	44	797	-	797
Balance as at 1 January 2010 restated	54,833	8,454	(712)	753	235	332	63,895	-	63,895
Currency translation differences	-	-	-	-	275	-	275	-	275
Fair value changes	-	-	-	(613)	-	-	(613)	-	(613)
Loss for the period	-	-	-	-	-	(1,101)	(1,101)	-	(1,101)
At 31 March 2010	54,833	8,454	(712)	140	510	(769)	62,456	-	62,456
At 1 January 2009	54,833	8,454	(712)	-	302	13,282	76,159	-	76,159
Currency translation differences	-	-	-	-	(279)	-	(279)	-	(279)
Loss for the period	-	-	-	-	-	(693)	(693)	-	(693)
At 31 March 2009	54,833	8,454	(712)	-	23	12,589	75,187	-	75,187

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Cash Flow Statement

For the Three-Month Period Ended 31 March 2010

	3 months ended	
	31.3.2010	31.3.2009
	RM'000	RM'000
Loss before tax	(1,035)	(586)
Adjustments for : -		
Non-cash items	503	(102)
Non-operating items	(13)	301
Operating loss before changes in working capital	(545)	(387)
Changes in working capital		
Net change in current assets	388	6,445
Net change in current liabilities	(198)	(2,256)
Cash (used in)/generated from operations	(355)	3,802
Tax paid	(53)	(27)
Tax refunded	169	-
Interest paid	(244)	(653)
Net cash (used in)/generated from operating activities	(483)	3,122
Cash flows from investing Activities		
Purchase of property, plant & equipment	(94)	(32)
Purchase of development assets	(200)	(8)
Subsequent expenditure of investment properties	(13)	-
Proceed from disposal of property, plant & equipment	-	24
Proceed from disposal of other investments	268	39
Interest received	-	8
Net cash (used in)/generated from investing activities	(39)	31
Cash flows from financing activities		
Drawdown of bank borrowings	12,512	11,344
Repayment of bank borrowings	(8,760)	(14,166)
Net cash generated from/(used in) financing activities	3,752	(2,822)
Net Increase in Cash & Cash Equivalents	3,230	331
Effects of Exchange Rate Changes	139	88
Cash & Cash Equivalents at beginning of financial period	(2,734)	2,658
Cash & Cash Equivalents at end of financial period	635	3,077
	As at	As at
	31.3.2010	31.3.2009
	RM'000	RM'000
Deposits with licensed banks	81	1,280
Cash and bank balances	1,052	2,251
Bank overdrafts (included within short term borrowings in Note 21)	(498)	(454)
	635	3,077

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial statements.

Notes to Interim Financial Statements for the Period Ended 31 March 2010

1. Basis Of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2009.

2. Changes in Accounting Policies

The accounting policies and methods of computation adopted by the Group in this interim financial statements are consistent with those adopted in the financial statements for the year ended 31 December 2009 except for adoption of the following new and revised FRSS, IC Interpretations and Amendments to FRSS and IC Interpretations which are applicable to its financial statements.

FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segments
FRS 101	Presentation of Financial Statements (revised)
FRS 123	Borrowing Costs (revised)
FRS 139	Financial Instruments: Recognition and Measurement
Amendments to FRS 1	First-time Adoption of Financial Reporting Standards
Amendments to FRS 2	Share-based Payment: Vesting Conditions and Cancellations
Amendments to FRS 7	Financial Instruments: Disclosures
Amendments to FRS 127	Consolidation and Separate Financial Statements : Costs of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 132	Classification of Rights Issues and the Transitional Provision in Relation to Compound Instruments
Amendments to FRS 139	Financial Instruments: Recognition and Measurement - Reclassification of Financial Assets - Collective Assessment of Impairment for Banking Institutions
Improvements to FRSS (2009)	
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11, FRS 2	Group and Treasury Share Transactions
IC Interpretation 14, FRS 119	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction

FRS 7: Financial Instruments: Disclosures

Prior to the adoption of FRS 7, the disclosures of financial instruments were based on the requirements of the original FRS 132: Financial Instruments: Disclosures and Presentation. This standard requires disclosure on the nature and extent of risks arising from financial instrument which includes qualitative disclosure. The Group applied this standard prospectively in accordance with the transitional provision. This standard only affects the form and content of the disclosure in the Groups financial statements.

FRS 8: Operating Segments

FRS 8 replaces FRS 114²⁰⁰⁴ Segment Reporting and requires a “management approach”, under which segment information is presented on the same basis as that used for internal reporting purposes that are regularly reviewed by the Group’s chief operating decision maker. The Group presents its segment information based on its geographical segments, which is also the basis of presenting its internal management reports. The basis of measurement of operating results, segment assets and segment liabilities are the same as the basis of measurement for external reporting.

2. Changes in Accounting Policies (Cont'd)

Revised FRS 101 (2009) Presentation of Financial Statements

The revised FRS 101 requires Statement of Changes in Equity to include only transaction with owners, and all non-owner changes (i.e. other comprehensive income) are presented in a separate statement. This standard also introduces Statement of Comprehensive Income which presents all items of income and expense recognized in profit or loss and all other items of income and expensed recognized directly in equity, either in one single statement or two linked statements. The Group is currently evaluating the format to adopt. This revised FRS does not have any impact on the financial position and results of the Group.

FRS 139: Financial Instruments: Recognition and Measurement

FRS 139 prescribes the principles for recognizing, derecognizing and measuring financial assets, financial liabilities, including all derivatives and certain embedded derivatives. The Group has applied this standard prospectively on 1 January 2010 in accordance with the transitional provision. The effects arising from the adoption of this standard has been accounted for by adjusting the opening balance of retained earnings as at 1 January 2010. The comparative figures have not been restated.

Prior to 1 January 2010, the Group classified its investment in quoted securities (both at overseas and in Malaysia) which were held for trading purposes as other investments in current assets. Such investments were carried at cost less allowance for diminution in value. Upon adoption of FRS 139, the investment in oversea were designated at 1 January 2010 as available-for-sale financial assets and accordingly are stated at their fair values as at that date at RM2,927,000. As at 1 January 2010, an impairment loss of RM43,000 was recognized for investments in quoted shares in Malaysia, which is now designated as financial assets held for trading, as an adjustment to the opening balance of retained earnings.

The following are the effects arising from the changes in the accounting policies as at 1 January 2010 upon the first application of FRM 139:

	As Previously Stated RM'000	Effect of FRS 139 RM'000	As Restated RM'000
Condensed Statement of Financial Position			
Non-current assets			
Available-for-sale financial asset	-	2,927	2,927
Current assets			
Other investments	2,386	(2,386)	-
Financial assets held for trading	-	255	255
Equity			
Fair value reserve	-	753	753
Retained earnings	288	44	332

The Group has not applied in advance the following new and revised FRSs, Amendments to FRSs and IC Interpretations that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial year:

2. Changes in Accounting Policies (Cont'd)

FRSs/IC Interpretations	Effective date
Revised FRS 1 (2010) First-time Adoption of Financial Reporting Standard	1 July 2010
Revised FRS 3 (2010) Business Combinations	1 July 2010
Revised FRS 127 (2010) Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 2: Scope of FRS 2 and Revised FRS 3 (2010)	1 July 2010
Amendments to FRS 5: Plan to Sell the Controlling Interest in a Subsidiary	1 July 2010
Amendments to FRS 138: Consequential Amendments Arising from Revised FRS 3 (2010)	1 July 2010
IC Interpretation 12 Service Concession Arrangements	1 July 2010
IC Interpretation 15 Agreements for the Construction of Real Estate	1 July 2010
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17 Distributions of Non-cash Assets to Owners	1 July 2010
Amendments to IC Interpretation 9: Scope of IC Interpretation 9 and Revised FRS 3 (2010)	1 July 2010

3. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2009 was not subject to any qualification.

4. Segmental Information

	3 months ended		3 months ended	
	31.3.2010	31.3.2009	31.3.2010	31.3.2009
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
Solution	2,357	5,794	2,357	5,794
Communication & Multimedia	170	982	170	982
Education	-	-	-	-
Investment Holdings & Others	1,072	1,084	1,072	1,084
Total revenue including inter-segment sales	3,599	7,860	3,599	7,860
Elimination of inter-segment sales	(22)	(34)	(22)	(34)
Total	3,577	7,826	3,577	7,826
Segment Results				
Solution	(103)	831	(103)	831
Communication & Multimedia	(724)	(825)	(724)	(825)
Education	(35)	(88)	(35)	(88)
Investment Holdings & Others	316	265	316	265
	(546)	183	(546)	183
Elimination	33	(2)	33	(2)
Total	(513)	181	(513)	181

5. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the financial period under review because of their nature, size, or incidence except for the reclassification of investments mentioned in note 2 above.

6. Changes in Estimates

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

7. Comments about Seasonal or Cyclical Factors

Overall, the business operations of the Group were not affected by any seasonal or cyclical factors.

8. Dividends Paid

No dividend was paid during the quarter under review.

9. Debt and Equity Securities

There were no issuance, cancellations, repurchases, resale and repayments of debts and equity securities during the quarter under review.

10. Share buybacks

In the financial year ended 31 December 2008, the Company purchased 1,090,700 of its own ordinary shares from the open market. All the shares purchased were retained as treasury shares and none of the treasury shares held were resold nor cancelled by the Company. As at 31 December 2009, the total number of treasury shares was 1,090,700 ordinary shares. Subsequent to 31 December 2008, the Company did not purchase any further shares from the open market.

11. Changes in Composition of the Group

The changes in the composition of the Company and of the Group for the current quarter and up to the date of issue of this report were as follows:

- (a) On 2 April 2010, the Company disposed its entire shareholdings in Unos Sdn Bhd (“UNOSSB”) consisting of 100 ordinary shares of RM1.00 each, to its 55% owned subsidiary, Asialink Technology Development Limited (ASIALINK HK”) for a total cash consideration of RM100.00.

12. Changes in Contingent Liabilities or Contingent Assets

There were no changes in other contingent liabilities or contingent assets since the last annual balance sheet as at 31 December 2009.

13. Subsequent Events

There were no material events subsequent to the end of the current quarter except for the legal proceedings initiated against Technitium Sdn Bhd (the Mandated Related Party) for the recovery of a debt of RM 8,563,213 and FSBM CTech Sdn Bhd, a wholly owned subsidiary of the Company, has also initiated legal proceedings against Technitium Sdn Bhd for the recovery of a debt of RM 32,409,435.

14. Performance Review (Q1 2010 : Q1 2009)

The revenue of the Group showed lower revenue of RM 3.577 million for the 1st quarter of 2010 compared to the revenue of the 1st quarter of 2009 of RM 7.826 million. These resulted from lower sales in both the Solution and the Communications and Multimedia Divisions. As a result, the Group has reported a loss before tax of RM 1.035 million for the current quarter compared to a loss before tax of RM 0.586 million for the 1st quarter of the previous year.

15. Comment on Material Change in Profit Before Taxation (Q1 2010 : Q4 2009)

Revenue for the 1st quarter of RM 3.577 million is lower than that reported in the previous 4th quarter of RM 5.485 million.

The net loss before tax for the current quarter of RM 1.035 million is lower than the loss before tax reported in the previous quarter of RM9.199 million as the previous quarter's results were accompanied by the provision for doubtful debts of RM 13.41 million and the gain in revaluation of RM 4.829 million.

16. Commentary on Prospects

We are aggressively promoting UNOS Mobile Financial Service in the region following the successful launch of the solution for a local Malaysian bank. Responses from Indonesian banks are very encouraging and we expect to secure the first customer there in the near future. In addition, the UNOS mobile technology can be applied in many other areas. Pilots are being conducted to showcase the application of UNOS in the transport, security and healthcare industries.

We have recently completed a one-month evaluation by the Ministry of Education of our English and Bahasa Malaysia learning courseware for use in language labs in schools. The feedback is positive and we hope to be selected as one of the vendors in the implementation of the Ministry of Education's "MBMMBI - Memartabatkan Bahasa Malaysia, Memperkukuhkan Bahasa Inggeris (Upholding Bahasa Malaysia, Strengthening English)" program.

We have also presented some of our solutions for public health management, which includes the management of infectious diseases and non-communicable diseases, to the District Health Offices and the State Health Departments. By coupling the systems with UNOS mobile technology, we are also able to provide the authorities with real-time capabilities in the fight against diseases. The Group hopes to be able to secure a nationwide rollout following a pilot programme with one of the local city council.

Proposals for some large-scale enterprise systems have also been submitted to various ministries in response to RFPs issued. This includes systems for emergency response, systems for the profiling of imports and foods, netbooks for the disadvantaged communities and value-added applications for vehicle membership systems. We hope to be able to secure some of these initiatives this year.

17. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax and minority interest and forecast profit after tax and minority interest and for the shortfall in profit guarantee are not applicable.

18. Income Tax Expense

Taxation comprises:

	3 months ended		3 months ended	
	31.3.2010	31.3.2009	31.3.2010	31.3.2009
	RM'000	RM'000	RM'000	RM'000
Taxation				
- Current	66	107	66	107
- (Over)/under provision in prior year	-	-	-	-
Deferred taxation	-	-	-	-
Total income tax expense	<u>66</u>	<u>107</u>	<u>66</u>	<u>107</u>

The effective tax rate of the Group for the current quarter was higher than the statutory tax rate principally due to the losses of certain subsidiaries which can not be set off against taxable profits made by other subsidiaries, and certain expenses which are not deductible for tax purposes.

19. Sales of Unquoted Investment and Properties

There were no sales of properties and unquoted investments for the financial period under review.

20. Quoted Securities

The details of investments in quoted shares as at 31 March 2010 as set out below: -

	As at 31.3.2010 RM'000	As at 31.12.2009 RM'000
In Malaysia		
At book value	79	212
At market value	79	237
	<u>79</u>	<u>237</u>
Outside Malaysia		
At book value	2,186	2,174
At market value	2,186	2,711
	<u>2,186</u>	<u>2,711</u>

21. Corporate Proposals

We have no corporate proposal announced but not yet completed at the date of this report.

22. Borrowings

	RM'000	RM'000
Short Term Borrowings		
Secured	22,100	21,267
Unsecured	16,384	16,384
	<u>38,484</u>	<u>37,651</u>
Long Term Borrowings		
Secured	6,698	7,539
	<u>45,182</u>	<u>45,190</u>

23. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at 31 March 2010.

24. Dividend Payable

No interim ordinary dividend has been declared for the financial period under review.

25. Earning Per Shares

(a) Basic

The basic earning per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period, excluding treasury shares held by the Company.

	3 months ended		3 months ended	
	31.3.2010	31.3.2009	31.3.2010	31.3.2009
Group's loss attributable to ordinary shareholders (RM)	(1,101,000)	(693,000)	(1,101,000)	(693,000)
Weighted average number of ordinary shares in issue, excluding treasury shares	53,742,300	53,742,300	53,742,300	53,742,300
Basic deficit per share (sen)	(2.05)	(1.29)	(2.05)	(1.29)

(b) Diluted

The Group does not have in issue any financial instrument or other contract that may entitle its holder to ordinary shares and therefore, dilution to its basic earnings per share.

26. Authorization for Issue

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the directors on 26 May 2010.