

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 30 JUNE 2012 (unaudited)

	Individual Period		Cumula	Cumulative Period		
	Current Preceding Year Quarter Corresponding Quarter		Current Preceding Year To Correspondin Date Quarter			
	30/06/12 RM'000	30/06/11 RM'000	30/06/12 RM'000	30/06/11 RM'000		
Revenue	415	4,799	6,081	5,850		
Cost of sales	(274)	(4,335)	(5,758)	(5,251)		
Gross profit	141	464	323	599		
Other income	55	686	94	698		
Administrative expenses	(2,598)	(1,417)	(3,790)	(2,624)		
Selling and marketing expenses	22	(99)	(12)	(136)		
Other expenses	(428)	(640)	(1,713)	(1,773)		
Operating loss	(2,808)	(1,006)	(5,098)	(3,236)		
Finance costs	(12)	(448)	(61)	(1,235)		
Loss before tax	(2,820)	(1,454)	(5,159)	(4,471)		
Income tax expense	-	-	-	-		
Loss for the period	(2,820)	(1,454)	(5,159)	(4,471)		



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 30 JUNE 2012 (unaudited) (CONTD.)

	Individ Current	lual Period Preceding Year	Cumulative Period Current Preceding Year		
	Quarter Corresponding Quarter		Year To Date	Corresponding Quarter	
	30/06/12 RM'000	30/06/11 RM'000	30/06/12 RM'000	30/06/11 RM'000	
Other comprehensive income					
Foreign currencies	(0.0)	(4.0)	(10)	(010)	
translation	(22)	(18)	(10)	(213)	
Fair value changes	-	427	-	427	
Other comprehensive income, net of tax	(22)	(409)	(10)	(214)	
	(22)	(107)	(10)	(211)	
Total comprehensive loss	(2,798)	(1,045)	(5,169)	(4,257)	
Loss attributable to: Equity holders of the parent Non-controlling interests	(2,820)	(1,454) -	(5,159)	(4,471)	
	(2,820)	(1,454)	(5,159)	(4,471)	
Total comprehensive loss attributable to: Equity holders of the parent Non-controlling interests	(2,798) - (2,798)	(1,045) - (1,045)	(5,169) - (5,169)	(4,257) - (4,257)	
Loss per share attributable to equity holders of the parent: (cent per share)		0.74	7.04		
- basic	3.01	2.71	7.36	8.32	
- diluted	3.01	2,71	7.36	8.32	



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012 (unaudited)

	30/06/12	31/12/11
	RM'000	RM'000
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	563	635
Investment properties	950	950
Intangible assets	2,644	2,877
Other investments	485	560
	4,642	5,022
Current assets		
Inventories	6,400	6,400
Trade and other receivables	20,792	21,811
Other current assets	1,605	20
Marketable securities	394	394
Deposits with licensed banks	3,602	-
Cash and bank balances	5,762	1,222
	38,555	29,847
Non-current assets classified as held for sale	150	150
TOTAL ASSETS	43,347	35,019
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EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	35,797	54,833
Share premium	-	8,454
Treasury shares	(712)	(712)
Other reserves	3,614	78
Accumulated losses	(4,165)	(42,134)
Shareholders' funds	34,534	20,519
Total equity	34,534	20,519



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012 (unaudited) (CONTD.)

	30/06/12 RM'000 (Unaudited)	31/12/11 RM'000 (Audited)
Current liabilities	0.7	- 4/4
Borrowings	27	5,164
Trade and other payables	8,780	9,326
Other current liabilities	6	-
Provision for tax		10
	8,813	14,500
Total liabilities	8,813	14,500
TOTAL EQUITY AND LIABILITIES	43,347	35,019
Net Assets Per Share (RM/share)	0.29	0.38



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 JUNE 2012 (unaudited)

I------- Attributable to Equity Holders of the Parent Company --------I
I------- Non-distributable ------- Distributable

	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Fair Value Reserves RM'000	Other Reserves RM'000	Retained Earnings/ (Accumulated Losses) RM'000	Equity Attributable To Equity Holders of the Parent Company RM'000	Non- Controlling Interest RM'000	Total Equity RM'000
As at 1 January 2012	54,833	8,454	(712)	-	78	(42,134)	20,519	-	20,519
Currency translation differences Effect of capital reduction	-	-	-	-	(10)	-	(10)	-	(10)
exercise Expenses incurred in relation to	(38,383)	(8,291)	-	-	-	46,674	-	-	-
rights issue with warrants Increase in share capital via	-	(163)	-	-	-	-	(163)	-	(163)
private placement Increase in share capital via	1,612	-	-	-	-	-	1,612	-	1,612
rights issue	17,735	-	-	-	-	-	17,735	-	17,735
Issuance of warrants	-	-	-	-	3,546	(3,546)	-	-	-
Loss for the period		-	-	-	-	(5,159)	(5,159)	_	(5,159)
As at 30 June 2012	35,797		(712)		3,614	(4,165)	34,534		34,534
As at 1 January 2011	54,833	8,454	(712)	-	514	(24,551)	38,538	-	38,538
Currency translation differences	-	-	-	-	(213)	-	(213)	-	(213)
Fair value changes	-	-	-	427	-	-	427	-	427
Loss for the period		-	-	-	-	(4,471)	(4,471)	-	(4,471)
As at 30 June 2011	54,833	8,454	(712)	427	301	(29,022)	34,281	-	34,281



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE QUARTER ENDED 30 JUNE 2012 (unaudited)

	30/06/12 RM'000	30/06/11 RM'000
Cash flows from operating activities		
Loss before tax	(5,159)	(4,471)
Adjustments for:		
Amortisation of intangible assets	193	221
Depreciation	135	115
(Gain)/loss on disposal of property, plant and equipment	(24)	152
Interest expense	(24) 61	1,205
Interest income	(28)	(280)
Unrealised foreign exchange (gain)/loss	(4)	257
Operating loss before working capital changes	(4,826)	(2,801)
Changes in working capital		
Changes in working capital Net change in trade & other receivables	(491)	(11,534)
Net change in trade & other payables	4,260	661
- The change in trade a other payables	1,200	
Cash used in operations	(1,057)	(13,674)
Tax paid	(10)	(102)
Tax refunded	-	51
Interest paid	(61)	(1,205)
Net cash used in operating activities	(1,128)	(14,930)
Cook flows from investing activities		
Cash flows from investing activities Interest received	28	280
Purchase of property, plant and equipment	(63)	(40)
Proceeds from disposal of property, plant and	24	2
equipment	21	_
Proceeds from disposal of investment properties	-	800
Proceeds from disposal of non-current assets classified as held for sale	-	51,720
Net cash (used in)/generated from investing		
activities	(11)	52,762



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR QUARTER ENDED 30 JUNE 2012 (unaudited) (CONTD.)

	30/06/12 RM'000	30/06/11 RM'000
Cash flows from financing activities Expenses incurred in relation to rights issue with		
warrants	(163)	-
Proceeds from issuance of shares	14,547	-
Repayment of loan and borrowings	(4,328)	(32,535)
Net cash generated from/(used in) financing		
activities	10,056	(32,535)
Net decrease in cash and cash equivalents	8,917	5,297
Effect of exchange rate changes	34	214
Cash and cash equivalents at beginning of financial period	413	446
Cash and cash equivalents at end of financial	0.0/4	F 0F7
period	9,364	5,957
Deposits with licensed banks	3,602	4,500
Cash and bank balances	5,762	1,457
	9,364	5,957



1. Corporate Information

FSBM Holdings Berhad is a public limited liability company incorporated and domiciled in Malaysia, and is listed on Bursa Malaysia Securities Berhad ("BMSB")

These condensed consolidated financial statements were approved by the Board of Directors on 29 August 2012.

2. Basis of Preparation

The condensed consolidated interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standard (MRFS) 134: Interim Financial Reporting issued by the Malaysian Accounting Standard Board ("MASB") and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board (IASB). For the periods up to and including the year ended 31 December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards ("FRS")

These condensed consolidated interim financial statements are the Group's first MFRS condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS annual financial statements for year ending 31 December 2012. MFRS 1: First Time Adoption of Malaysian Financial Reporting Standards ("MFRS 1") has been applied.

The condensed consolidated interim financial statements should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2011 and the explanatory notes attached to the condensed consolidated interim financial statements which provide an explanation on events and transactions that are significant for the understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2011.

3. Significant Accounting Policies

The accounting policies and methods of computation adopted in this condensed consolidated interim financial statements are consistent with those of the audited financial statements for the financial year ended 31 December 2011.



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

MFRSs, Amendments to MFRSs and Interpretations	Effective date
MFRS 10 Consolidated Financial Statements	1 January 2013
MFRS 11 Joint Arrangements	1 January 2013
MFRS 12 Disclosure of Interests in Other Entities	1 January 2013
MFRS 13 Fair Value Measurement	1 January 2013
MFRS 119 Employee Benefits	1 January 2013
MFRS 127 Separate Financial Statements	1 January 2013
MFRS 128 Investment in Associates and Joint Ventures	1 January 2013
MFRS 9 Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1 January 2015
Amendments to MFRS 101: Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to MFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Interpretation 20: Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

The initial adoption of the above applicable MFRSs (and its consequential amendments) and IC Interpretation, is expected to have no material impact on the interim financial statements of the Group.

4. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the preceding financial statements for the financial year ended 31 December 2011 was not qualified.



5. Seasonal or Cyclical Factors

The business operations of the Group during the financial period under review have not been materially affected by any significant seasonal or cyclical factors.

6. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flow

There were no unusual items materially affecting the assets, liabilities, equity, net income or cash flow of the Group during the financial period.

7. Material Changes in Estimates

There were no material changes in estimates that have had any material effect on results of the financial period under review.

8. Issuances and Repayment of Debt and Equity

During the financial period under review, the Company issued 5,374,230 ordinary shares of RM0.30 each via a private placement. Subsequently, the Company issued 59,116,530 ordinary shares of RM0.30 each pursuant to a rights issue together with 59,116,530 free detachable warrants.

Other than the above, there were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the financial period under review.

9. Dividend Paid

There were no dividends paid during the financial period under review.



10. Segment Reporting

Segmental information for the financial period under review is presented in respect of the Group's business segment, as follows:

	Individu	ual Period	Cumulative Period			
		Preceding		Preceding		
	_	Year	Current	Year		
	Current	Corresponding	Year To	Corresponding		
	Quarter 30/06/12	Quarter 30/06/11	Date	Quarter 30/06/11		
	RM'000	RM'000	30/06/12 RM'000	RM'000		
Segment Revenue						
Solutions	40	4,080	5,336	4,116		
Communication &						
Multimedia	304	430	514	430		
Education	-	-	-	-		
Investment Holdings &	71	200	221	1 204		
Others	71	289	231	1,304		
Total Revenue	415	4,799	6,081	5,850		
Including Inter-						
Segment Sales						
Elimination of Inter-						
Segment Sales	-	-	-	-		
Total Segment						
Revenue	415	4,799	6,081	5,850		
Segment Results						
Solutions	(1,100)	226	(1,398)	(1,109)		
Communication &	(135)	(283)	(758)	(847)		
Multimedia	, ,	, ,	, ,	, ,		
Education	(33)	(30)	(54)	(58)		
Investment Holdings &						
Others	(1,540)	(919)	(2,888)	(1,222)		
	(2,808)	(1,006)	(5,098)	(3,236)		
Elimination	-	- -	-	-		
Operating loss	(2,808)	(1,006)	(5,098)	(3,236)		



11. Valuation of Property, Plant and Equipment

There was no valuation of property, plant and equipment during the quarter under review.

12. Subsequent Material Events

There were no material events subsequent to the end of the current reporting quarter other than as disclosed in Part B: Explanatory Notes Pursuant To MRFS 134, Note 7. Status of Utilization of Proceeds Raised from Private Placement and Rights Issue and Note 9. Changes in Material Litigation below.

13. Changes in the Composition of the Group

There were no changes in the composition of the Group during the financial quarter ended 30 June 2011.

14. Changes in Contingent Liabilities and Contingent Assets

There were no material changes in contingent liabilities and contingent assets except as disclosed in the Note 31 Contingent Liabilities of the audited financial statements of the Group for the year ended 31 December 2011.

15. Capital Commitments

There are no material capital commitments as at the date of this report.



1. Review of Performance (Q2 2012 v Q2 2011)

The Group's revenue for the second quarter of 2012 was RM0.415 million compared to RM4.799 million in the second quarter of 2011. The Group reported a loss before tax of RM2.820 million compared to a loss before tax of RM1.454 million in the same quarter of the previous year.

The main revenue contribution for the current quarter came from the Communication and Multimedia segment whereas in preceding year corresponding quarter, the main revenue contribution came from our Systems and Solutions division in the sale of computer hardware. Under the Communication division, we are continuing to secure new projects under our UNOS Mobile Financial Services. We have secured another piece of work from an existing client, are close to completing current projects successfully, and are continuing to secure new customers existing base.

2. Comment on Material Change in Profit Before Taxation (Q2 2012 : Q1 2012)

Loss before tax of the Group was RM2.820 million for the quarter ended 30 June 2012 compared to a loss before tax of RM2.338 million for the preceding quarter ended 31 March 2012. The higher loss before tax was principally due to the overall increase in operating expenses compared to the previous quarter.

3. Prospects

With the completion of the capital restructuring and with the proceeds from the Private Placement and Rights Issue with Warrants, the Group is now in a better position to undertake new projects and other business opportunities.

The Board of Directors is cautiously optimistic that the Group can secure a substantial project in the near future. We are also hopeful that the outcome from some of the projects that we have been pursuing will be favourable to our Group. Activities within UNOS have been promising with requests from other banks to submit proposals. We shall continue to offer out-right sale and maintenance, and on Application Service Provider basis of our solution.

4. Profit Forecast

There was no profit forecast issued by the Group.



5. Income Tax Expense

	3 Month	s Ended	Year-To-Date Ended		
	30/06/12 RM'000	30/06/11 RM′000	30/06/12 RM'000	30/06/11 RM'000	
Current quarter / period:					
- Income tax	-	-	-	-	
- Deferred tax	-	-	-	-	
·	-	-	-	-	
Under accrual of tax in prior period:					
- Income tax	-	-	-	-	
- Deferred tax	-	-	-	-	
-	-	-	-	-	
-	-	-	-		

6. Sale of Unquoted Investments and/or Properties

As disclosed in the Note 23. Non-Current Assets Classified As Held For Sale of the audited financial statements of the Group for the year ended 31 December 2011, the Group entered into a sale and purchase agreement with a purchaser to dispose off one unit of apartment in the District of Port Dickson for a total cash consideration of RM150,000. The transaction is currently nearing completion.



7. Status of Utilization of Proceeds Raised from Private Placement and Rights Issue

The actual utilization of RM1,612,269 proceeds raised from private placement of 5,374,230 new ordinary shares of RM0.30 each at an issue price of RM0.30, which was completed on 4 April 2012, is given as follows:

As at 29 Aug 2012

Description	Proposed Utilization RM'000	Actual Utilization RM'000	Balance RM'000	Estimated timeframe for utilization of proceeds
General working capital requirements	1,612	1,612	Nil	Within 6 months

The actual utilization of RM17,734,959 proceeds raised from rights issue of 59,116,530 new ordinary shares of RM0.30 each at an issue price of RM0.30, which was completed on 23 May 2012, is given as follows:

As at 29 Aug 2012

Description	Proposed Utilization RM'000	Actual Utilization RM'000	Balance RM'000	Estimated timeframe for utilization of proceeds
Repayment of advances	4,800	4,800	Nil	Within 3 months
General working capital requirements	12,772	5,113	7,659	Within 24 months
Rights issue expenses	163	163	Nil	Within 3 months
	17,735	8,874	8,761	

8. Group Borrowings and Debt Securities

The Group borrowings as at 30 June 2012 were as follows:

	As At	As At
	30/06/12	31/12/11
	RM'000	RM'000
Short Term – Secured	27	5,164
	27	5,164

None of the Group borrowings is denominated in foreign currency.



9. Changes in Material Litigation

(i) FSBM Holdings Berhad ("the Company") Vs Technitium Sdn Bhd ("TSB") Kuala Lumpur High Court Civil Suit No.: D22-NCC-839-2010

Reference is made to the Company's earlier announcements dated 7 May 2010, 13 May 2010, 15 July 2010, 20 July 2010, 6 August 2010, 24 August 2010, 5 October 2010, 12 October 2010, 8 December 2010, 25 December 2010, 3 December 2010, 5 January 2011, 9 December 2011, 6 January 2012, 11 January 2012, 20 January 2012 and 14 February 2012, in relation to the above.

Pursuant to the High Court's decision on 21 November 2011 in allowing the Court Order that all monies claimed by the Company in the arbitration proceeding with TSB, being RM8,563,212.64, be deposited into the Company's solicitor's bank account as stakeholders, dismissing the appeal filed by TSB on 9 February 2012.

With reference to the case on FSBM CTech Sdn Bhd vs TSB, on 18 June 2012, the Court has ordered that TSB be wound up under the provisions of the Companies Act, 1965. On 2 July 2012, FSBM CTech received the sealed winding up order on TSB. The Court has also appointed liquidators

(ii) FSBM Ctech Sdn Bhd ("CTECH") Vs Technitium Sdn Bhd ("TSB") Kuala Lumpur_High Court Civil Suit No.: D22-NCC-1017-2010

Reference is made to the Company's earlier announcements dated 7 May 2010, 15 July 2010, 20 July 2010, 6 Aug 2010, 24 Aug 2010, 5 Oct 2010, 12 Oct 2010, 8 Nov 2010, 25 Nov 2010, 3 Dec 2010, 5 Jan 2011, 20 January 2012, 18 April 2012, 18 June 2012, 3 July 2012, 5 July 2012, in relation to the above.

On 20 January 2012 the Court delivered its judgement and ordered TSB to pay FSBM CTech the sum of RM32,409,434.77 and interest at 8% commencing from date of filing of Writ until date of judgment including costs of RM200,000.00 to be paid by TSB to FSBM CTech. In addition, the Court dismissed TSB's counter-claim.

On 18 June 2012, the Court has ordered that TSB be wound up under the provisions of the Companies Act, 1965. On 2 July 2012, FSBM CTech received the sealed winding up order on TSB. The Court has also appointed liquidators.

TSB filed an application for stay on the winding up order on 19 June 2012 but on 5 July 2012, the Court dismissed TSB's application with costs of RM5,000.00 to be borne by the directors of TSB personally. The directors of TSB are Professor Emeritus Dr Azman Bin Awang and Haliza Binti Bidin.



10. Dividend

No dividend has been recommended or declared for the current quarter and for the interim financial period under review.

11. Loss Per Share

The basic and diluted loss per share have been calculated based on the consolidated net loss attributable to equity holders of the parent for the interim financial period and the weighted average number of ordinary shares outstanding during the period as follows:

Basic and diluted loss per share

	3 Months Ended		Year-To-Date Ended		
	30/06/12 RM'000	30/06/11 RM'000	30/06/12 RM'000	30/06/11 RM'000	
Loss attributable to equity holders of the Parent Company	(2,820)	(1,454)	(5,159)	(4,471)	
Weighted average number of ordinary shares, excluding treasury shares					
Issued ordinary shares at beginning of period	70,099,357	53,742,300	70,099,357	53,742,300	
Basic and diluted loss per share (sen)	(3.01)	(2.71)	(7.36)	(8.32)	

12. Loss Before Tax

	30/06/12	30/06/11
	RM'000	RM'000
Depreciate and amortization	328	336
Foreign exchange (gain)/loss – unrealised	(4)	257
(Gain)/loss on disposal of property, plant and equipment	(24)	152
Interest income	(28)	(280)
Interest expense	61	1,205



13. Disclosure of Realised and Unrealised Profits/(Losses)

Pursuant to the directive, the breakdown of the retained earnings/(accumulated losses) of the Group as at 30 June 2012, into realised and unrealised profits is as follows: -

	As at 30/06/12 RM'000	As at 31/12/11 RM'000
Total retained earnings/(accumulated losses) of the Company, its subsidiaries and associates: -		
- Realised - Unrealised	(75,170) 68	(114,211) 327
Consolidated adjustments	(75,102) 70,937	(113,884) 71,750
Total Group accumulated losses as per consolidated accounts	(4,165)	(42,134)