

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 MARCH 2013 (unaudited)

	Individual Period Current Preceding Year Quarter Corresponding Quarter		Cumulative Period Current Preceding Ye Year To Correspondin Date Quarter		
	31/03/13 RM'000	31/03/12 RM'000	31/03/13 RM'000	31/03/12 RM'000	
Revenue	541	5,666	541	5,666	
Cost of sales	(402)	(5,484)	(402)	(5,484)	
Gross profit	139	182	139	182	
Other income	112	39	112	39	
Administrative expenses	(1,101)	(1,192)	(1,101)	(1,192)	
Selling and marketing expenses	(39)	(34)	(39)	(34)	
Other expenses	(661)	(1,284)	(661)	(1,284)	
Operating loss	(1,550)	(2,289)	(1,550)	(2,289)	
Finance costs	-	(49)	-	(49)	
Loss before tax	(1,550)	(2,338)	(1,550)	(2,338)	
Income tax expense	-	-	-	-	
Loss for the period	(1,550)	(2,338)	(1,550)	(2,338)	



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 MARCH 2013 (unaudited) (CONTD.)

Indivic Current Quarter 31/03/13 RM'000	Preceding Year Corresponding Quarter 31/03/12	Cumula Current Year To Date 31/03/13 RM'000	tive Period Preceding Year Corresponding Quarter 31/03/12 RM'000
(70)	(33)	(70)	(33)
(70)	(33)	(70)	(33)
(1,620)	(2,371)	(1,620)	(2,371)
(1,550)	(2,338)	(1,550)	(2,338)
(1,550)	(2,338)	(1,550)	(2,338)
(1,620) - <b>(1,620)</b>	(2,371) - <b>(2,371)</b>	(1,620) - <b>(1,620)</b>	(2,371) 
1.31 1.31	4.35 4.35	1.31 1.31	4.35 4.35
	Current Quarter 31/03/13 RM'000 (70) (70) (1,620) (1,550) (1,620) (1,620)	Quarter $31/03/13$ RM'000Corresponding Quarter $31/03/12$ RM'000(70)(33)(70)(33)(70)(33)(1,620)(2,371)(1,550)(2,338)(1,620)(2,371)(1,620)(2,371)(1,620)(2,371)1.314.35	Current QuarterPreceding Year Corresponding QuarterCurrent Year To Date $31/03/13$ RM'000 $31/03/12$ RM'000 $31/03/13$ RM'000(70)(33)(70)(70)(33)(70)(70)(33)(70)(1,620)(2,371)(1,620)(1,550)(2,338)(1,550)(1,550)(2,338)(1,550)(1,620)(2,371)(1,620)(1,620)(2,371)(1,620)(1,620)(2,371)(1,620)1.314.351.31



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2013 (unaudited)

	31/03/13 RM'000 (Unaudited)	31/12/12 RM'000 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	378	421
Investment properties	850	850
Intangible assets	2,720	2,800
Other investments	485	485
	4,433	4,556
Current assets		
Inventories	4,800	4,800
Trade and other receivables	24,576	23,603
Other current assets	252	244
Marketable securities	254	251
Tax recoverable	26	26
Deposits with licensed banks	3,403	5,503
Cash and bank balances	238	454
	33,549	34,881
	37,982	39,437
TOTAL ASSETS	37,902	39,437
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	35,797	35,797
Treasury shares	(712)	(712)
Other reserves	5,629	5,699
Accumulated losses	(11,956)	(10,406)
Shareholders' funds	28,758	30,378
Total equity	28,758	30,378



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2013 (unaudited) (CONTD.)

	31/03/13 RM'000 (Unaudited)	31/12/12 RM'000 (Audited)
Non-current liabilities		
Current liabilities Trade and other payables Provision for tax	9,224 	9,059 - <b>9,059</b>
Total liabilities	9,224	9,059
TOTAL EQUITY AND LIABILITIES	37,982	39,437
Net Assets Per Share (RM/share)	0.24	0.25



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 31 MARCH 2013 (unaudited)

	I Attributable to Equity Holders of the Parent CompanyI							
		II Non-distributable			Distributable			
	Share Capital	Share Premium	Treasury Shares	Other Reserves	Accumulated Losses	Equity Attributable to Equity Holders of the Parent Company	Non- Controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 1 January 2013	35,797	-	(712)	5,699	(10,406)	30,378	-	30,378
Currency translation differences	-	-	-	(70)	-	(70)	-	(70)
Loss for the period	-	-	-	-	(1,550)	(8,904)	-	(8,904)
As at 31 March 20123	35,797	-	(712)	5,629	(11,956)	28,758	-	28,758
As at 1 January 2012	54,833	8,454	(712)	78	(42,134)	20,519	-	20,519
Currency translation differences	-	-	-	(33)	-	(33)	-	(33)
Effect of capital reduction exercise	(38,383)	(8,169)	-	-	46,552	-	-	-
Expenses incurred in relation to rights issue with warrants	-	(140)	-	-	-	(140)	-	(140)
Loss for the period	-	-	-	-	(2,338)	(2,338)	-	(2,338)
As at 31 March 2012	16,450	145	(712)	45	2,080	18,008	-	18,008



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE QUARTER ENDED 31 MARCH 2013 (unaudited)

	31/03/13 RM'000	31/03/12 RM'000
Cash flows from operating activities		
Loss before tax	(1,550)	(2,338)
Adjustments for:		
Amortisation of intangible assets	92	143
Depreciation	34	73
Gain on disposal of property, plant and equipment	-	(24)
Interest expense	-	49
Interest income	(27)	-
Unrealised foreign exchange (gain)/loss	(29)	196
Operating loss before working capital changes	(1,480)	(1,901)
Changes in working capital		
Net change in trade & other receivables	(981)	2,162
Net change in trade & other payables	165	3,521
Cash (used in)/generated from operations	(2,296)	3,782
Interest paid	-	(49)
Net cash (used in)/generated from operating		
activities	(2,296)	3,733
Cash flows from investing activities	~7	
Interest received	27	-
Proceeds from disposal of property, plant and equipment	-	24
Net cash generated from investing activities	27	24



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR QUARTER ENDED 31 MARCH 2013 (unaudited) (CONTD.)

31/03/13 RM'000	31/03/12 RM'000
Cash flows from financing activities	
Expenses incurred in relation to rights issue with	
warrants -	(140)
Repayment of loan and borrowings -	(4,327)
Net cash used in financing activities	(4,467)
Net decrease in cash and cash equivalents (2,269)	(710)
Effect of exchange rate changes (47)	-
Cash and cash equivalents at beginning of	
financial period 5,957	413
Cash and cash equivalents at end of financial	
period <u>3,641</u>	(297)
Cash and cash equivalents at end of financial period:	
Deposits with licensed banks 3,403	102
Cash and bank balances 238	328
Bank overdrafts (included under short term borrowings) -	(727)
3,641	(297)



## 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 27 May 2013.

## 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).

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 2012 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 2012.

## 3. Significant Accounting Policies

The significant accounting policies adopted in preparing this condensed consolidated interim financial statements are consistent with those of the audited financial statements for the financial year ended 31 December 2012 except for the adoption of the following new MFRSs, Amendments to MFRSs and IC Interpretations which are applicable for the Group's financial period beginning 1 January 2013:

MFRSs, Amendments to MFRSs and Interpretations	Effective date
Amendments to MFRS 101: Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income	1 July 2012
MFRS 3: Business Combinations	1 January 2013
MFRS 10: Consolidated Financial Statements	1 January 2013



3.	Significant Accounting Policies (CONTD.)	
	MFRSs, Amendments to MFRSs and Interpretations	Effective date
	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: Consolidated and Separate Financial Statements	1 January 2013
	MFRS 128: Investment in Associates and Joint Ventures	1 January 2013
	Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards – Government Loans	1 January 2013
	Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2009-2011 Cycle)	1 January 2013
	Amendments to MFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
	Amendments to MFRS 10: Consolidated Financial Statements: Transition Guidance	1 January 2013
	Amendments to MFRS 11: Joint Arrangements: Transition Guidance	1 January 2013
	Amendments to MFRS 12: Disclosure of Interests in Other Entities: Transition Guidance	1 January 2013
	Amendments to MFRS 101: Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)	1 January 2013
	Amendments to MFRS 116: Property, Plant and Equipment (Annual Improvements 2009-2011 Cycle)	1 January 2013
	Amendments to MFRS 132: Financial Instruments: Presentation (Annual Improvements 2009-2011 Cycle)	1 January 2013
	Amendments to MFRS 134: Interim Financial Reporting (Annual Improvements 2009-2011 Cycle)	1 January 2013



# 3. Significant Accounting Policies (CONTD.)

Amendments to IC Interpretation 2: Members' Shares in Co-<br/>operative Entities and Similar Instruments (Annual Improvements1 January 20132009-2011 Cycle)1

IC Interpretation 20: Stripping Costs in the Production Phase of a Surface Mine 1 January 2013

The adoption of the above standards and interpretations will have no material impact on these condensed consolidated interim financial statements of the Group, the main changes of which are discussed below:

# (a) MFRS 3: Business Combinations (IFRS 3: Business Combinations issued by IASB in March 2004) and MFRS 127: Consolidated and Separate Financial Statements (IAS 27 as revised by IASB in December 2003)

An entity shall apply these earlier versions of MFRS 3 and MFRS 127 only if the entity has elected to do so as allowed in MFRS 10: Consolidated Financial Statements.

# (b) MFRS 9: Financial Instruments

MFRS 9 reflects the first phase of work on the replacement of MFRS 139: Financial Instruments – Recognition and Measurement and applies to classification and measurement of financial assets and financial liabilities as defined in MFRS 139: Financial Instruments – Recognition and Measurement. The adoption of the first phase of MFRS 9 will have an effect on the classification and measurement of the Group's financial assets. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

## (c) MFRS 10: Consolidated Financial Statements

MFRS 10 replaces part of MFRS 127: Consolidated and Separate Financial Statements that deals with consolidated financial statements and IC Interpretations 112: Consolidation – Special Purpose Entities.

Under MFRS 10, an investor controls an investee when:

- (i) the investor has power over an investee,
- (ii) the investor has exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) the investor has ability to use its power over the investee to affect the amount of the investor's returns.



# 3. Significant Accounting Policies (CONTD.)

# (c) MFRS 10: Consolidated Financial Statements (CONTD.)

Under MFRS 127: Consolidated and Separate Financial Statements, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

MFRS 10 includes detailed guidance to explain when an investor has control over the investee. MFRS 10 requires the investor to take into account all relevant facts and circumstances.

## (d) MFRS 13: Fair Value Measurement

MFRS 13 establishes a single source of guidance under MFRS for all fair value measurements. MFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under MFRS when fair value is required or permitted.

# (e) Amendments to MFRS 101: Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)

The amendments to MFRS 101 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations and net gain or loss on available for sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments affect presentation only and has no impact on the Group's financial position and performance.

## (f) MFRS 127: Separate Finacial Statements

As a consequence of the new MFRS 10 and MFRS 12, MFRS 127 is limited to accounting for subsidiaries, jointly controlled entities and associates in separate financial statements.



# 4. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the preceding financial statements for the financial year ended 31 December 2012 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

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:

	Individ Current Quarter 31/03/13 RM'000	lual Period Preceding Year Corresponding Quarter 31/03/12 RM'000	Cumula Current Year To Date 31/03/13 RM'000	ative Period Preceding Year Corresponding Quarter 31/03/12 RM'000
Segment Revenue				
Solutions Communication &	327	5,296	327	5,296
Multimedia	189	210	189	210
Education	-	-	-	-
Investment Holdings & Others	25	160	25	160
Total Revenue Including Inter- Segment Sales Elimination of Inter- Segment Sales	541	5,666	541	5,666
Total Segment Revenue	541	5,666	541	5,666
Kevenue	541	5,000	541	5,000
Segment Results				
Solutions	(237)	(298)	(237)	(298)
Communication & Multimedia	(311)	(623)	(311)	(623)
Education	(311)	(023)	(311)	(223)
Investment Holdings &				
Others	(968)	(1,815)	(968)	(1,815)
	(1,550)	(2,757)	(1,550)	(2,757)
Elimination	-	419	-	419
Operating loss	(1,550)	(2,338)	(1,550)	(2,338)

# FSBM HOLDINGS BERHAD (115609-U)



# PART A: EXPLANATORY NOTES PURSUANT TO MRFS 134 FOR THE QUARTER ENDED 31 MARCH 2013 (CONTD.)

# 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 6. Status of Utilization of Proceeds Raised from Private Placement and Rights Issue and Note 8. 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 31 March 2013.

## 14. Changes in Contingent Liabilities and Contingent Assets

There were no material changes in contingent liabilities and contingent assets since the financial year ended 31 December 2012.

## **15. Capital Commitments**

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



# 1. Review of Performance (Q1 2013 v Q1 2012)

The Group's revenue for the first quarter of 2013 was RM0.541 million compared to RM5.666 million in the first quarter of 2012. The Group reported a loss before tax of RM1.550 million compared to a loss before tax of RM2.338 million in the same quarter of the previous year.

The main revenue contribution for the current quarter came from the Solutions and the Communication and Multimedia segments whereas for the preceding year corresponding quarter the revenue came from the Solutions segment for the sale of computer hardware. Under the Communication division, we are continuing other current and additional projects under our UNOS Mobile Financial Services.

## 2. Comment on Material Change in Loss Before Taxation (Q1 2013 : Q4 2012)

Loss before tax of the Group was RM1.550 million for the quarter ended 31 March 2013 compared to a loss before tax of RM2.621 million for the preceding quarter ended 31 December 2012. The lower loss before tax was principally due to the impairment of inventories made in the previous quarter.

## 3. Prospects

The Group is still working hard to secure new projects in the coming months. 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 ongoing, and we continue to seek new customers within the region. Our activities within the Solutions group are also ongoing, having made inroads in our application solution business.

## 4. Profit Forecast

There was no profit forecast issued by the Group.



## 5. Income Tax Expense

There were no income tax expense during the financial period under review.

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

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	21
May	20	13

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	
General working capital requirements	12,772	10,118	2,654	Within 24 months by May 2014
Rights issue expenses	163	163	Nil	
-	17,735	15,081	2,654	

## 7. Group Borrowings and Debt Securities

The were no group borrowings and debt securities as at 31 March 2013.

# 8. 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 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.



# 8. Changes in Material Litigation (CONTD.)

# (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 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.

On 30 January 2012, TSB had filed an appeal in the Court of Appeal against the Judgement. At the hearing on 10 September 2012, the Court of Appeal dismissed TSB's claim with cost of RM80,000 to be borne by the directors of TSB in their personal capacity. On 12 December 2012, the appeal was dismissed with costs of RM10,000 to be borne by TSB.

TSB had appealed to the Federal Court on the same Judgment. The hearing for the Application for Leave has been postponed to 19 August 2013.

The directors of TSB are Professor Emeritus Dr Azman Bin Awang and Haliza Binti Bidin.

## 9. Dividend

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



### 10. 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	
	31/03/13 RM'000	31/03/12 RM'000	31/03/13 RM'000	31/03/12 RM'000
Loss attributable to equity holders of the Parent Company	(1,550)	(2,338)	(1,550)	(2,338)
Weighted average number of ordinary shares, excluding treasury shares	118,233,060	53,742,300	118,233,060	53,742,300
Basic and diluted loss per share (sen)	(1.31)	(4.35)	(1.31)	(4.35)

## 11. Loss Before Tax

	31/03/13	31/03/12
	RM′000	RM′000
Depreciate and amortization	126	216
Foreign exchange (gain)/loss – unrealised	(29)	196
Gain on disposal of property, plant and equipment	(22)	(24)
Interest income	(27)	-
Interest expense	-	49



# 12. Disclosure of Realised and Unrealised Losses

Pursuant to the directive, the breakdown of the accumulated losses of the Group as at 31 March 2013, into realised and unrealised accumulated losses is as follows: -

	As at 31/03/13 RM'000	As at 31/12/12 RM'000
Total retained accumulated losses of the Company and its subsidiaries: - Realised	(66,978)	(65,428)
- Unrealised	77	77
Consolidation adjustments	(66,901) 54,945	(65,351) 54,945
Total Group accumulated losses as per consolidated accounts	(11,956)	(10,406)