

MESINIAGA BERHAD (79244-V)
UNAUDITED QUARTERLY REPORT ON FINANCIAL RESULTS FOR THE
FOURTH QUARTER ENDED 31 DECEMBER 2015

A. EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT – FINANCIAL REPORTING STANDARD

A1. BASIS OF PREPARATION

The unaudited quarterly financial statements have been prepared in accordance with MFRS 134: *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board (“MASB”), and Paragraph 9.22 and Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The unaudited quarterly financial statements should be read in conjunction with the Group’s audited annual financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the unaudited quarterly financial statements.

The significant accounting policies and methods of computation applied in the unaudited quarterly financial statements are consistent with those applied in the most recent annual financial statement for the year ended 31 December 2014.

On 1 January 2015, the Group adopted the following new and amended MFRSs and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2015.

Effective for financial periods beginning on or after 1 July 2014

- Annual Improvements to MFRSs 2010-2012 Cycle
 - MFRS 2 ‘Share-based payment’
 - MFRS 3 ‘Business Combination’
 - MFRS 8 ‘Operating Segments’
 - MFRS 13 ‘Fair value measurement’
 - MFRS 116 ‘Property, Plant and Equipment’
 - MFRS 124 ‘Related party disclosures’, and
 - MFRS 138 ‘Intangible assets’
- Annual Improvements to MFRSs 2011-2013 Cycle
 - MFRS 1 ‘First-time Adoption of financial reporting standards’
 - MFRS 3 ‘Business combinations’
 - MFRS 13 ‘Fair value measurement’, and
 - MFRS 140 ‘Investment property’
- Amendments to MFRS 119 ‘Employee benefits – defined benefits plans: Employee contributions

The application of the above amendments to published standards had no material impact on the financial position in the Group’s financial statements.

Standards issued but not yet effective

Effective for financial periods beginning on or after 1 January 2016

- Amendments to MFRS 11 ‘Accounting for Acquisitions of Interests in Joint Operations’
- Amendments to MFRS 116 ‘PPE’ and FRS 138 ‘Intangible Assets’ – Clarification of acceptable methods of depreciation and amortization
- Amendments to MFRS 10 ‘Consolidated financial statements’ and MFRS 128 ‘Investment in associates and joint ventures’ – sale or contribution of assets between an investor and its associates/joint venture
- Amendments to MFRS 127 ‘Separate financial statements’ – equity accounting in separate financial statements
- Annual Improvements to MFRS 2012-2014 Cycle, amendments to:
 - MFRS 5 ‘Non-current assets held for sale and discontinued operations’
 - MFRS 7 ‘Financial instruments: Disclosures’
 - MFRS 119 ‘Employee benefits’ and
 - MFRS 134 ‘Interim financial reporting’

Effective for financial periods beginning on or after 1 January 2018

- MFRS 15 ‘Revenue’
- MFRS 9 ‘Financial instruments’

The Directors expect the adoption of the above standards and interpretations will have no material impact on the financial statements in the period of the initial application except the following:

MFRS 15 ‘Revenue’

Under MFRS 15, an entity recognises revenue when a performance obligation is satisfied, which is when the ‘control’ of the goods and services underlying the particular performance obligation is transferred to the customers.

The effect of the above amendment is currently being assessed by the Directors.

A2. AUDIT REPORT OF PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report of the Group’s Annual Financial Statements for the year ended 31 December 2014 was not subject to any qualification.

A3. SEASONALITY OR CYCLICALITY OPERATIONS

The Group’s operations are not significantly affected by any seasonal or cyclical factors.

A4. UNUSUAL ITEMS

There were no items affecting the assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidence.

A5. MATERIAL CHANGES IN ACCOUNTING ESTIMATES

There were no changes in accounting estimates of amounts reported in prior interim periods or the current financial year or changes in estimates of amounts reported in prior financial years.

A6. ISSUANCE OR REPAYMENT OF DEBTS AND EQUITY SECURITIES

There were no issuance and repayment of debts and equity securities, shares buy-back, share cancellations, shares held as treasury shares or resale of treasury shares during the current quarter under review.

A7. DIVIDEND PAID

No dividend has been paid for the current quarter.

A8. SEGMENTAL REPORTING

Segmental information is not presented as the Group is primarily engaged in the sale of information technology products and related services in Malaysia.

A9. VALUATIONS OF PROPERTY, PLANT AND EQUIPMENT

The values of property, plant and equipment have been brought forward without amendment from previous annual financial statements.

A10. SUBSEQUENT MATERIAL EVENTS

There were no subsequent material events as at the date of this report that will affect the financial results of the current quarter under review.

A11. CHANGES IN THE COMPOSITION OF THE GROUP

There were no significant changes in composition of the Group during the interim period, including business combination, acquisition of disposal of subsidiaries and long-term investment, restructurings or discontinued operations other than those disclosed as follows:

1. Mesiniaga SSO Sdn Bhd, the wholly owned subsidiary of the Company had commenced the process by way of members' voluntary winding up, as per announcement to Bursa Malaysia Securities Berhad, on 8.11.2012, respectively. The process of voluntary winding up cycle is pending to be completed.

2. Reference is made to our announcement dated 3rd January 2013 in connection to the members' voluntary winding-up of Mesiniaga Techniques Sdn. Bhd. ("MTSB"), a wholly owned subsidiary of Mesiniaga Berhad.

Mesiniaga Berhad wishes to inform that MTSB had on 21st January 2016 had its final meeting to conclude the members' voluntary winding-up of the company. Pursuant to s.272(5) of the Companies Act, 1965, MTSB shall dissolve three months after lodgement of Form 69 (Return of Final Meeting) with the Companies Commission and the Official Receiver.

3. The Company had on 6 July 2015 incorporated a new subsidiary under the name of Mesiniaga Mobility Sdn Bhd with an authorised share capital of RM400,000 divided into 400,000 ordinary shares of RM1.00 per share. While its issued and paid-up capital upon incorporation is RM100, its issued and paid-up capital is to be increased to RM 100,000 divided into 100,000 ordinary shares of RM1.00 each in due course. The Group owns 80% of Mobility Sdn Bhd and the remaining is being held by Alltrix Sdn Bhd.

The principal activities of Mobility Sdn Bhd are developing, marketing and operating a mobile workforce management system.

A12. CHANGES IN CONTINGENT LIABILITIES OR CONTINGENT ASSETS

There were no contingent liabilities or contingent assets to be disclosed.

B. BURSA MALAYSIA LISTING REQUIREMENTS

B1. REVIEW OF THE PERFORMANCE

The Group recorded revenue of RM204.9 million for the year ended 31 December 2015, a reduction of 20.1% as compared to the corresponding period in the previous year of RM256.3 million. A loss before tax of RM15.5 million was recorded in the year of 2015, compared to a loss before tax of RM31.2 million in the previous corresponding period.

The losses incurred by the Group are mainly related to lower revenues, currency exchange losses of RM2.7 million, one-time related expenses of RM9 million to complete delayed projects, impact of GST implementation and Resource Restructuring Programme.

B2. MATERIAL CHANGES IN THE QUARTERLY RESULTS

For the quarter ended 31 December 2015, the Group recorded revenue of RM58.3 million, an increase of 20.9% as compared to RM48.2 million in the immediately preceding quarter. The Group recorded a loss before tax of RM0.8 million in the current quarter as compared to a RM3.7 million loss in the immediately preceding quarter.

An improved fourth quarter results compared to immediately preceding quarter was attributed to a capital gain on disposal of a property. The disposal of the said property was part of the restructuring exercises undertaken by the Group.

B3. PROSPECTS

In order to address key challenges faced by the Group, the management will continue to focus and execute its business recovery plan which aims to improve overall customer engagement and sales performance. This includes implementing revenue and margin growth initiatives driven by stronger product differentiation and innovation. Additionally, cost management initiatives will be carried out to drive down our overall cost structure as well as strengthening overall delivery capabilities within the Group.

B4. VARIANCES FROM PROFIT FORECAST AND PROFIT GUARANTEE

Not applicable as there were no profits forecast and profit guarantee published.

B5. TAXATION

Income tax expenses

	Quarter Ended 31.12.2015 RM'000	12 months Cumulative to 31.12.2015 RM'000
<u>Major components of tax expenses:</u>		
Current year tax	342	932
Deferred tax	2,386	1,736
Tax expense	2,728	2,668
Zakat	180	180
	2,908	2,848

Deferred tax assets have not been recognised in respect of tax losses and deductible temporary differences.

B6. SALES OF UNQUOTED INVESTMENTS AND PROPERTIES

There were no sales of unquoted investments and material transactions. The sales of the property for the current quarter and financial year to date as follows:

Details and breakdown of the utilisation of proceeds for working capital, including the timeframe for full utilisation

Type of proposed utilisation	Amount to be allocated	Time frame for full utilisation
Working Capital : General operational expenses and payments under statutory requirements. (General operational expenses include office equipment maintenance and utilities)	RM2,730,000	2 months upon receipt of consideration amount
Payment against short term debts i.e. Reduction of borrowing against revolving credit facilities and Bankers Acceptance facilities from financial institutions, so as to reduce finance exposure and cost.	RM6,000,000	2 months upon receipt of consideration amount
TOTAL	RM8,730,000	

B7. PARTICULARS OF PURCHASE OR DISPOSAL OF QUOTED SECURITIES

There were no purchases or disposal of quoted securities for the current quarter and financial year to date.

B8. THE STATUS OF CORPORATE PROPOSALS

There were no corporate proposals announced but not completed at the latest practicable date.

B9. BORROWINGS AND DEBT SECURITIES

Details of the Company's borrowings as at 31 December 2015 are as follows:

	As at 31.12.2015 RM '000
Short term borrowings	
<i>Unsecured</i>	
Loan denominated in USD	781
Other short term borrowings	3,927
	4,708

B10. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There are no financial instruments with off balance sheet risk as at the date of this report.

B11. MATERIAL LITIGATION

On 30 September 2015, the Company announced that, the Company had on 10 September 2015 received a Writ of Summons together with a Statement of Claim dated 9 September 2015 filed by Originex Networks Sdn Bhd ("Plaintiff").

Subsequent to the receipt of the Writ of Summons and Statement of Claim, the Company had on 30 October 2015 filed its defence against the claim for unpaid invoices and submitted a counterclaim based on the Supplier's Agreement entered between Originex Networks Sdn Bhd and the Company on 12 December 2011.

The Company wishes to add that while the outcome of the Writ of Summons would not have any material impact on both the Company's finance and operations, a positive impact on the Company's profits could be registered if Company were to succeed in its counterclaim.

Further to the announcements dated 30 September 2015, 2 October 2015, 3 November 2015 and 20 January 2016, the Company wishes to update the status of the Writ of Summons and Statement of Claim (Sessions Court, Shah Alam), Writ of Summons No : B52NCVC-192-09-TAHUN 2015 issued against the Mesiniaga Berhad ("Company") by Originex Networks Sdn. Bhd. through its solicitor Messrs Sukanthan Mizuraini.

The Company wishes to announce that a Notice of Appeal on the summary judgment granted on 18 January 2016 had been filed with the High Court, Shah Alam on 27 January 2016 and the Appeal is fixed for mention at the said court on 7 March 2016

Further to the announcement dated 31 December 2015, Mesiniaga Berhad (“the Company”) wishes to announce on the status of the Writ of Summons and Statement of Claim (Kuala Lumpur High Court), Writ of Summons No : 22NCVC-703-12/2015 issued against Synergy Centric Sdn. Bhd. by the Company through its solicitor Messrs Azrul Afifi & Azuan.

Pursuant to the entering of a settlement agreement between both parties, the Company had on 17 February 2016 withdrawn the Writ of Summons and Statement of Claim with liberty to file afresh with no order as to costs.

B12. DIVIDENDS

The directors do not recommend the payment of any interim dividend in the quarter under review and final dividend in respect of the financial year ended 31 December 2014.

The payment of first and final single tier dividend in respect of the financial year ended 31 December 2013 of 10 sen per share, amounting to RM6,040,200 was paid on 9 July 2014.

B13. EARNINGS PER SHARE

	Quarter Ended 31.12.2015	12 months Cumulative 31.12.2015
Basic and Diluted Earnings		
	RM'000	RM'000
Profit/(loss) attributable to the equity holders of the Company	(4,043)	(19,529)
Weighted average number of ordinary shares in issue	60,402	60,402
Basic earnings/(loss) per share (sen)	(6.69)	(32.33)

B14. RELATED PARTY TRANSACTIONS

Listed below are the significant related party transactions. The related party transactions were carried out on the same terms and conditions in transactions with unrelated parties.

The significant related party transactions are as follows:

	Quarter Ended 31.12.2015 RM'000	12 months Cumulative 31.12.2015 RM'000
<u>Related party</u>		
Subsidiary companies		
- Purchase of goods	17	407
- Purchase of services	6,412	27,744
- Sales of goods	2	54
- Sales of services	78	241

B15. CAPITAL COMMITMENT

There is capital commitment for the Group in respect of property, plant and equipment not provided for as of 31 December 2015.

B16. BREAKDOWN OF RETAINED EARNINGS TO REALISED AND UNREALISED INCOME OR EXPENSES

	As at 31.12.2015 RM'000	As at 31.12.2014 RM'000
Retained profit		
- Realised	58,694	71,068
- Unrealised	(11,982)	(5,279)
TOTAL RETAINED PROFITS	46,712	65,789

B17. ADDITIONAL DISCLOSURES

RM'000	Quarter ended		12 months Cumulative	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
Profit for the period is arrived at after charging:				
Interest expense	199	465	943	868
Depreciation	1,811	1,860	7,219	7,229
Foreign loss/(gain)	(1,243)	336	2,687	(389)
Disposal of property (gain)	(2,707)	0	(2,707)	0
and after crediting:				
Interest income	167	135	522	611

By Order of the Board

Jasni Abdul Jalil (MACS 01359)
Company Secretary
29 February 2015