

IRIS CORPORATION BERHAD

(Company No. 302232 - X)
(Incorporated in Malaysia)

Interim Financial Report for the Third quarter ended 31st December 2012

Contents: -	Page
Condensed Consolidated Statement of Comprehensive Income	2-3
Condensed Consolidated Statement of Financial Position	4-5
Condensed Consolidated Statement of Changes in Equity	6-7
Condensed Consolidated Cash Flow Statement	8-9
Notes to the Interim Financial Report	10-22

Condensed Consolidated Statement of Comprehensive IncomeFor the Third quarter ended 31st December 2012

	Individual 3 months ended 31 st		Cumulative 9 months ended 31 st	
	December 2012 RM'000	December 2011 RM'000	December 2012 RM'000	December 2011 RM'000
Revenue	122,798	135,436	349,808	334,114
Cost of sales	(96,868)	(98,026)	(259,772)	(234,620)
Depreciation and amortisation	(2,753)	(1,974)	(8,462)	(5,496)
Gross profit	23,177	35,436	81,574	93,998
Other income	(1,491)	(2,101)	1,514	1,637
Administrative and operating expenses	(11,735)	(16,195)	(43,043)	(41,882)
Depreciation and amortisation	(1,246)	(1,247)	(3,678)	(3,665)
Finance costs	(3,902)	(2,872)	(9,462)	(8,258)
Share of loss of associates	(773)	(266)	(1,034)	(783)
Profit before taxation	4,030	12,755	25,871	41,047
Tax expense	(2,098)	(1,702)	(10,166)	(11,332)
Profit for the period	1,932	11,053	15,705	29,715
Other comprehensive income for the period	-	-	-	-
Total comprehensive income for the period	1,932	11,053	15,705	29,715
Profit attributable to:				
Owners of the Company	642	11,887	15,161	30,868
Non-controlling interests	1,290	(834)	544	(1,153)
Profit for the period	1,932	11,053	15,705	29,715

Condensed Consolidated Statement of Comprehensive IncomeFor the Third quarter ended 31st December 2012

(continued)

	Individual 3 months ended 31st		Cumulative 9 months ended 31st	
	December 2012	December 2011	December 2012	December 2011
	RM'000	RM'000	RM'000	RM'000
<hr/>				
Total comprehensive income attributable to:				
Owners of the Company	642	11,887	15,161	30,868
Non-controlling interests	1,290	(834)	544	(1,153)
Total comprehensive income for the period	1,932	11,053	15,705	29,715
Earnings per share attributable to owners of the Company:				
Basic (Sen)	0.04	0.80	0.96	2.08
Diluted (Sen)	0.04	0.79	0.86	2.04

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements of the Group for the financial period from 1st January 2011 to 31st March 2012 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Statement of Financial PositionAs at 31st December 2012

	31 st December 2012 RM'000	31 st March 2012 RM'000
ASSETS		
NON-CURRENT ASSETS		
Concession assets	10,504	10,229
Property, plant and equipment	352,776	117,146
Development Costs	-	336
Intellectual properties	7,973	9,008
Goodwill on consolidation	135,403	135,403
Investment in associates	7,468	40,802
Available-for-sale financial assets	406	406
	514,530	313,330
CURRENT ASSETS		
Inventories	79,251	57,411
Trade receivables	190,643	210,542
Amount owing by contract customers	79,856	30,850
Other receivables, deposits & prepayments	112,846	66,652
Amount owing by associates	1,442	17,016
Amount owing by related parties	234	176
Tax refundable	8,936	1,764
Deposits with licensed banks	28,661	27,063
Cash and cash equivalents	33,381	61,761
	535,250	473,235
	1,049,780	786,565
TOTAL ASSETS		
EQUITY AND LIABILITIES		
EQUITY		
Share capital	236,459	236,257
Share premium	35,211	35,211
Warrants reserve	10,609	10,616
Foreign exchange translation reserve	-	-
Revaluation reserve	26,987	27,233
Retained earnings	101,681	93,361
Total equity attributable to owners of the Company	410,947	402,678
Non-controlling interests	43,361	(1,000)
TOTAL EQUITY	454,308	401,678

Condensed Consolidated Statement of Financial PositionAs at 31st December 2012

(continued)

	31 st December 2012 RM'000	31 st March 2012 RM'000
NON-CURRENT LIABILITIES		
Other payables	97	-
Hire purchase & lease payables	4,551	3,395
Term loan	104,394	72,978
Deferred tax liabilities	12,580	12,580
	<u>121,622</u>	<u>88,953</u>
CURRENT LIABILITIES		
Trade payables	69,137	33,465
Other payables and accruals	240,724	182,308
Amount owing to an associate	418	36
Amount owing to related parties	5	5
Hire purchase & lease payables	2,172	1,252
Short-term borrowings	153,772	72,753
Provision for taxation	7,622	6,115
	<u>473,850</u>	<u>295,934</u>
TOTAL LIABILITIES	<u>595,472</u>	<u>384,887</u>
TOTAL EQUITY AND LIABILITIES	<u>1,049,780</u>	<u>786,565</u>
Net assets per ordinary share attributable to owners of the Company (sen)	<u>26.07</u>	<u>25.50</u>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements of the Group for the financial period from 1st January 2011 to 31st March 2012 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Statement of Changes in Equity

For the Third quarter ended 31st December 2012

	← Non-Distributable →						Distributable	Attributable to the owners of the Company RM'000	Non- controlling Interests RM'000	Total Equity RM'000
	Ordinary Share Capital RM'000	ICPS* RM'000	Share Premium RM'000	Warrants Reserve RM'000	Foreign Exchange Translation Reserve RM'000	Revaluation Reserve RM'000	Retained Earnings RM'000			
At 1 st April 2011 (as previously reported)	212,621	3,795	35,052	10,616	(518)	27,561	63,833	352,960	-	352,960
Effect of adopting MFRS	-	-	-	-	518	-	(518)	-	-	-
At 1 st April 2011 (as adjusted)	212,621	3,795	35,052	10,616	-	27,561	63,315	352,960	-	352,960
Issue of share capital	19,841	-	159	-	-	-	-	20,000	-	20,000
Acquisition/Issue of share in subsidiaries	-	-	-	-	-	-	-	-	50	50
Conversion of ICPS into ordinary shares	3,795	(3,795)	-	-	-	-	-	-	-	-
Realisation on usage of property	-	-	-	-	-	(247)	247	-	-	-
Dividend paid	-	-	-	-	-	-	(7,087)	(7,087)	-	(7,087)
Total comprehensive income for the financial period	-	-	-	-	-	-	30,868	30,868	(1,153)	29,715
At 31st December 2011	236,257	-	35,211	10,616	-	27,314	87,343	396,741	(1,103)	395,638

Condensed Consolidated Statement of Changes in Equity

For the Third quarter ended 31st December 2012

(continued)

	← Non-Distributable →				Distributable		Attributable to the owners of the Company RM'000	Non- controlling Interests RM'000	Total Equity RM'000
	Ordinary Share Capital RM'000	Share Premium RM'000	Warrants Reserve RM'000	Foreign Exchange Translation Reserve RM'000	Revaluation Reserve RM'000	Retained Earnings RM'000			
At 1 st April 2012 (as previously reported)	236,257	35,211	10,616	(930)	27,233	94,291	402,678	(1,000)	401,678
Effect of adopting MFRS	-	-	-	930	-	(930)	-	-	-
At 1 st April 2012 (as adjusted)	236,257	35,211	10,616	-	27,233	93,361	402,678	(1,000)	401,678
Warrant exercised	202	-	(7)	-	-	7	202	-	202
Acquisition/Issue of share in subsidiaries	-	-	-	-	-	-	-	43,817	43,817
Realisation on usage of property	-	-	-	-	(246)	246	-	-	-
Dividend paid	-	-	-	-	-	(7,094)	(7,094)	-	(7,094)
Total comprehensive income for the financial period	-	-	-	-	-	15,161	15,161	544	15,705
At 31st December 2012	236,459	35,211	10,609	-	26,987	101,681	410,947	43,361	454,308

* ICPS define as Non-Cumulative Irredeemable Convertible Preference Share

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements of the Group for the financial period from 1st January 2011 to 31st March 2012 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Cash Flow StatementFor the Third quarter ended 31st December 2012

	Cumulative 31st December 2012 RM'000	Cumulative 31st December 2011 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	25,871	41,047
Adjustments for:		
Non-Cash Items	17,587	10,674
Interest income	(239)	(421)
Finance costs	9,462	8,258
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	52,681	59,558
Changes in working capital		
Net changes in current assets	(42,492)	(45,200)
Net changes in current liabilities	42,593	101,510
NET CASH GENERATED FROM OPERATIONS	52,782	115,868
Dividend received	-	75
Interest received	239	421
Interest paid	(9,462)	(8,258)
Tax paid	(15,831)	(15,593)
NET CASH FROM OPERATING ACTIVITIES	27,728	92,513
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of investment in associates	(500)	(1,000)
Acquisition of subsidiaries, net of cash acquired	4,174	50
Net cash flows from additional investment in a subsidiary	4,849	-
Proceeds from disposal of plant and equipment	-	27
Purchase of plant and equipment	(121,183)	(7,749)
Purchase of concession assets	(345)	(1,008)
NET CASH USED IN INVESTING ACTIVITIES	(113,005)	(9,680)

Condensed Consolidated Cash Flow StatementFor the Third quarter ended 31st December 2012

(continued)

	Cumulative 31st December 2012 RM'000	Cumulative 31st December 2011 RM'000
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid to owners of the Company	(7,094)	(7,087)
Proceeds from issuance of ordinary shares	202	20,000
Net (repayment of)/proceeds from hire purchase and lease payables	(950)	713
Net proceeds/(repayment of) short term borrowings	1,171	(2,237)
Proceeds from drawdown of trade and term loans	169,538	36,822
Repayment of trade and term loans	(104,372)	(43,224)
NET CASH FROM FINANCING ACTIVITIES	58,495	4,987
Net changes in cash and cash equivalents	(26,782)	87,820
Effects of exchange rate changes	-	-
Cash and cash equivalents at beginning of the year	88,824	6,206
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	62,042	94,026

Cash and cash equivalents at end of the period comprise the following balance sheet amounts:

Deposits with licensed banks, cash and bank balances	62,042	94,026
Bank overdraft	-	-
	62,042	94,026

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements of the Group for the financial period from 1st January 2011 to 31st March 2012 and the accompanying explanatory notes attached to the interim financial report.

Notes to the Interim Financial Report

For the Third quarter ended 31st December 2012

1. Basis of preparation

This interim financial report is based on the unaudited financial statements for the quarter ended 31st December 2012 and has been prepared in compliance with Malaysian Financial Reporting Standards (“MFRS”) 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Rule 9.22 of the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). For the periods up to and including the financial period ended 31st March 2012, the Group prepared its financial statements in accordance with Financial Reporting Standards (“FRS”).

The Group has adopted the Malaysian Financial Reporting Standards (“MFRS”) framework issued by the Malaysian Accounting Standards Board (“MASB”) with effective from 1st April 2012. This condensed consolidated interim financial report is the Group’s first MFRS compliant condensed report. The transition from FRS framework to MFRS framework under the MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards does not have any significant financial impact on to the financial statements of the Group, except as disclosed in Note 1(a) below.

This interim financial report should be read in conjunction with the audited financial statements of the Group for the financial period from 1st January 2011 to 31st March 2012. The explanatory notes attached to the interim financial statements 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 financial period ended 31st March 2012.

- (a) As the requirements of FRSs are equivalent to the MFRSs, the significant accounting policies adopted by the Group for this interim financial report are consistent with those adopted in the Group’s audited financial statements for the financial period from 1st January 2011 to 31st March 2012 except as discussed below:

Foreign currency translation reserves

Prior to 1st April 2012, the Group recognised translation differences on foreign operations as a separate component of equity. Upon the changes in Framework effective 1st April 2012, the Group used the transitional provision of first-time adoption whereby the cumulative foreign currency translation differences on all foreign operations are deemed to be zero at the date of transition as of 1st January 2011 to MFRS. Accordingly, at the date of transition to MFRS the cumulative foreign currency translation differences were adjusted to retained earnings and the impact of adopting this accounting policy is disclosed as below:

1. Basis of preparation (Cont'd)

The reconciliation of equity for comparative periods and of equity at the date of transition reported under FRS for those periods and at the date of transition under MFRS are shown as below:

	As previously report “FRS” RM’000	Adjustment RM’000	As restated “MFRS” RM’000
<i>Statements of Financial Position / Statement of Changes in Equity</i>			
<u>As at 1st April 2011</u>			
Foreign currency translation reserve	(518)	518	-
Retained earnings	63,833	(518)	63,315
<u>As at 1st April 2012</u>			
Foreign currency translation reserve	(930)	930	-
Retained earnings	94,291	(930)	93,361

- (b) The Group has not applied in advance the accounting standards (and its consequential amendments) and interpretations that have been issued by the MASB but are not yet effective for the current financial year. The initial application of the above mentioned standards (and its consequential amendments) and interpretations are not expected to have material financial impacts on the financial statements of the Group upon their first adoption.

2. Audit report of preceding annual financial statement

The preceding year audited financial statements were not subject to any qualifications.

3. Seasonal or cyclical factors

The business of the Group was not affected by any significant seasonal or cyclical factors in the Third quarter.

4. Segment information

The Group's operating segments information for the interim financial report to 31st December 2012 was as follows:-

	Trusted Identification & Payment and Transportation	Sustainable development & Industrial Building Systems	Environment & Renewable Energy	Others	Inter- segment Elimination	Group
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	290,023	39,397	18,230	2,158	-	349,808
Segment results	78,135	4,668	2,046	(3,275)	-	81,574
Unallocated corporate expenses						(46,721)
Other income						1,514
Operating profit						36,367
Finance costs						(9,462)
						26,905
Share of loss of associates						(1,034)
Profit before taxation						25,871
Income tax expense						(10,166)
Profit after taxation						15,705

5. Capital Commitments

	As at 31 st December 2012 RM'000
Authorised and contracted for:-	
Purchase of property, plant and equipment	<u>NIL</u>

6. Debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debts and equity securities except for the following:

(a) Exercise of 2006/2016 free detachable warrants ("Warrants A")

For the financial period from 1st April 2012 to 31st December 2012, a total of 1,299,516 units of Warrants A have been exercised and converted into ordinary shares of RM0.15 each.

(b) Exercise of 2010/2016 warrants ("Warrants B")

For the financial period from 1st April 2012 to 31st December 2012, a total of 48,000 units of Warrants B have been exercised and converted into ordinary shares of RM0.15 each.

7. Changes in the composition of the Group

(a) Acquisition of the issued and paid-up share capital of Stamford College (PJ) Sdn Bhd and Stamford College (Malacca) Sdn Bhd

The Company had on 4th October 2012 entered into an agreement to acquire:

- i) 1,389,846 ordinary shares of RM1.00 each in Stamford College (PJ) Sdn Bhd (SCPJ) representing 51% equity interest in SCPJ; and
- ii) 382,500 ordinary shares of RM1.00 each in Stamford College (Malacca) Sdn Bhd (SCM) representing 51% equity interest in SCM

Total cash consideration for both the above companies' acquisition was RM2,500,000. However, the above acquisition is having dispute and is currently under a litigation case as disclosed in Note 25.

8. Material changes in estimates

There were no changes in estimates of amounts reported in prior financial years, which have a material effect in the current financial period.

9. Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the current quarter.

10. Items of an unusual nature

There were no items of unusual nature, which affects assets, liabilities, equity, net income or cash flows in the Third quarter.

11. Valuations of property, plant and equipment

There were no valuations made on property, plant and equipment for this quarter.

12. Changes in contingent liabilities and contingent assets

Contingent Liabilities

On 14th May 2010, the Company had entered into a Guarantee Agreement with PJT as the guarantor of PJT for the benefit of Government Savings Bank in Thailand ("The Bank") for up to Thai Baht 640 million (equivalent to RM64.5 million), which is equivalent to the facilities limit of the Credit Facilities Agreement dated 14th May 2010 that has been entered into between PJT and the Bank.

13. Taxation

	Individual		Cumulative	
	3 months ended 31st December 2012 RM'000	3 months ended 31st December 2011 RM'000	9 months ended 31st December 2012 RM'000	9 months ended 31st December 2011 RM'000
Income tax				
- Current financial year	(1,111)	(1,702)	(9,179)	(11,332)
- Over/(Under) provision in prior years	(987)	-	(987)	-
	(2,098)	(1,702)	(10,166)	(11,332)
Deferred tax				
- Current financial year	-	-	-	-
Total tax expense	(2,098)	(1,702)	(10,166)	(11,332)

The Group's effective tax rate is higher than the statutory tax rate of 25% mainly due to losses in subsidiaries which were not available for tax relief at the Group level and the non-deductibility of certain operating expenses for tax purposes.

14. Related Party Transactions

The transactions with related parties of the Group for the cumulative 9 months period ended 31st December 2012 were as follows:

(a) Associates	RM'000
PJT Technology Co. Ltd ("PJT") *	
- Sales	3,002
GMPC Corporation Sdn Bhd	
- Sales	1,386
- Rental	5

* PJT was previously an associate company of the Company, of which the Company holds 49% of its equity shares. Following the additional acquisition on 13th July 2012, the Company has now owned 51% of equity interests of PJT and PJT become the subsidiary of the Company.

15. Comparative figures

Certain comparative figures as shown in the condensed consolidated statement of comprehensive income have been reclassified in order to conform with the current financial period's presentation.

Additional information required by the AMLR

16.1 Review of Performance

For the current financial quarter ended 31st December 2012, the Group recorded revenue of RM122.8 million and profit before taxation of RM4.0 million from RM135.4 million and RM12.8 million in the previous comparable quarter ended 31st December 2011, which is 9.3% and 68.8% lower respectively.

The main contributions to the Group's performance for the current financial quarter came from its existing projects, namely Malaysian e-Passport inlays, Nigeria e-Passport inlays, Turkey e-Passport inlays, the implementation of Malaysian e-Passport ICAO compliance project and the first sustainable development project with Felda in Johor namely Sentuhan Kasih project.

16.2 Comparison with Preceding Quarter

For the current financial quarter ended 31st December 2012, the Group recorded revenue of RM122.8 million and profit before taxation of RM4.0 million from RM124.5 million and RM11.4 million in the preceding financial quarter ended 30th September 2012, which is 1.4% and 64.9% lower respectively.

The decrease in revenue was mainly attributable to lower delivery in Nigeria e-Passport inlays and delay in recognizing revenue from the Rimbunan Kaseh project in Melaka pending the letter of award from the relevant Authority.

The lower profit before taxation for the current reporting quarter was due to higher operating expenses incurred in setting up new operation units for new businesses, higher R&D expenditures in Agro business and higher unrealized loss on foreign currency.

17. Prospects

For the financial year 2013, the Group's revenue is expected to be derived mainly from the trusted identification's projects, namely Malaysia e-passport inlays, the implementation of Malaysian e-Passport ICAO compliance project, Nigeria e-Passport inlays, Tanzania e-ID cards project, Turkey e-Passport inlays and Bangladesh MRP Passport project.

For the Food and Agro Technology Division and Koto Industrialised Building Division, their results are expected to be satisfactory when more Rimbunan Kaseh projects and Sentuhan Kasih projects take off in the 2nd half of financial year 2013. The Rimbunan Kaseh project and Sentuhan Kasih project are a modern rural project which consists of Koto houses and amenities, supported by modern and integrated farming activities.

In view of the on-going contracts, Rimbunan Kaseh projects and Sentuhan Kasih projects, the Group is optimistic that its performance will remain satisfactory for the financial year ending 31st March 2013.

18. Variance between actual results and forecasted profit and shortfall in profit guarantee

The Group has not provided any profit forecast or profit guarantee in a public document.

19. Unquoted Securities and/or Properties

There were no purchases or disposals of unquoted securities and/or properties for the current quarter and financial year to date.

20. Quoted Securities

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

21. Available-for-sale financial assets

Available-for-sale financial assets represent investment and deposits paid in respect of:

	At 31 st December 2012 RM'000
Investment in an unquoted shares in Malaysia	273
Investment in an unquoted shares in Singapore	2,378
Investment in an unquoted shares in Hong Kong	981
Golf Club Membership	406
(Less): Allowance for diminution in value	(3,632)
	<u>406</u>

22. Status of Corporate Proposals and utilisation of proceeds

There were no corporate proposals announced but not completed as at 19th February 2012, being the latest practicable date which is not earlier than seven (7) days from the date of issue of this quarterly report.

23. Group Borrowings and Debt Securities

The Group's borrowings from financial institutions at the end of the current quarter were:

	Short Term RM'000	Long Term RM'000	Total RM'000
Secured	153,772	104,394	258,166

All of the above borrowings are denominated in Ringgit Malaysia other than trade and term loan borrowings amounting to RM13.5 million, RM8.4 million and RM60.0 million that are denominated in USD dollar, EURO and Thai Bath respectively.

24. Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at 19th February 2012 being the latest practicable date which is not earlier than seven (7) days from date of issue of this quarterly report.

25. Material Litigation

Save for the material litigations as disclosed below, there are no other material litigations involving the Group as at 19th February 2012:

- (a) On 29th November 2006, ICB had filed a lawsuit against Japan Air Lines (“JAL”) in the U.S. District Court, Eastern District of New York for JAL’s infringement of IRIS’s US patent. This claim is based on the allegation that JAL’s inspection of passports at United States airports infringes IRIS’s patent over a method of manufacturing a secure electronic passport.

JAL has filed a motion to dismiss the claim. IRIS’s solicitors, Messrs Moses & Singer LLP (the “**Solicitors**”), has opposed the motion to dismiss. The briefs on the motion had been filed in June 2007. The District Court had on 30th September 2009 granted JAL’s motion to dismiss the claim and the decision stated that the patent protections conferred on IRIS conflicted with, and were superseded by JAL’s federal legal obligation to inspect passenger passports. The Solicitors had, on behalf of IRIS, filed a notice to appeal to the United States Court of Appeals for the Federal Circuit in Washington and the matter is currently stayed pending the outcome of the JAL’s bankruptcy proceedings in Japan.

The Solicitors of the Company stated that there are no US case precedents to indicate the likelihood of success on appeal. However, by analogy, the Solicitors pointed out that there are many regulations affecting airlines, such as JAL, as well as affecting other commercial operations, requiring these commercial entities to use intellectual property and other property that they do not own. These commercial entities do not get such property for free, and must buy them, even though regulations require that they use them. The Solicitors argued further that JAL should not be able to use IRIS’ intellectual property for free, as part of their commercial operations.

The Solicitors further informed that in any event, it does not appear that this case will be heard within the next year or two, as the Federal Circuit in Washington proceedings are dependent upon the outcome of the Japanese bankruptcy proceedings. Until these proceedings are complete there is nothing for IRIS to do with respect to the JAL litigation.

Regarding the bankruptcy proceedings, pursuant to The Appellee’s Status Report dated 27th January 2012, JAL stated that the stay issued by the US Bankruptcy Court still remains in effect. On 28th March 2011, Japan Airlines completed its corporate reorganization proceedings in Japan.

- (b) IRIS Technologies (M) Sdn Bhd (“**ITSB**”), a wholly owned subsidiary of IRIS, and its joint venture Turkish partner Kunt Elektronik San.Ve Tic. A.S (“**KUNT**”) (“**JV Company**”) had on 17th September 2009 received a Letter of Termination dated 14th September 2009 (“**Letter of Termination**”), from Emniyet Genel Mudurlugu (“**EGM**”), known as General Directorate of Security in relation to the provision of Electronic Passport Issuing Systems in Turkey (“**The Agreement**”).

Pursuant to the Letter of Termination, EGM requested for refund of New Turkish Lira (“YTL”) 6.195 million (equivalent to approximately RM14.6 million at an exchange rate of YTL 1: RM2.36 as at 18th September 2009) which is equivalent to the first phase payment received by the Joint Venture Company between ITSB and KUNT. Subsequently, all the hardware and equipment delivered shall be returned to the JV Company.

On 18th September 2009, Messrs Sen & Arpaci had on behalf of the JV Company, made an application to the Ankara Civil Court of Turkey (“Court”), for an injunction to restrain EGM from claiming on the performance bond submitted by the JV Company in year 2007.

On 24th September 2009, an interlocutory injunction was obtained by the JV Company from the Court. Subsequently, on behalf of the JV Company, Messrs Sen & Arpaci had on 5th October 2009 filed a lawsuit against EGM in Ankara Court of First Instance (“Ankara Court”) for the unlawful termination of the Agreement. The JV Company is claiming a total of YTL 5 million from EGM and the return of the performance bond. This matter was first heard on 22nd December 2009.

On 23rd March 2010, EGM presented a counter claim, claiming approximately YTL 5.25 million from the JV Company. Specifically, the EGM is seeking to return all the hardware and equipments to the JV Company in exchange for a refund of YTL 5.25 million paid to the JV Company. The third hearing was held on 10th June 2010. The outcome of the hearing was that the judge had requested the JV Company to submit the precise damages amount(s) to be claimed against EGM so that the judge can decide which component court will hear the matter.

On 5th October 2010, JV Company had submitted new evidences for the case. The Courts accepted JV Company’s submission and ordered EGM to reply to the new evidences submitted by JV Company within 20 days from 5th October 2010. However, no decision was granted at this stage to the EGM for their claims of refund of YTL 5.25 million they paid for the completion of phase 1 of the Project (for hardware and equipments delivered). At the same hearing, the Courts appointed three expert witnesses to study and analyze the case and the submissions of both Parties on commercial and technical grounds since the case is highly technical in nature. The Courts then fixed 23rd December 2010 to hear the reports from the Court’s appointed specialists or expert witnesses before giving out further directions.

On 20th March 2012, the Expert Report submitted was unfavourable towards the JV Company. The JV Company proceeded to file an appeal against the findings of the said Expert Technical Report. The Court decided that the file is to be sent to the same Court Experts for an additional technical report to be prepared on the grounds that the appeal is to be evaluated.

In parallel, EGM filed additional claims of loss of opportunity amounting to YTL 13.041 million against the JV Company on 14th September 2010. On 30th November 2010, JV Company submitted evidences substantiating grounds for the rebuttal of this EGM's additional claims. On 8th February 2011's hearing, the Court granted 20 days for EGM to respond to the JV Company's earlier submitted rebuttal. On 12th April 2011 hearing, the Court appointed two experts who are experienced in law and finance matters to prepare a report on the case.

The Expert Report was submitted on 27th March 2012. The JV Company then appointed lawyers Messrs Sen & Arpaci to appeal against the submission of the negative indemnity provision reported in the said Expert Report. The Court has further adjourned pending the submission of an additional Expert Report.

On 4th October 2012, the Court decided to merge both the cases as mentioned above so that it can be heard concurrently. Both cases were fixed to be heard concurrently on 5th March 2013.

Messrs Sen & Arpaci is of opinion that the JV Company has a good chance of recovering the amount claimed. Messrs Sen & Arpaci is also of the view that the counter claim filed by EGM is likely to be rejected by the Ankara Court based on multiple legal issues that will be contemplated by the additional report.

- (c) IRIS Corporation Berhad ("the Company") had on 4th October 2012 entered into a Share Sale Agreement with Stamford College Berhad ("SCB") whereby Company agreed to purchase 51% of the fully paid up ordinary shares of Stamford College (PJ) Sdn Bhd ("SCPJ") and Stamford College (Malacca) Sdn Bhd ("SCM") (collectively referred to as the "Sale Shares") to the Company for a total purchase consideration of RM2,500,000 ("the Agreement").

Pursuant to the terms and conditions of the Agreement, the Company paid a sum of RM250,000 ("Deposit") representing 10% of the Purchase Consideration and agreed to pay the balance Purchase Consideration subject to fulfillment of parties obligations under Clause 4 of the Agreement. The Plaintiff avers that it has fulfilled its obligations under Clause 4 and sent a letter of demand for the balance Purchase Consideration via their then solicitors Messrs Tee, Tan & Partner. Upon not receiving the balance Purchase Consideration, the Plaintiff's filed the Writ and Statement of Claim praying for the following:-

- (a) balance Purchase Consideration of RM2,250,000;
- (b) interest thereon at 5% per annum from the date of Judgement to full realization;
- (c) interest on RM2,250,000.00 at 5% per annum from date of Judgement to full date of realization; and
- (d) cost in the action and other such relief as the Court deems fit.

The Company, upon seeking legal advice from its solicitors, Messrs Chellam & Wong, decided to defend the suit. The Company has filed its Defence and Counterclaim. The Company as the Defendant prays for the following under the Defence and Counterclaim.

- (a) The Plaintiff refund the sum of RM250,000 being the forfeited deposit and RM3,380,000 as advance monies paid by for debts on behalf of the Defendant;
- (b) General damages; and
- (c) Interest at such rate the Courts deem fit, costs and other relief.

The matter was heard for its first mention and case management on 13th February 2013 and was fixed for further mention on 11th March 2013 by the Kuala Lumpur High Court.

26. Realised and Unrealised retained earnings

Breakdown of retained earnings of the Group is as follows:

	As at 31 st December 2012 RM'000	As at 31 st March 2012 RM'000
Total retained earnings:		
i) The Company and its subsidiaries		
- Realised profits/(losses)	79,996	47,359
- Unrealised profits/(losses)	(18,766)	(19,330)
	61,230	28,029
ii) Associates		
- Realised profits/(losses)	654	(3,487)
- Unrealised profits/(losses)	-	-
	654	(3,487)
	61,884	24,542
iii) Group consolidated adjustments	39,797	68,819
Total retained earnings of the Group	101,681	93,361

27. Dividend

A first and final tax-exempt dividend of 0.45 sen per ordinary share in respect of the financial period ended 31 March 2012 was paid on 28th November 2012.

28. Earnings Per Share

	Individual		Cumulative	
	3 months ended 31st December 2012	31st December 2011	9 months ended 31st December 2012	31st December 2011
(a) Basic earnings per ordinary share				
Profit attributable to owners of the Company for the period (RM'000)	642	11,887	15,161	30,868
Weighted average number of ordinary shares ('000)	1,575,431	1,483,617	1,575,431	1,483,617
Basic earnings per ordinary share (Sen)	0.04	0.80	0.96	2.08
(b) Diluted earnings per ordinary share				
Profit attributable to owners of the Company for the period (RM'000)	642	11,887	15,161	30,868
Adjustment for after tax effects of Warrants A (RM'000)	-	-	-	-
Adjustment for after tax effects of Warrants B (RM'000)	-	-	-	-
Adjusted net profit for the period (RM'000)	642	11,887	15,161	30,868
Weighted average number of ordinary shares ('000)	1,575,431	1,483,617	1,575,431	1,483,617
Adjustment for assumed exercise of Warrants A ('000)	31,989	5,484	31,989	5,484
Adjustment for assumed exercise of Warrants B ('000)	149,844	24,980	149,844	24,980
Weighted average number of ordinary shares for the purpose of diluted earnings per share ('000)	1,757,264	1,514,081	1,757,264	1,514,081
Diluted earnings per ordinary share (Sen)	0.04	0.79	0.86	2.04

29. Profit before taxation

	Individual 3 months ended 31st December 2012 RM'000	Cumulative 9 months ended 31st December 2012 RM'000
Profit before taxation is arrived at after charging/(crediting):		
- Depreciation of property, plant and equipment	3,654	10,769
- Net foreign exchange (gain)/loss	1,784	(576)
