

# IRIS CORPORATION BERHAD

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

## Interim Financial Report For the first quarter ended 31<sup>st</sup> March 2009

Contents: -	Page
Condensed Consolidated Income Statement	1
Condensed Consolidated Balance Sheet	2-3
Condensed Statement of Changes in Equity	4
Condensed Consolidated Cash Flow Statement	5-6
Notes to the Interim Financial Report	7-14

**Condensed Consolidated Income Statement**For the first quarter ended 31<sup>st</sup> March 2009

	Individual		Cumulative	
	3 months ended		3 months ended	
	31 <sup>st</sup> Mar	31 <sup>st</sup> Mar	31 <sup>st</sup> Mar	31 <sup>st</sup> Mar
	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000
<b>Revenue</b>	60,160	58,942	60,160	58,942
Cost of sales	(38,494)	(40,599)	(38,494)	(40,599)
Depreciation and amortization	(2,890)	(3,512)	(2,890)	(3,512)
<b>Gross profit</b>	18,776	14,831	18,776	14,831
Other income	(182)	(79)	(182)	(79)
Operating expenses	(9,176)	(7,988)	(9,176)	(7,988)
Depreciation and amortization	(777)	(790)	(777)	(790)
Interest expenses	(3,655)	(3,722)	(3,655)	(3,722)
Share of profit / (loss) of associated companies	11	105	11	105
<b>Profit before taxation</b>	4,997	2,357	4,997	2,357
Tax expense	(1,998)	(986)	(1,998)	(986)
<b>Profit after taxation</b>	2,999	1,371	2,999	1,371
<b>Attributable to:</b>				
Equity holders of the Company	2,999	1,371	2,999	1,371
Minority Interest	-	-	-	-
	2,999	1,371	2,999	1,371
<b>Earnings per ordinary share attributable to equity holders of the Company:</b>				
Basic (Sen)	0.21	0.10	0.21	0.10
Diluted (Sen)	0.21	0.10	0.21	0.10

The Condensed Consolidated Income Statement should be read in conjunction with the audited financial statements of the Group for the year ended 31<sup>st</sup> December 2008 and the accompanying explanatory notes attached to this interim financial statement.

**Condensed Consolidated Balance Sheet**As at 31<sup>st</sup> March 2009

	31 <sup>st</sup> March 2009 RM'000	31 <sup>st</sup> December 2008 RM'000
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Concession assets	23,709	23,225
Property, plant and equipment	37,804	39,466
Research & development	6,852	7,355
Intellectual properties	13,151	13,496
Goodwill on consolidation	133,982	133,982
Investment in associated company	6,234	6,223
Other investments	406	406
	222,138	224,153
<b>CURRENT ASSETS</b>		
Inventories	75,206	69,980
Trade receivables	92,978	101,601
Amount owing by contract customers	19,524	6,783
Other receivables, deposits & prepayments	23,034	38,336
Amount owing by associates	12,949	2,428
Amount owing by related parties	271	249
Tax refundable	-	210
Deposits with licensed banks	15,216	17,428
Cash and cash equivalents	17,235	37,906
	256,413	274,921
Non-current assets held for sale	61,651	62,013
	318,064	336,934
<b>TOTAL ASSETS</b>	540,202	561,087
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Share capital	216,416	216,416
Share premium	35,052	35,052
Foreign exchange translation reserve	19	19
Reserve relating to assets held for sale	13,724	13,724
Retained profits	16,073	13,075
<b>TOTAL EQUITY</b>	281,284	278,286

**Condensed Consolidated Balance Sheet**As at 31<sup>st</sup> March 2009

(continued)

	<b>31<sup>st</sup> March 2009</b>	<b>31<sup>st</sup> December 2008</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>NON-CURRENT LIABILITIES</b>		
Hire purchase & lease payables	1,749	2,309
Other payables	2,812	2,812
Bonds	88,875	88,875
Term loan	14,291	15,341
Deferred tax liabilities	7,587	7,587
	<u>115,314</u>	<u>116,924</u>
<b>CURRENT LIABILITIES</b>		
Trade payables	39,786	48,348
Amount owing to contract customers	9,319	8,515
Other payables and accruals	20,361	30,592
Amount owing to related parties	306	313
Amount owing to directors	378	378
Hire purchase & lease payables	4,669	5,458
Bonds	36,125	36,125
Short-term borrowings	30,418	34,894
Provision for taxation	2,242	1,254
	<u>143,604</u>	<u>165,877</u>
<b>TOTAL LIABILITIES</b>	<u>258,918</u>	<u>282,801</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>540,202</u>	<u>561,087</u>
<b>Net assets per share attributable to equity holders of the Company (RM)</b>	<u>0.20</u>	<u>0.21</u>

The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements of the Group for the year ended 31<sup>st</sup> December 2008 and the accompanying explanatory notes attached to this interim financial statement.

**Condensed Consolidated Statement of Changes in Equity**For the first quarter ended 31<sup>st</sup> March 2009

	←		Non-Distributable			→		Total Equity RM'000	
	Share Capital RM'000	ICPS RM'000	Share Premium RM'000	Translation Reserve RM'000	Reserve Relating to Asset Held for sale RM'000	Revaluation Reserve RM'000	Accumulated (Loss)/Profit RM'000		Minority Interest RM'000
At 1 <sup>st</sup> January 2008	205,296	11,120	35,052	-	-	13,516	2,231	-	267,215
Conversion of ICPS into ordinary shares	5,382	(5,382)	-	-	-	-	-	-	-
Overprovision of deferred taxation	-	-	-	-	-	375	-	-	375
Realisation on usage of property	-	-	-	-	-	(167)	167	-	-
Amount recognized directly in equity relating to assets held for sales	-	-	-	-	13,724	(13,724)	-	-	-
Incorporation of a subsidiary	-	-	-	-	-	-	-	45	45
Profit after taxation	-	-	-	-	-	-	10,677	(45)	10,632
Currency translation difference	-	-	-	19	-	-	-	-	19
<b>At 31<sup>st</sup> December 2008</b>	<b>210,678</b>	<b>5,738</b>	<b>35,052</b>	<b>19</b>	<b>13,724</b>	<b>-</b>	<b>13,075</b>	<b>-</b>	<b>278,286</b>
At 1 <sup>st</sup> January 2009	210,678	5,738	35,052	19	13,724	-	13,075	-	278,286
Conversion of ICPS into ordinary shares	1,500	(1,500)	-	-	-	-	-	-	-
Profit after taxation	-	-	-	-	-	-	2,999	-	2,999
Currency translation difference	-	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2009</b>	<b>212,178</b>	<b>4,238</b>	<b>35,052</b>	<b>19</b>	<b>13,724</b>	<b>-</b>	<b>16,074</b>	<b>-</b>	<b>281,285</b>

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements of the Group for the year ended 31<sup>st</sup> December 2008 and the accompanying explanatory notes attached to this interim financial statement.

**Condensed Consolidated Cash Flow Statement**For the first quarter ended 31<sup>st</sup> March 2009

	<b>Cumulative 31<sup>st</sup> Mar 2009 RM'000</b>	<b>Cumulative 31<sup>st</sup> Mar 2008 RM'000</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	4,997	2,357
Adjustments for:		
Non-Cash Items	3,726	3,572
Interest expenses	3,655	3,722
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>12,378</b>	<b>9,651</b>
Changes in working capital		
Net changes in current assets	(4,193)	(12,490)
Net changes in current liabilities	(18,769)	4,048
<b>NET CASH (USED IN) /GENERATED FROM OPERATIONS</b>	<b>(10,584)</b>	<b>1,209</b>
Interest paid	(3,274)	(3,263)
Tax paid	(800)	(18)
<b>NET CASH (USED IN) /GENERATED FROM OPERATING ACTIVITIES</b>	<b>(14,658)</b>	<b>(2,072)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Development expenditure	-	(1,109)
Proceeds from disposal of fixed assets	-	408
Proceeds from withdrawal of fixed deposit pledged	-	(487)
Purchase of fixed assets	(556)	-
Purchase of concession assets	(554)	-
Purchase of investment	-	-
Investment in associated company	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(1,110)</b>	<b>(1,188)</b>

**Condensed Consolidated Cash Flow Statement**

For the first quarter ended 31<sup>st</sup> March 2009  
(continued)

	<b>Cumulative 31<sup>st</sup> Mar 2009 RM'000</b>	<b>Cumulative 31<sup>st</sup> Mar 2008 RM'000</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of shares	-	-
Repayment of hire purchase and lease payables	(1,589)	(1,524)
Repayment of bond	-	-
Short term borrowings	(4,476)	(197)
Long term borrowings	(1,050)	-
<b>NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES</b>	<b>(7,115)</b>	<b>(1,721)</b>
Net changes in cash and cash equivalents	(22,883)	(4,981)
Effects of exchange rate changes	-	-
Cash and cash equivalents at beginning of the year	55,334	27,948
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>32,451</b>	<b>22,967</b>

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements of the Group for the year ended 31<sup>st</sup> December 2008 and the accompanying explanatory notes attached to this interim financial statement.

**Notes to the Interim Financial Report**For the first quarter ended 31<sup>st</sup> March 2009**1. Basis of preparation**

This interim financial report is based on the unaudited financial statements for the quarter ended 31<sup>st</sup> March 2009 and has been prepared in compliance with FRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the MESDAQ Market ("MMLR").

The accounting policies and methods of computation adopted by the Group in this report are consistent with those adopted in the financial statements for the year ended 31<sup>st</sup> December 2008.

**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 first quarter.

**4. Segment information**

The Group's segment information for the interim financial report to 31<sup>st</sup> March 2009 were as follows:-

	Digital Identity & Business Solutions RM'000	Others RM'000	Inter-segment Elimination RM'000	Group RM'000
Revenue	59,905	255	-	60,160
Segment results	18,788	(11)	-	18,776
Unallocated corporate expenses				(9,953)
Operating profit				8,823
Other income				(182)
Finance cost				(3,655)
				4,986
Share of profit of associate				11
Profit before taxation				4,997
Income tax expenses				(1,998)
Profit after taxation				2,999

## 5. Non Current Assets Held for Sale

IRIS Technologies (M) Sdn Bhd (“IRIS Tech”), a wholly-owned subsidiary of ICB, had on 11 July 2007 accepted a Conditional Letter of Offer issued by Mapletree dated 9 July 2007 for the proposed disposal and leaseback of two plots of leasehold land and a four (4) and a half storey office and manufacturing building bearing the postal address Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur with an estimated land area of approximately 188,179 sq ft to Mapletree for a consideration of RM91.5 million.

Both IRIS Tech and Mapletree Industrial Fund Ltd have mutually agreed to extend the negotiation period on the terms of the definitive Sale and Purchase Agreement to 18 June 2009.

The property at the balance sheet date was revalued in 31 December 2004 by an independent firm of professional valuers using the open market basis.

The property at the balance sheet date has been pledged as security for bank borrowings.

## 6. Capital Commitments

### Authorised and contracted for:-

	<b>RM'000</b>
Construction of greenhouse	3,006
Purchase of property, plant & equipment	477
	<u>3,483</u>

## 7. Debt and equity securities

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

### (a) Conversion of Non-Cumulative Irredeemable Convertible Preference Shares (“ICPS”)

For the financial period from 1<sup>st</sup> January 2009 to 31<sup>st</sup> March 2009, a total of 10,000 units of ICPS have been converted into ordinary shares of RM0.15 each.

## 8. Changes in the composition of the Group

There were no changes in the composition of the Group for the first quarter.

## 9. 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.

## **10. Material events subsequent to the end of the interim period**

There were no material events subsequent to the end of the current quarter, except for the following:-

### **(a) Conversion of ICPS**

As at 22nd May 2009, the Company had issued 334,100 ordinary shares of RM0.15 each pursuant to the conversion of ICPS.

## **11. Items of an unusual nature**

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

## **12. Valuations of property, plant and equipment**

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

## **13. Changes in contingent liabilities and contingent assets**

On 12<sup>th</sup> July 2006, ICB entered into a Sales and Purchase Agreement with Enve Hitech Farming Solutions Sdn Bhd (“ENVE”) to purchase Capillary Agrotech (Malaysia) Sdn Bhd (“CA”) to which ENVE would guarantee ICB a profit before taxation of RM6 million before 30<sup>th</sup> June 2008.

In the event of CA’s inability to achieve the cumulative profit of RM6 million at the stipulated date, ENVE would be liable to compensate ICB for an amount of 70% of the shortfall in cumulative profit before tax.

On 4<sup>th</sup> March 2008, ICB had agreed to an extension of eighteen (18) months by ENVE to fulfill the profit guarantee.

Other than above, there were no changes in contingent liabilities and contingent assets since the last balance sheet date.

**14. Taxation**

	<b>31<sup>st</sup> Mar 2009 RM'000</b>	<b>31<sup>st</sup> Mar 2008 RM'000</b>
Deferred tax liabilities – current year	-	980
Current year tax	1,998	6
	<u>1,998</u>	<u>986</u>

The Group's effective tax rate is lower than the statutory tax rate of 26% mainly due to the availability of capital allowances, investment tax allowances and reinvestment allowances.

**15. Related Party Transactions**

	<b>31<sup>st</sup> Mar 2009 RM'000</b>
1. MCS Microsystems Sdn Bhd	
- Purchases	127
- Rental received	20
2. Versatile Paper Boxes Sdn Bhd	
- Purchases	-

## **Additional information required by the MMLR**

### **16.1 Review of Performance**

For the current financial quarter ended 31<sup>st</sup> March 2009, the Group recorded a revenue of RM60.2 million and profit before taxation of RM5.0 million from RM58.94 million and RM2.36 million, which is 2.1% and 111.9% higher respectively when compared to the previous comparable financial quarter ended 31<sup>st</sup> March 2008.

The main contributions to the Group's performance for the current financial quarter were its ongoing projects, namely MyKad Project, Malaysia e-Passport Project, Senegal e-Passport Project and Nigeria e-Passport Project.

### **16.2 Comparison with Preceding Quarter**

The Group recorded a revenue of RM60.2 million from RM91.66 million, which is 34.3% lower when compared to the preceding financial quarter ended 31<sup>st</sup> December 2008. This decrease was attributable to the higher delivery of MyKad, e-Passports for Nigeria and progress billing for Pos Malaysia Project in the preceding financial quarter.

Whilst the current financial quarter recorded lower revenue, profit before taxation increased marginally to RM5.0 million from RM4.9 million recorded in the preceding financial quarter ended 31<sup>st</sup> December 2008. This increase was mainly attributable to lower operating expenses in current financial quarter.

### **17. Prospects**

For the financial year ending 2009, the Group's expected revenue will be contributed by the core business of digital identity solutions. Local revenue will be sustained by the sale of passport inlays, MyKad as well as project sales. Overseas sales will be contributed by higher sales of passports to Nigeria and Senegal.

Based on the first quarter's results, the Group expects the performance for the financial year ending 2009 to be satisfactory.

### **18. Variance on actual results from forecast profit and shortfall in profit guarantee**

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

### **19. Unquoted Securities**

There were no purchases or disposals of unquoted securities 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. Other Investments

Other investments represent deposits paid in respect of:

	<b>31<sup>st</sup> Mar 2009 RM'000</b>
Investment in XID Technologies Pte Ltd	2,378
Golf Club Membership	406
(Less) Provision for diminution in value	(2,378)
	<u>406</u>

XID Technologies Pte Ltd is an unquoted Singapore company.

## 22. Status of Corporate Proposals

Save as disclosed below, there were no corporate proposals announced but not completed as at 22<sup>nd</sup> May 2009, being the latest practicable date which is not earlier than seven (7) days from the date of issue of this quarterly report:-

### **(a) Proposed Private Placement of up to 155,431,281 new ordinary shares of RM0.15 each in ICB (“Proposed Private Placement”)**

On 16<sup>th</sup> May 2008, the Board had announced that the application to the Securities Commission and Foreign Investment Committee on the Proposed Private Placement of up to 155,431,281 new ordinary shares of RM0.15 each representing up to ten percent (10%) of the issued and paid-up share capital of the company to investors to be identified has been approved.

On 8<sup>th</sup> May 2009, Securities Commission had vide its letter approved the extension of time to 15<sup>th</sup> November 2009 for ICB to implement the Proposed Private Placement.

### **(b) Proposed disposal and leaseback of two plots of leasehold land located within Technology Park Malaysia, Kuala Lumpur and a four (4) and a half storey office and manufacturing building to Mapletree Industrial Fund Ltd (“Mapletree”) (“Proposed Disposal and Leaseback”)**

IRIS Technologies (M) Sdn Bhd (“IRIS Tech”), a wholly-owned subsidiary of ICB, had on 11<sup>th</sup> July 2007 accepted a Conditional Letter of Offer issued by Mapletree dated 9<sup>th</sup> July 2007 for the proposed disposal and leaseback of two plots of leasehold land and a four (4) and a half storey office and manufacturing building bearing the

IRIS CORPORATION BERHAD (302232-X)

postal address Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur with an estimated land area of approximately 188,179 sq ft to Mapletree for a consideration of RM91.5 million.

Both IRIS Tech and Mapletree Industrial Fund Ltd have mutually agreed to extend the negotiation period on the terms of the definitive Sale and Purchase Agreement to 18<sup>th</sup> June 2009.

### 23. Group Borrowings and Debt Securities

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

	<b>Short Term RM'000</b>	<b>Long Term RM'000</b>	<b>Total RM'000</b>
Secured	66,543	103,166	169,709
Unsecured	-	-	-
Total	<u>66,543</u>	<u>103,166</u>	<u>169,709</u>

### 24. Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at 22<sup>nd</sup> May 2009 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 outstanding material litigations as disclosed below, there are no other material litigations involving the Group as at 22<sup>nd</sup> May 2009:

- (a) On 29<sup>th</sup> November 2006, ICB had filed a lawsuit against Japan Air Lines ("JAL") in the U.S. District Court, Eastern District of New York. The claim is in relation to the ICB US Patent No. 6,111,506, which claims among others, a method of manufacturing an electronic passport ("the ICB US patented process"). ICB's claim is based on allegation that JAL uses electronic passports that have been manufactured overseas by entities that practice the steps of the ICB US patented process, when checking in passengers at JAL's US passenger check-in facilities.

JAL has filed a motion to dismiss the claim. ICB's solicitors, Messrs Moses & Singer LLP, have opposed the motion to dismiss. The briefs on the motion had been filed in June 2007 and the matter is now pending a written decision and opinion by District Judge.

In this case, ICB is seeking monetary damages, the quantum of which has not been specified to date.

**26. Dividend**

The Company did not pay any dividend in the current financial quarter.

**27. Earnings Per Share**

	<b>Individual quarter ended</b>	
	<b>31<sup>st</sup> Mar 2009</b>	<b>31<sup>st</sup> Mar 2008</b>
<b>(a) Basic earnings per share</b>		
Profit attributable to equity holders of the Company for the period (RM'000)	2,999	1,371
Weighted average number of ordinary shares ('000)	1,404,530	1,368,818
<b>Basic earnings per share (Sen)</b>	<b>0.21</b>	<b>0.10</b>
<b>(b) Diluted earnings per share</b>		
Profit attributable to equity holders of the Company for the period (RM'000)	2,999	1,371
Adjustment for after tax effects of interest on ICPS (RM'000)	-	-
Adjusted net profit for the period (RM'000)	2,999	1,371
Weighted average number of ordinary shares ('000)	1,404,530	1,368,818
Adjustment for assumed conversion of ICPS ('000)	-	27,518
Adjustment for assumed exercise of Warrants ('000)	-	17,380
Adjustment for assumed exercise of ESOS ('000)	-	-
Weighted average number of ordinary shares for the purpose of diluted earnings per share ('000)	1,404,530	1,413,716
<b>Diluted earnings per share (Sen)</b>	<b>0.21</b>	<b>0.10</b>