

Compugates Holdings Berhad
(Company No. 669287 - H)
(Incorporated in Malaysia)

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30
SEPTEMBER 2010**

**PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARDS
("FRS") 134**

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134 - Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009. 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 year ended 31 December 2009.

2. Changes in Accounting Policies

The accounting policies and methods of computation adopted in this quarter financial statement of the Group are consistent with those adopted for the annual financial statements of the Group for the financial year ended 31 December 2009 except for the adoption of the following new and revised Financial Reporting Standards ("FRSs"), Amendments to FRSs and IC Interpretations and Technical Releases ("TR"):

FRS 4 Insurance Contracts
FRS 7 Financial Instruments: Disclosures
FRS 8 Operating Segments
Revised FRS 101 (2009) Presentation of Financial Statements
Revised FRS 123 (2009) Borrowing Costs
Revised FRS 139 (2010) Financial Instruments: Recognition and Measurement
Amendments to FRS 1 and FRS 127: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 2: Vesting Conditions and Cancellations
Amendments to FRS 7, FRS 139 and IC Interpretation 9
Amendments to FRS 132: Classification of Rights Issues and the Transitional Provision in Relation to Compound Instruments
IC Interpretation 9 Reassessment of Embedded Derivatives
IC Interpretation 10 Interim Financial Reporting and Impairment
IC Interpretation 11: FRS 2 – Group and Treasury Share Transactions
IC Interpretation 13 Customer Loyalty Programmes
IC Interpretation 14: FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
Annual Improvements to FRSs (2009)
TR i-3 Presentation of Financial Statements of Islamic Financial Institutions

The adoption of the above FRSs, Amendments to FRSs, IC Interpretations and TR did not have any material impact on the financial performance and financial position of the Group other than as stated below:

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2. Changes in Accounting Policies (cont'd)

FRS 7: Financial Instruments: Disclosures

Prior to the adoption of FRS 7, the disclosures for financial instruments were based on the requirements of the original FRS 132: Financial Instruments: Disclosures and Presentation. This standard requires disclosure on the nature and extent of risks arising from financial instrument which includes qualitative and quantitative disclosure. The Group applied this standard prospectively in accordance with the transitional provision. This standard only affects the form and content of the disclosure in the Group's financial statements.

FRS 8: Operating Segments

FRS 8 replaces FRS 114₂₀₀₄ Segment Reporting and requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes that are regularly reviewed by the Group's chief operating decision maker. The Group presents its segment information based on its geographical segments, which is also the basis of presenting its internal management reports. The basis of measurement of operating results, segment assets and segment liabilities are the same as the basis of measurement for external reporting.

Revised FRS 101 (2009) Presentation of Financial Statements

The revised FRS 101 requires Statement of Changes in Equity includes only transaction with owners, and all non-owner changes (i.e. other comprehensive income) are presented in a separate statement. This standard also introduces Statement of Comprehensive Income which presents all items of income and expense recognised in profit or loss and all other items of income and expensed recognised directly in equity, either in one single statement or two linked statements. The Group has applied this standard retrospectively and elected to present in one single statement. The adoption of this standard only impacted the form and content of the presentation of the Group's financial statements.

Annual Improvements to FRSs (2009) – FRS 117: Leases

FRS 117 clarifies on the classification of leases of land and buildings. The resulting effect of this standard was the reclassification of leasehold land to property, plant and equipment or investment property rather than being separately classified under prepaid land lease payments on the condensed consolidated statement of financial position, as disclosed below. The change in accounting policy has been made retrospectively in accordance with the transitional provisions of the amendment. The reclassification does not have any impact on the financial performance and earning per share of the Group.

The following comparatives have been reclassified upon adoption of the amendments to FRS 117:

	As Restated RM'000	As Previously Stated RM'000
Condensed Statement of Financial Position		
Non-current assets		
Property and equipment	16,836	11,365
Investment property	5,290	-
Prepaid land lease payments	-	10,761

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2. Changes in Accounting Policies (cont'd)

FRS 139: Financial Instruments: Recognition and Measurement

FRS 139 prescribes the principles for recognising, derecognising and measuring financial asset, financial liabilities, including all derivatives and certain embedded derivatives. The Group has applied this standard prospectively on 1 January 2010 in accordance with the transitional provision. The effects arising from the adoption of this standard has been accounted for by adjusting the opening balance of retained earnings as at 1 January 2010. The comparative figures have not been restated.

Prior to 1 January 2010, the Group classified its investment in quoted securities which were held for non-trading purposes as non-current quoted investments. Such investments were carried at cost less allowance for permanent diminution in value. Upon adoption of FRS 139, these investments were designated at 1 January 2010 as available-for-sale investments and accordingly are stated at their fair values as at that date at RM8,548,000. As at 1 January 2010, an impairment loss of RM3,025,000 was also recognised for available-for-sale investments as an adjustment to the opening balance of retained earnings.

The following are the effects arising from the changes in the accounting policies as at 1 January 2010 upon the first application of FRS 139:

	As Previously Stated RM'000	Effect of FRS 139 RM'000	As Restated RM'000
Condensed Statement of Financial Position			
Non-current assets			
Quoted investments	12,033	(12,033)	-
Available-for-sale investments	-	8,548	8,548
Equity			
Fair value reserve	-	(460)	(460)
Accumulated losses	(107,352)	(3,025)	(110,377)

The Group has not applied in advance the following new and revised FRSs, Amendments to FRSs, IC Interpretations and TR that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial year:

FRSs/IC Interpretations	Effective date
Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters (Amendment to FRS 1)	1 January 2011
Improving Disclosures about Financial Instruments (Amendments to FRS 7)	1 January 2011
Additional Exemptions for First-time Adopters (Amendments to FRS 1)	1 January 2011
Group Cash-settled Share-based Payment Transactions (Amendments to FRS 2)	1 January 2011
Revised FRS 1 (2010) First-time Adoption of Financial Reporting Standards	1 July 2010

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2. Changes in Accounting Policies (cont'd)

FRS 139: Financial Instruments: Recognition and Measurement (cont'd)

FRSs/IC Interpretations	Effective date
Revised FRS 3 (2010) Business Combinations	1 July 2010
Revised FRS 127 (2010) Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 2: Scope of FRS 2 and Revised FRS 3 (2010)	1 July 2010
Amendments to FRS 5: Plan to Sell the Controlling Interest in a Subsidiary	1 July 2010
Amendments to FRS 132: Financial Instruments: Presentation	1 March 2010
Amendments to FRS 138: Consequential Amendments Arising from Revised FRS 3 (2010)	1 July 2010
IC Interpretation 4 Determining whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 12 Service Concession Arrangements	1 July 2010
IC Interpretation 15 Agreements for the Construction of Real Estate	1 January 2012
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17 Distributions of Non-cash Assets to Owners	1 July 2010
IC Interpretation 18 Transfers of Assets from Customers	1 January 2011
TR 3 Guidance on Disclosures of Transition to IFRSs	31 December 2010
TR i-3 Presentation of Financial Statements of Islamic Financial Institutions	1 January 2010
TR i-4 Shariah Compliant Sale Contracts	1 January 2011
Amendments to IC Interpretation 9: Scope of IC Interpretation	1 July 2010

The adoption of the above FRSs, Amendments to FRSs, IC Interpretations and TR is not expected to have any material impact on the results and financial position of the Group.

3. Status of Audit Qualifications

The auditors' report on the financial statements for the financial year ended 31 December 2009 was not subject to any qualification.

4. Items of Unusual Nature and Amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow during the current quarter under review and financial year-to-date.

5. Seasonal or Cyclical Factors

The demand for certain imaging and information technology products are seasonal in nature and the sales of these products are usually higher towards the end of the financial year due to festive seasons. On the other hand, the sales of telecommunication products are generally in tandem with the performance of the economy.

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6. Changes in Estimates

There were no changes in the estimates of amounts reported in the prior financial years that have material effect in the current quarter under review and financial year-to-date.

7. Debt and Equity Securities

There were no issuances, cancellations, repurchases or resale of debt and equity securities during the current quarter under review and financial year-to-date.

8. Dividends Paid

There were no dividends paid during the quarter under review and financial year-to-date.

9. Segmental Reporting (Analysis by geographical location of the Group Results)

	Current Year Quarter Ended 30 Sept 2010 RM'000	Corresponding Quarter Ended 30 Sept 2009 RM'000	Current Year To Date 30 Sept 2010 RM'000	Corresponding Period Ended 30 Sept 2009 RM'000
SEGMENT REVENUE				
Malaysia	36,476	48,714	108,917	256,255
Singapore	-	3	-	457
Bangladesh	113,696	118,395	362,740	317,304
The British Virgin Islands	834	635	1,978	1,260
Cambodia	1,662	1,957	7,020	3,181
Indonesia	1,584	4,250	5,211	11,703
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	154,252	173,954	485,866	590,160
Inter-segment sales	(1,307)	16	(8,590)	(474)
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TOTAL	152,945	173,970	477,276	589,686
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SEGMENT RESULTS				
Malaysia	387	(156)	(4,432)	403
Singapore	-	(1)	-	(313)
Bangladesh	(595)	250	(312)	724
The British Virgin Islands	(389)	107	(731)	36
Cambodia	18	52	(72)	(79)
Indonesia	47	119	170	245
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	(532)	371	(5,377)	1,016
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10. Revaluation of Property and Equipment

The valuations of property and equipment have been brought forward without amendment from the financial year ended 31 December 2009.

11. Contingent Liabilities and Contingent Assets

The Company had given corporate guarantees amounting to approximately RM47 million to the bank and supplier to secure banking facilities and credit term granted to its subsidiaries as of 30 September 2010.

There were no contingent assets as of 30 September 2010.

12. Significant Related Party Transactions

The recurrent related party transactions (“RRPT”) involved the sales of prepaid cards and IT product & accessory, purchases of prepaid cards, skin care products and commission paid. The RRPT had been entered into in the ordinary course of business and have been established under arm’s length basis and normal commercial terms not to the detriment of the minority shareholders.

	Transaction parties	Nature of transaction	Current Year Quarter Ended 30 Sept 2010 RM'000	Corresponding Quarter Ended 30 Sept 2009 RM'000	Current Year To Date 30 Sept 2010 RM'000	Corresponding Period Ended 30 Sept 2009 RM'000
1	Southall Sdn. Bhd.	Sales of prepaid cards	-	363	-	1,503
		Sales of IT product & accessory	97	1	265	6
2	Southall Sdn. Bhd.	Purchases of IT products	-	-	3	-
3	Integra Communication Ltd	Commission Paid	647	547	1,309	926
4	Deens Telecom Ltd	Commission Paid	513	478	1,092	810

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13. Effect of Changes in the Composition of the Group

Save as disclosed below, there were no material changes in the composition of the Group during the current quarter under review and financial year-to-date.

Compugates Marketing Sdn. Bhd. ("CMSB") a subsidiary of Compugates Holdings Berhad ("CHB") had on 15 March 2010 disposed off two (2) ordinary shares of RM1.00 each, representing 2% of the total issued and paid up share capital of Compugates Sabah Sdn. Bhd. ("CSSB"). With the aforesaid disposal, CMSB's shareholding in CSSB will be reduced from 51% to 49%. However, on 19 May 2010 CMSB has re-acquired 2% of the total issued and paid-up capital of CSSB, resulting in CMSB's shareholding in CSSB increased from 49% to 51%.

14. Significant Subsequent Events

There were no significant events subsequent to the end of the current quarter up to the date of this report that have not been reflected in the financial statements for the current quarter under review.

15. Capital Commitment

The Group has no capital commitment as of 30 September 2010.

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PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

16. Review of Performance

The Group registered a revenue of approximately RM152.9 million for the quarter ended 30 September 2010, which was approximately RM21.1 million lower as compared to the preceding corresponding quarter ended 30 September 2009 of approximately RM174.0 million. The lower revenue was mainly due to lower revenue contribution from Malaysian, Bangladesh and Indonesian subsidiaries. For the nine months ended 30 September 2010, the Group recorded a revenue of approximately RM477.3 million, which was approximately RM112.4 million lower as compared to the preceding year corresponding period ended 30 September 2009 of approximately RM589.7 million. The lower revenue was mainly due to lower revenue contribution from Malaysian subsidiaries, resulted from the termination of distributorship by Celcom, which was partially offset by higher revenue contribution from Bangladesh subsidiary.

During the current quarter and financial year-to-date ended 30 September 2010, the Group recorded a loss before taxation (“LBT”) of approximately RM0.4 million and RM4.7 million as compared to the preceding year corresponding quarter and financial year-to-date ended 30 September 2009 profit before taxation (“PBT”) of approximately RM0.9 million and RM2.6 million respectively . The LBT for current quarter and financial year-to-date were mainly due to lower revenue and higher administrative expenses in the Malaysian and Bangladesh subsidiaries.

17. Comment on Material Changes in the Results for the Quarter Reported on as Compared With the Immediate Preceding Quarter

The Group registered revenue of approximately RM152.9 million for the quarter ended 30 September 2010, which was approximately RM13.5 million lower than the previous quarter ended 30 June 2010 of approximately RM166.4 million. The lower revenue was mainly due to lower revenue contribution from Bangladesh subsidiary.

The Group recorded a LBT of approximately RM0.4 million for the quarter ended 30 September 2010 and for the preceding quarter ended 30 June 2010.

18. Current Year Prospect

The Board is of the view that, barring any unforeseen circumstances, the Group’s business prospects will remain challenging given the competitive market. At the same time, the Board will continuously explore other business activities that will add value to the Group.

19. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes for the variance of actual profit and forecast profit and for the shortfall in profit guarantee are not applicable.

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20. Income Tax Expense

	Current Year Quarter Ended 30 Sept 2010 RM'000	Corresponding Quarter Ended 30 Sept 2009 RM'000	Current Year To Date 30 Sept 2010 RM'000	Corresponding Period Ended 30 Sept 2009 RM'000
Current tax expense:				
- for the quarter	52	609	773	1, 687
- (over)/under provision In the previous financial year	61	(129)	(27)	(128)
	<u>113</u>	<u>480</u>	<u>746</u>	<u>1,559</u>
Deferred taxation				
- Origination and reversal of temporary differences	(3)	-	(37)	-
	<u>110</u>	<u>480</u>	<u>709</u>	<u>1,559</u>

The Group's effective tax rate is higher than the statutory tax rate due to certain expenses being disallowed for taxation purposes, and losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries.

21. Unquoted Investments and/or Properties

There were no purchases or disposals of unquoted investments and/or properties in the current quarter under review and financial year-to-date.

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22. Quoted Securities

Save as disclosed below, there were no purchases or disposals of quoted securities in the current quarter under review and financial year-to-date :-

a) Total purchase and disposal of quoted securities by the Group were as follows:-

	Current Year Quarter Ended 30 Sept 2010 RM'000	Corresponding Quarter Ended 30 Sept 2009 RM'000	Current Year To Date 30 Sept 2010 RM'000	Corresponding Period Ended 30 Sept 2009 RM'000
Purchase of quoted securities	-	-	881	650
Proceeds from disposal of quoted securities	-	-	411	688
Gain on disposal of quoted securities	-	-	21	38

b) Quoted securities at end of the quarter were as follows:-

	As at 30 Sept 2010 RM'000
At carrying amount	<u>6,822</u>
At market value	<u>6,822</u>

23. Status of Corporate Proposals

There were no corporate proposals announced but not completed as at the date of this announcement.

24. Borrowings and Debt Securities

The Group's borrowings are as follows:

	As at 30 Sept 2010 RM'000	As at 31 December 2009 RM'000
Short term borrowings – secured (denominated in Ringgit Malaysia) - hire purchase	<u>19</u>	<u>86</u>

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25. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments entered into by the Group as at the date of this announcement.

26. Material Litigation

The Group did not engaged in any material litigation either as plaintiff or defendant and the directors do not have any knowledge of any proceedings pending or threatened against the Group which might materially and adversely affect the financial position or business of the Group.

27. Dividend

The Board of Directors does not recommend any dividend for the quarter ended 30 September 2010.

28. Earnings per Share

The earnings per share is calculated by dividing the Group's profit attributable to equity holders of the parent for the financial period over the number of ordinary shares in issue during the financial period as follows:-

	Current Year Quarter Ended 30 Sept 2010	Corresponding Quarter Ended 30 Sept 2009	Current Year To Date 30 Sept 2010	Corresponding Period Ended 30 Sept 2009
(Loss) / Profit attributable to equity holders of parent (RM'000)	(321)	75	(5,716)	416
Number of ordinary shares in issue ('000) - RM0.10 each	2,134,289	2,134,289	2,134,289	2,134,289
Basic (loss) / earnings per share (sen)	(0.01)	#	(0.27)	0.02

- Amount less than 0.01 sen

The diluted earnings per share was not applicable as there were no potential ordinary shares outstanding which are dilutive in nature at the balance sheet date.

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29. Authorisation

This interim financial report for the financial period ended 30 September 2010 has been seen and approved by the Board of Directors of Compugates Holdings Berhad on 22 November 2010 for release to the Bursa Securities.

By order of the Board
Mah Li Chen
Chew Mei Ling
Cynthia Gloria Louis
Company Secretaries

Dated : 22 November 2010