

**Unaudited Financial Statements and Dividend Announcement
For the Three Months Ended 31 March 2015**

*ZICO Holdings Inc. (formerly known as ZICOlaw Holdings Inc.) (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 11 November 2014. The initial public offering of the Company (the "**IPO**") was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**" or "**PPCF**").*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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Background

The Company was incorporated in Labuan on 9 December 2010 under the Labuan Companies Act as a company limited by shares under the name of "ZI Holdings Inc.". The Company changed its name to "ZICOlaw Holdings Inc." on 30 June 2011 and subsequently to "ZICO Holdings Inc." on 30 April 2014. The Company, its subsidiaries and associated companies (the "**Group**") were formed with our corporate history as set out in the Company's Offer Document dated 30 October 2014. Prior to the listing on the Catalist of the SGX-ST on 11 November 2014, the Group undertook a restructuring exercise (the "**Restructuring Exercise**"). Please refer to the Company's Offer Document dated 30 October 2014 for further details on the Restructuring Exercise. As such, the results of the Group for the three months ended 31 March 2014 were presented in a manner on the basis that the Restructuring Exercise had been completed.

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3) AND FULL YEAR RESULTS

- 1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year**

	Group		
	Three Months Ended		Change %
	31 March 2015 (Unaudited) RM'000	31 March 2014 (Unaudited) RM'000	
Revenue	9,928	6,021	64.89
Other items of income			
Interest income	55	22	150
Other income	1,168	464	151.72
	11,151	6,507	71.37
Items of expense			
Amortisation and depreciation expense	(442)	(367)	20.43
Employee benefits expense	(4,662)	(2,407)	93.69
Rental expense	(1,073)	(237)	352.74
Retainer fees and consultation fees	(1,017)	(347)	193.08
Other expenses	(1,127)	(444)	153.83
Finance costs	(41)	(60)	(31.67)
Share of results of associates, net of tax	27	(519)	n.m.
Profit before income tax	2,816	2,126	32.46
Income tax expense	(683)	(397)	72.04
Profit for the financial period	2,133	1,729	23.37
Other comprehensive income			
<i>Items that will or may be reclassified subsequently to profit or loss</i>			
Exchange differences arising from translation of foreign operations	1,246	(121)	n.m.
Reclassification arising from disposal of foreign subsidiary	-	(239)	n.m.
Other comprehensive income for the period	1,246	(360)	n.m.
Total comprehensive income for the financial period	3,379	1,369	146.82
Profit attributable to:			
Owner of the parent	1,969	1,790	10.00
Non-controlling interests	164	(61)	n.m.
	2,133	1,729	23.37
Total comprehensive income attributable to:			
Owners of the parent	3,206	1,433	123.73
Non-controlling interests	173	(64)	n.m.
	3,379	1,369	146.82

n.m. – not meaningful

1(a)(ii) Notes to Consolidated Statement of Comprehensive Income

Profit for the financial period is stated after charging/(crediting) the following:	Three Months Ended	
	31 March 2015 (Unaudited) RM'000	31 March 2014 (Unaudited) RM'000
<i>Amortisation and depreciation expenses</i>		
Amortisation of intangible assets	129	96
Depreciation of plant and equipment	313	271
<i>Rental expense</i>		
Rental of premises	970	237
Rental of accommodation	103	-
<i>Other expenses</i>		
Allowance for impairment loss on doubtful trade receivables	22	-
Bad trade receivables written off	29	-
Unrealised foreign exchange loss, net	7	-
Share option expenses	68	-

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

	Group		Company	
	31 March 2015 (Unaudited) RM'000	31 December 2014 (Audited) RM'000	31 March 2015 (Unaudited) RM'000	31 December 2014 (Audited) RM'000
ASSETS				
Non-current assets				
Plant and equipment	5,211	4,426	121	122
Intangible assets	6,465	6,588	-	-
Investment in a subsidiary	-	-	356	32
Investment	909	-	909	-
Associates	25	38	-	-
Deferred tax assets	-	7	-	-
	12,610	11,059	1,386	154
Current assets				
Trade and other receivables	30,517	28,755	29,770	23,067
Prepayments	645	994	81	-
Current income tax recoverable	352	62	-	-
Cash and cash equivalents	28,776	34,424	24,368	31,090
Other current assets	3,264	2,949	-	-
	63,554	67,184	54,219	54,157
Total assets	76,164	78,243	55,605	54,311
EQUITY AND LIABILITIES				
Equity				
Share capital	51,219	51,219	51,219	51,219
Share options reserve	102	34	102	34
Retained earnings	8,645	6,676	1,123	731
Foreign currency translation account	1,202	(35)	1,114	30
Equity attributable to owners of the parent	61,168	57,894	53,558	52,014
Non-controlling interests	503	330	-	-
Total equity	61,671	58,224	53,558	52,014
Non-current liabilities				
Interest bearing liabilities	228	83	-	-
Other payables	809	1,316	-	-
Provisions	40	60	-	-
Deferred tax liabilities	101	96	-	-
	1,178	1,555	-	-
Current liabilities				
Trade and other payables	10,875	14,981	806	1,081
Interest bearing liabilities	1,291	1,294	1,229	1,204
Current income tax payable	1,149	2,189	12	12
	13,315	18,464	2,047	2,297
Total liabilities	14,493	20,019	2,047	2,297
Total equity and liabilities	76,164	78,243	55,605	54,311

1(b)(ii) Aggregate amount of group's borrowings and debt securities**Amount repayable in one year or less, or on demand**

As at 31 March 2015 (Unaudited)		As at 31 December 2014 (Audited)	
Secured RM'000	Unsecured RM'000	Secured RM'000	Unsecured RM'000
62	1,229	90	1,204

Amount repayable after one year

As at 31 March 2015 (Unaudited)		As at 31 December 2014 (Audited)	
Secured RM'000	Unsecured RM'000	Secured RM'000	Unsecured RM'000
228	-	83	-

Details of any collateral

The secured borrowings comprised:

	As at 31 March 2015 (Unaudited) RM'000	As at 31 December 2014 (Audited) RM'000	Secured by
Finance Lease Facilities	290	173	Mortgage over the leased motor vehicles.
	<hr/>	<hr/>	
	290	173	

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated Statement of Cash Flows

	Three months Ended	
	31 March 2015	31 March 2014
	(Unaudited)	(Unaudited)
	RM'000	RM'000
Operating activities		
Profit before income tax	2,816	2,126
Adjustments for:		
Allowance for impairment loss on doubtful trade receivables	22	-
Allowance for impairment loss on doubtful trade receivables written back	(2)	(29)
Amortisation of intangible assets	129	96
Bad trade receivables written off	29	-
Depreciation of plant and equipment	313	271
Gain on disposal of a subsidiary	-	(239)
Interest income	(52)	(20)
Interest expense	9	16
Notional finance cost	32	44
Provisions	(20)	-
Share of results of associates, net of tax	(27)	519
Unrealised foreign exchange loss, net	7	-
Share based payment expenses	68	-
Operating cash flows before working capital changes	3,324	2,784
Working capital changes		
Trade and other receivables	(2,608)	3,298
Prepayments	349	(7)
Trade and other payables	(2,505)	314
Cash (utilised in)/ generated from operations	(1,440)	6,389
Income tax paid	(533)	(48)
Net cash (used in)/ from operating activities	(1,973)	6,341

	Three months Ended	
	31 March 2015	31 March 2014
	(Unaudited)	(Unaudited)
	RM'000	RM'000
Investing activities		
Advances to third parties	(1,624)	(5,836)
Disposal of a subsidiary, ZICOLaw Singapore Pte Ltd	-	(130)
Disposal of an associated company, ZICOLaw Thailand	-	702
Dividend received from an associate	40	-
Interest received	52	21
Placement of fixed deposits with a bank	(3)	(2)
Purchase of plant and equipment	(908)	(281)
Payment for intangible assets	(6)	(120)
Purchase of investment	(909)	-
Payment for deferred consideration to acquire a subsidiary	(180)	-
Net cash used in investing activities	(3,538)	(5,646)
Financing activities		
Dividends paid	-	(5,042) ⁽¹⁾
Interest paid	(9)	(15)
Repayment to shareholders	-	(1,355)
Repayment to directors	(2)	-
Proceeds from revolving credit facility	25	-
Issuance of ordinary shares	-	3,189
Redemption of preference shares	-	(398)
Repayments of finance lease payables	(16)	(13)
Net cash used in financing activities	(2)	(3,634)
Net change in cash and cash equivalents	(5,513)	(2,939)
Cash and cash equivalents at beginning of financial period	34,424	3,998
Effect of exchange rate changes on cash and cash equivalents	(135)	4
Cash and cash equivalents at end of the financial period	28,776	1,063

Note:-

(1) Interim tax-exempt dividends of RM5.0 million paid for the financial period ended 31 March 2014

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Statement of Changes in Equity

Group

(Unaudited)

	Share Capital	Share options reserve	Retained earnings	Foreign currency translation account	Equity attributable to owners of the parent	Non- controlling interests	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2015	51,219	34	6,676	(35)	57,894	330	58,224
Profit for the financial period	-	-	1,969	-	1,969	164	2,133
Other comprehensive income:							
Exchange differences arising from translation of foreign operations	-	-	-	1,237	1,237	9	1,246
Total comprehensive income for the period	-	-	1,969	1,237	3,206	173	3,379
Contributions by and distributions to owners of the parent							
Grant of share options	-	68	-	-	68	-	68
Total transactions with owners of the parent	-	68	-	-	68	-	68
Balance as at 31 March 2015	51,219	102	8,645	1,202	61,168	503	61,671

	Share Capital	Share options reserve	Retained earnings	Foreign currency translation account	Equity attributable to owners of the parent	Non- controlling interests	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
(Unaudited)							
Balance as at 1 January 2014	3,281	-	7,852	34	11,167	-	11,167
Profit for the financial period	-	-	1,790	-	1,790	(61)	1,729
Other comprehensive income:							
Exchange differences arising from translation of foreign operations	-	-	-	(118)	(118)	(3)	(121)
Reclassification adjustment arising from disposal of a subsidiary	-	-	-	(239)	(239)	-	(239)
Total comprehensive income for the financial period	-	-	1,790	(357)	1,433	(64)	1,369
Contributions by and distributions to owners of the parent							
Issuance of bonus shares	3,189	-	-	-	3,189	-	3,189
Issuance of preference shares	-	-	(398)	-	(398)	-	(398)
Dividends	-	-	(5,042)	-	(5,042)	-	(5,042)
Total transactions with owners of the parent	3,189	-	(5,440)	-	(2,251)	-	(2,251)
Transaction with non-controlling interests							
Subscription of shares of a subsidiary	-	-	-	-	-	316	316
Total transaction with non-controlling interests	-	-	-	-	-	316	316
Balance as at 31 March 2014	6,470	-	4,202	(323)	10,349	252	10,601

**Statement of Changes in Equity
Company**

(Unaudited)	Share Capital	Share options reserve	Retained earnings	Foreign currency translation account	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2015	51,219	34	731	30	52,014
Profit for the financial period	-	-	392	-	392
Other comprehensive income:					
Exchange differences arising from translation of the Company's financial statements	-	-	-	1,084	1,084
Total comprehensive income for the period	-	-	392	1,084	1,476
Contributions by and distributions to owners of the parent					
Grant of share options	-	68	-	-	68
Total transactions with owners of the parent	-	68	-	-	68
Balance as at 31 March 2015	51,219	102	1,123	1,114	53,558

(Unaudited)	Share Capital	Share options reserve	Retained earnings	Foreign currency translation account	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2014	3,281	-	783	37	4,101
Profit for the financial period	-	-	5,025	-	5,025
Other comprehensive income:					
Exchange differences arising from translation of the Company's financial statements	-	-	-	(112)	(112)
Total comprehensive income for the period	-	-	5,025	(112)	4,913
Contributions by and distributions to owners of the parent					
Issuance of ordinary shares	3,189	-	-	-	3,189
Issuance of preference shares	-	-	(398)	-	(398)
Dividends	-	-	(5,042)	-	(5,042)
Total transactions with owners of the parent	3,189	-	(5,440)	-	(2,251)
Balance as at 31 March 2014	6,470	-	368	(75)	6,763

- 1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

There were no changes in the Company's share capital since 31 December 2014 to 31 March 2015.

There were 3,500,000 outstanding options as at 31 March 2015 (31 March 2014: Nil).

The Company did not have any treasury shares as at 31 March 2015 and 31 March 2014.

- 1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year**

	As at 31 March 2015	As at 31 December 2014
Total number of issued shares	267,078,800	267,078,800

The Company did not have any treasury shares as at 31 March 2015 and 31 December 2014.

- 1(d)(iv) A statement showing all sales, transfers, disposals, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial period reported on.

- 2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice**

The figures have not been audited or reviewed by the Company's auditors.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter)**

Not applicable. The figures have not been audited or reviewed by the Company's auditors.

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied**

Except as disclosed in paragraph 5 below, the accounting policies and methods of computation adopted in the financial statements for the current reporting period are consistent with those disclosed in the most recently audited consolidated financial statements for the financial year ended 31 December 2014.

- 5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change**

The Group has adopted all the applicable new and revised International Financial Reporting Standards ("IFRS") that are mandatory for the accounting periods beginning on or after 1 January 2015. The adoption of these new and revised IFRS did not result in any substantial change to the Group's and the Company's accounting policies and has no significant impact on the financial statements for the current financial reporting period.

6. **Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends**

Earnings per share ("EPS")	Group	
	Three Months Ended	
	31 March 2015 (Unaudited)	31 March 2014 (Unaudited)
Profit attributable to owners of the parent (RM'000)	1,969	1,790
Weighted average number of ordinary shares in issue	267,078,800	267,078,800 ⁽¹⁾
Basic EPS (RM cents)	0.74	0.67
Fully diluted EPS (RM cents)	0.73 ⁽²⁾	0.67 ⁽³⁾

Notes:-

- (1) The weighted average number of ordinary shares in issue for the 3 months ended 31 March 2014 were based on the issued and paid-up ordinary share capital of 1,000,000 shares and adjusted for 29,850 ordinary shares issued on 31 March 2014, 28,000 ordinary shares issued on 15 April 2014, 15,112 Tranche 1 of Pre-IPO New Shares issued on 19 September 2014, subdivision of each ordinary shares into 200 ordinary Shares and subsequent issue of 1,000,000 LPL Shares, 1,295,400 Tranche 2 of Pre-IPO New Shares and 2,191,000 PPCF Shares as well as the issue of 48,000,000 Placement Shares. The subdivision was taken into account as if it had taken place on 1 January 2014.
- (2) Adjusted for 3.5 million ordinary shares which may be allotted and issued upon the conversion of 3.5 million outstanding options for the 3 months ended 31 March 2015.
- (3) The basic and fully diluted earnings per share were the same as there were no dilutive ordinary shares in issue as at 31 March 2014.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the
- (a) Current period reported on; and
- (b) Immediately preceding financial year

Net asset value ("NAV")	Group		Company	
	31 March 2015 (Unaudited)	31 December 2014 (Audited)	31 March 2015 (Unaudited)	31 December 2014 (Audited)
NAV (RM'000)	61,168	57,894	53,558	52,014
Number of ordinary shares in issue	267,078,800	267,078,800	267,078,800	267,078,800
NAV per ordinary share (RM cents)	22.90	21.68	20.05	19.48

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss:-
- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
 - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Review for the performance of the Group for the three months ended 31 March 2015 ("1Q2015") as compared to the three months ended 31 March 2014 ("1Q2014").

Consolidated Statement of Comprehensive Income

Revenue

The Group's revenue increased by 65% in 1Q2015 to RM9.9 million as compared to RM6.0 million in 1Q2014. The increase was mainly due to higher revenue derived from Advisory and Transactional Services with the commencement of trust business in Singapore under ZICO Allshores Trust which started in April 2014, acquisition of new corporate secretarial business in Singapore under ZICO-Stamford Corporate Services Pte Ltd and growth in shariah advisory under ZICO Shariah Advisory Services during 1Q2015.

In 1Q2015 and 1Q2014, the Group's business segment revenue breakdown was as follows:

	1Q2015 (RM million)	1Q2014 (RM million)	% change
Advisory and Transactional Services ("ATS")	4.5	2.6	73.1
Management and Support Services business ("MSS")	3.9	2.2	77.3
Licensing Services ("LS")	1.5	1.2	25.0
Total	9.9	6.0	

In 1Q2015, both the increase in revenue from MSS and LS was due to higher income from regional management fees and higher royalty fees arising from the growth of our licensees's net revenue.

Of the Group's revenue of RM6.0 million in 1Q2014, RM1.3 million was derived from the Group's former subsidiary, ZICOLaw Singapore which was disposed of on 31 March 2014.

Other items of income

Interest income

The interest income in 1Q2015 increased from RM22,000 in 1Q2014 to RM55,000 in 1Q2015 mainly due to interest income derived from placement of time deposit by ZICO Holdings Inc.

Other income

Other income in 1Q2015 was approximately RM1.2 million as compared to RM0.5 million in 1Q2014. The increase was mainly due to rental income and disbursement income in relation to recovery from clients in the ATS.

Items of expense

The items of expense of RM8.3 million in 1Q2015 as compared to RM4.4 million in 1Q2014 was mainly due to increase in amortization and depreciation expenses, employee benefits expense, rental expense, retainer fees and consultation fees, other expenses, finance costs and share of associate results.

Amortisation and depreciation expense

The amortisation and depreciation expense increased from RM367,000 in 1Q2014 to RM442,000 in 1Q2015 mainly due to addition of property, plant and equipment in 1Q2015 arising from the new businesses in ATS as well as the acquisition of ZICOLaw Myanmar and Vientiane Law. .

Employee benefits expense

The increase in employee benefits expense to RM4.7 million in 1Q2015 as compared to RM2.4 million in 1Q2014, was mainly due to the increase in headcount as a result of new businesses in ATS, acquisition of ZICOLaw Myanmar and Vientiane Law, expansion of trust business in Singapore under ZICO Allshores Trust and PT ZICO Indonesia which commenced operation in July 2014.

Rental expense

Rental expense increased by approximately RM0.8 million to RM1.1 million in 1Q2015 mainly due to additional office space taken up for MSS, ZICOLaw Myanmar office, ZICO Allshores Trust in Singapore and PT ZICO Indonesia which commenced operation in July 2014.

Retainer fees and consultation fees

Retainer fees and consultation fees of RM1.0 million in 1Q2015 was higher by RM0.7 million as compared to RM0.3 million in 1Q2014, mainly due to professional and consultation fees incurred by the Company and its new trust business.

Other expenses

Other expenses of RM1.1 million in 1Q2015 was higher by RM0.7 million as compared to RM0.4 million in 1Q2014, mainly due to travelling and accommodation expenses of RM0.2 million, realised loss on foreign exchange of RM 0.1 million, insurance of RM0.1 million as well as IT maintenance of RM0.1 million as a result of business expansion.

Finance Costs

The finance costs decreased to RM41,000 in 1Q2015 from RM60,000 in 1Q2014 mainly due to the absence of interest from revolving credit facility in 1Q2014 associated with the Group's former subsidiary, ZICOLaw Singapore which was disposed of on 31 March 2014. .

Share of associates results

Share of associate results reverted from a loss of RM0.5 million in 1Q2014 to a profit of RM27,000 in 1Q2015 due to the absence of losses incurred in 1Q2014 by its former associated company, ZICOLaw (Thailand) Limited which had been disposed of on 4 August 2014.

Profit before income tax

Profit before income tax of RM2.8 million in 1Q2015 was higher by approximately RM0.7 million as compared to RM2.1 million in 1Q2014, mainly due to higher revenue generated from ATS and LS, offsetting the corresponding increase in the items of expenses.

Income tax expense

Income tax expense of RM0.7 million was higher in 1Q2015 as compared to RM0.4 million in 1Q2014 was in line with higher profit before tax generated in 1Q2015.

Consolidated Statement of Financial Position

Non-current assets

Plant and equipment increased by RM0.8 million to RM5.2 million as at 31 March 2015 as compared to RM4.4 million as at 31 December 2014, mainly due to renovation of new offices and the additions of computer hardware for MSS.

Intangible assets decreased by RM0.1 million to RM6.5 million as at 31 March 2015 as compared to RM6.6 million as at 31 December 2014, mainly due to amortisation of computer software for MSS.

Investment of RM0.9 million as at 31 March 2015 was related to the acquisition of corporate secretarial portfolio in Singapore.

Investment in associates remained relatively unchanged at approximately RM0.1 million as at 31 March 2015 and 31 December 2014 respectively.

There were no deferred tax assets as at 31 March 2015 mainly due to utilization of unutilized tax losses in 1Q2015. The deferred tax assets as at 31 December 2014 arose from the tax losses carry forward.

Current assets

Trade and other receivables increased by RM1.8 million to RM30.5 million as at 31 March 2015 as compared to RM28.7 million as at 31 December 2014, mainly due to additional billings recognized at the end of March 2015 by ATS, MSS and LS.

Prepayments decreased by RM0.4 million to RM0.6 million as at 31 March 2015 as compared to RM1.0 million as at 31 December 2014, as a result of expensing off the relevant referral fees and consultation fees by ZICO Allshores Trust in Singapore in 1Q2015.

Cash and cash equivalents were lower by RM5.6 million from RM34.4 million as at 31 December 2014 to RM28.8 million as at 31 March 2015, mainly due to cash utilized for operations.

Other current assets comprised clients' monies held in trust and fixed deposit with maturity of more than 90 days. The increase was mainly due to higher clients' monies held in trust at the end of March 2015.

Non-current liabilities

Non-current liabilities comprised interest bearing liabilities, other payables, provisions and deferred tax liabilities. The decrease in non-current liabilities by RM0.4 million to RM1.2 million as at 31 March 2015 as compared to RM1.6 million as at 31 December 2014 was mainly due to progressive repayment of other payables in relation to the acquisition of ZICO Corporate Services Sdn Bhd in January 2012.

The increase in non-current interest bearing liabilities by RM145,000 from RM83,000 as at 31 December 2014 to RM228,000 as at 31 March 2015 was mainly due to the financing obtained for the acquisition of new motor vehicle in January 2015.

Current liabilities

Trade and other payables decreased by RM4.1 million to RM10.9 million as at 31 March 2015 as compared to RM15.0 million as at 31 December 2014 mainly due to repayment to trade creditors and amount owing to third parties in 1Q2015.

The interest bearing liabilities remained relatively unchanged at approximately RM1.3 million as at 31 March 2015 and 31 December 2014 respectively.

The decrease in current income tax payable by RM1.0 million from RM2.2 million as at 31 December 2014 to RM1.1 million as at 31 March 2015, was mainly due to repayment of tax in 1Q2015.

Consolidated Statement of Cash Flow

The net cash used in operating activities of RM2.0 million in 1Q2015 as compared to net cash from operating activities of RM6.3 million in 1Q2014, mainly due to increase in trade and other receivables as a result of additional billings recognized at the end of March 2015 by ATS, MSS and LS, as well as the decrease in trade and other payables due to payment to creditors in 1Q2015.

Net cash used in investing activities of approximately RM3.5 million in 1Q2015 was lower as compared to RM5.6 million in 1Q2014, mainly due to advance to third parties of RM1.6 million in 1Q2015 as compared to RM5.8 million in 1Q2014.

Net cash used in financing activities of approximately RM2,000 in 1Q2015 as compared to RM3.6 million in 1Q2014, was mainly due to dividend paid of RM5.0 million and issuance of ordinary shares in 1Q2014.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable. No forecast or prospect statement has been previously disclosed to shareholders.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Business sentiment in our markets continues to be affected by depressed oil prices amidst signs of rising geo-political tension which may have negative impact on different sectors of the markets where our clients are operating in. Currency fluctuations in countries where we operate may also impact our Group's operation.

In the short term, we anticipate there would be challenges arising from a slowdown in a number of the countries we operate in. However, the overall long term business environment in the ASEAN market remains broadly positive with the Asean Economic Community looking to be on track by end of 2015.

The Group has completed the acquisition of corporate secretarial portfolio from Stamford Law Corporation (now known as "Morgan Lewis Stamford LLC") and the acquisition of the entire equity interest in B.A.C.S. Private Limited in April 2015 and their contributions will be reflected in the following quarters' results. The Group continues to look for opportunities to enhance and diversify our existing services and for new opportunities that may arise including acquisitions and joint ventures.

11. Dividend

If a decision regarding dividend has been made:-

(a) Whether an interim (final) dividend has been declared (recommended); and

No dividend has been declared or recommended for the current financial period reported on.

**(b)(i) Amount per share (cents)
(Optional) Rate (%)**

Not applicable.

- (b)(ii) Previous corresponding period (cents)
(Optional) Rate (%)

None

- (c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

- (d) The date the dividend is payable.

Not applicable.

- (e) The date on which Registrable Transfers receive by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect

No dividend has been declared or recommended for 1Q2015.

13. If the group has obtained a general mandate from shareholders for interested person transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have a general mandate for recurrent interested person transactions. There were no interested person transactions of S\$100,000 and above during the financial period reported on.

14. Use of IPO proceeds

The Company refers to the net proceeds amounting to S\$14.4 million (excluding listing expenses of approximately S\$1.879 million raised from the IPO on the Catalist Board of the SGX-ST on 11 November 2014).

As at the date of this announcement, the status on the use of the IPO net proceeds is as follows:

<u>Use of IPO Net Proceeds</u>	<u>Amount allocated (S\$'000)</u>	<u>Amount utilised (S\$'000)</u>	<u>Balance (S\$'000)</u>
Expansion of business operations including potential acquisitions	8,000	5,626 ⁽¹⁾	2,374
Capital expenditure on information technology infrastructure	1,000	-	1,000
General working capital	3,521	3,521 ⁽²⁾	-
Listing expenses	1,879	1,879	-
Total	14,400	11,026	3,374

Note:

(1) S\$0.34 million was utilized in 1Q2015 and the balance of S\$5.29 million was utilized in April 2015.

(2) The amount of working capital was used for payment of salaries and wages.

15. Negative Confirmation by the Board Pursuant to Rule 705(5) of the Catalist Listing Manual

The Board of Directors of the Company confirms, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial results for the 3 months financial periods ended 31 March 2015 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Chew Seng Kok
Managing Director

11 May 2015