



MDR Limited

mDR Limited

**First Half and Second Quarter Financial Statements for the Period Ended 30 June 2010**

**1(a) An income statement (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year**

In S\$'000	Notes	Q2-10	Q2-09	Inc/(Dec) %	1H-10	1H-09	Inc/(Dec) %
<b>Continuing Operations</b>							
<b>Revenue</b>	2	69,712	57,545	21%	139,928	101,550	38%
Cost of sales	2	(62,216)	(50,931)	22%	(125,111)	(88,531)	41%
<b>Gross profit</b>	2	7,496	6,614	13%	14,817	13,019	14%
Other income	3	293	69	325%	534	112	377%
Administrative expenses	4	(4,530)	(4,982)	-9%	(9,368)	(10,323)	-9%
Other operating expenses	5	(2,186)	(3,735)	-41%	(4,138)	(3,721)	11%
Changes in fair value of convertible notes designated as fair value through profit and loss		56	645	-91%	113	645	-82%
Finance cost	6	(192)	(229)	-16%	(397)	(463)	-14%
Total expenses		(6,852)	(8,301)	-17%	(13,790)	(13,862)	-1%
<b>Profit / (Loss) before income tax</b>		937	(1,618)	158%	1,561	(731)	314%
Income tax expense	7	(171)	(96)	78%	(320)	(109)	194%
<b>Profit / (Loss) for the period from continuing operations</b>		766	(1,714)	145%	1,241	(840)	248%
<b>Discontinued operations</b>							
Profit / (Loss) for the period from discontinued operations	8	(7)	2,564	-100%	(7)	2,473	-100%
<b>Profit for the period</b>		759	850	-11%	1,234	1,633	-24%
<b>Attributable to:</b>							
Equity holders of the parent company		535	1,000	-47%	835	1,833	-54%
Minority interests		224	(150)	249%	399	(200)	300%
<b>Profit attributable to shareholders</b>		759	850	-11%	1,234	1,633	-24%

**Statement of comprehensive income for the first half and second quarter ended 30 June 2010**

In S\$'000	Q2-10	Q2-09	Inc/(Dec) %	1H-10	1H-09	Inc/(Dec) %
<b>Profit for the period after tax</b>	759	850	-11%	1,234	1,633	-24%
<b>Other comprehensive income</b>						
Translation differences relating to financial statements of foreign subsidiaries	(49)	(820)	-94%	(541)	(2,626)	-79%
<b>Total comprehensive income / (expense) for the period</b>	710	30	2267%	693	(993)	170%
<b>Attributable to:</b>						
Equity holders of the parent company	486	180	170%	294	(793)	137%
Minority interests	224	(150)	249%	399	(200)	300%
<b>Total comprehensive income / (expense) for the period</b>	710	30	2267%	693	(993)	170%

## 1(a)(i) Breakdown and explanatory notes to the income statement

**Note 1** Operation profit / (loss) after tax from continuing operations is derived at after charging/(crediting) the following:

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
Profit for the period	766	(1,714)	1,241	(840)
<i>Adjusted for:</i>	-	-		
Changes in fair value of convertible notes/bonds	(56)	(645)	(113)	(645)
Loss / (Gain) on disposal of plant and equipment	-	366	64	362
Loss / (Gain) on disposal of subsidiaries	(74)	-	(119)	-
Allowance/(Reversal) of impairment for plant and equipment	-	-	62	(22)
Plant and equipment written off	78	-	78	-
Allowance / (Reversal) for doubtful debts - trade	82	(68)	82	(68)
Allowance / (Reversal) for doubtful debts - non-trade	15	-	15	-
Bad debts written off - trade	-	66	-	66
Bad debts written off - non-trade	11	-	11	7
Liabilities written back	(52)	45	(109)	-
Foreign exchange (gain) / loss	(73)	1,660	(295)	(352)
Provision for closure of subsidiaries	(40)	-	71	-
Provision for inventory obsolescence	314	25	634	98
Total adjustments	<u>205</u>	<u>1,449</u>	<u>381</u>	<u>(554)</u>
<b>Operation profit/(loss) after tax</b>	<u>971</u>	<u>(265)</u>	<u>1,622</u>	<u>(1,394)</u>

## Note 2 Revenue, Cost of Sales and Gross Profit

The Group operates in two business segments – After Market Services (“AMS”) and Distribution Management Solutions (“DMS”). The breakdown of revenue and cost of goods sold and spare parts are as follows:

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
<b>Revenue</b>				
AMS	5,032	5,183	9,873	10,926
DMS	64,680	52,362	130,055	90,624
	<u>69,712</u>	<u>57,545</u>	<u>139,928</u>	<u>101,550</u>
<b>Cost of Goods Sold and Spare Parts</b>				
AMS	(3,244)	(2,860)	(6,179)	(5,973)
DMS	(58,972)	(48,071)	(118,932)	(82,558)
	<u>(62,216)</u>	<u>(50,931)</u>	<u>(125,111)</u>	<u>(88,531)</u>
<b>Gross Profit</b>				
AMS	1,788	2,323	3,694	4,953
DMS	5,708	4,291	11,123	8,066
	<u>7,496</u>	<u>6,614</u>	<u>14,817</u>	<u>13,019</u>
<b>GP%</b>				
AMS	36%	45%	37%	45%
DMS	9%	8%	9%	9%
	<u>11%</u>	<u>11%</u>	<u>11%</u>	<u>13%</u>

Total gross profits for 2Q-10 and 1H-10 improved over the previous year’s comparative periods due to higher sales volume, mainly from DMS, as demand for mobile phones improved on the back of an economic recovery.

**Note 3** Other income consists of the following:

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
Interest income	3	2	6	6
Rental income	122	66	255	100
Gain on disposal of subsidiaries	74	-	119	-
Liabilities written back	52	-	109	-
Others	42	1	45	6
	<u>293</u>	<u>69</u>	<u>534</u>	<u>112</u>

**Note 4** Administrative Expenses

The administrative expenses comprise mainly staff cost.

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
<b><u>Staff Cost</u></b>				
AMS	1,619	2,000	3,391	4,479
DMS	1,960	1,744	3,858	3,428
	<u>3,579</u>	<u>3,744</u>	<u>7,249</u>	<u>7,907</u>

Included in staff cost is share option expense of \$4,000 (2Q-09: Nil).

AMS incurred lower administrative expenses during 2Q-10 and 1H-10 compared to the corresponding periods in 2009 due mainly to a reduction in headcount.

**Note 5** Other operating expenses consist of the following:

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
Rental expenses	1,545	1,423	3,055	3,042
Depreciation expenses	214	263	432	588
Allowance / (Reversal) of impairment for plant and equipment	-	-	62	(22)
Plant and equipment written off	78	-	78	-
Loss / (Gain) on disposal of plant and equipment	-	366	64	362
Allowance / (Reversal) for doubtful debts - trade	82	(68)	82	(68)
Allowance/ ( Reversal) for doubtful debts - non-trade	15	-	15	-
Bad debts written off - trade	-	66	-	66
Bad debts written off - non-trade	11	-	11	7
Provision for inventory obsolescence	314	25	634	98
Foreign exchange (gain) / loss*	(73)	1,660	(295)	(352)
	<u>2,186</u>	<u>3,735</u>	<u>4,138</u>	<u>3,721</u>

\* The foreign exchange gain mainly arose from revaluation of inter-company balances denominated in United States Dollar and Singapore Dollar against respective entity's functional currency.

**Note 6** Finance cost

Finance cost comprises mainly interest expense arising from loans drawn down for operating and investing activities.

## Note 7 Income tax expense

The tax expense provision is calculated for profitable subsidiaries using the tax rates applicable in the jurisdictions where the companies in the Group operate.

## Note 8 Income statement disclosures for discontinued operations

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
<b>Revenue</b>	-	1,088	-	1,979
Cost of sales	-	(260)	-	(449)
<b>Gross profit</b>	-	828	-	1,530
Other operating income	-	37	-	39
Administrative expenses	(7)	(705)	(7)	(1,253)
Other operating expenses	-	2,396	-	2,149
<b>(Loss) / Profit before income tax</b>	(7)	2,556	(7)	2,465
Income tax expense	-	8	-	8
<b>(Loss) / Profit for the period</b>	(7)	2,564	(7)	2,473

### 2009

The Group commenced liquidation of its wholly-owned subsidiaries Accord Customer Care Solutions (Aust) Pty. Ltd., Accord Customer Care Solutions (NSW) Pty. Ltd. and Accord Customer Care Solutions (Network) Pty. Ltd. in December 2009 and deregistered mDR (HK) Limited in September 2009.

### 2010

The Group commenced liquidation of its wholly-owned subsidiary mDR (New Zealand) Ltd in May 2010.

The comparative statement of comprehensive income has been re-presented to show the discontinued operations separately from continuing operations.

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

In S\$'000	Notes	Group		Company	
		30-Jun-10	31-Dec-09	30-Jun-10	31-Dec-09
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and bank balances		8,033	9,180	1,144	492
Cash pledged		2,149	1,715	-	-
Trade receivables	1	22,802	27,348	1,009	6,072
Other receivables and prepayments	2	3,915	4,503	10,193	9,065
Inventories	3	12,966	10,964	341	330
<b>Total current assets</b>		<u>49,865</u>	<u>53,710</u>	<u>12,687</u>	<u>15,959</u>
<b>Non-current assets</b>					
Investment in subsidiaries		-	-	10,002	10,002
Plant and equipment		1,510	2,040	100	114
Other goodwill		2,350	2,350	-	-
<b>Total non-current assets</b>		<u>3,860</u>	<u>4,390</u>	<u>10,102</u>	<u>10,116</u>
<b>Total assets</b>		<u>53,725</u>	<u>58,100</u>	<u>22,789</u>	<u>26,075</u>
<b>Current liabilities</b>					
Bank overdrafts		8,669	8,850	2,185	2,203
Convertible notes / bonds	4	6,530	8,050	6,530	8,050
Fair Value adjustment of convertibles	4	700	813	700	813
Trade payables	5	8,725	15,628	471	558
Other payables	6	14,013	12,917	6,166	11,505
Income tax payable		1,566	1,490	-	-
<b>Total current liabilities</b>		<u>40,203</u>	<u>47,748</u>	<u>16,052</u>	<u>23,129</u>
<b>Non-current liability</b>					
Deferred tax		210	237	-	-
<b>Total non-current liability</b>		<u>210</u>	<u>237</u>	<u>-</u>	<u>-</u>
<b>Equity</b>					
Issued capital		106,966	104,466	106,966	104,466
Capital redemption reserve		22	22	22	22
Share options reserve		1,751	1,836	1,751	1,836
Foreign currency translation reserve		2,433	2,974	-	-
Revenue reserve		(100,795)	(101,719)	(102,002)	(103,378)
<b>Equity attributable to owners of the parent company</b>		<u>10,377</u>	<u>7,579</u>	<u>6,737</u>	<u>2,946</u>
Minority interests		2,935	2,536	-	-
<b>Total equity and liabilities</b>		<u>53,725</u>	<u>58,100</u>	<u>22,789</u>	<u>26,075</u>

## Notes

### 1 Trade receivables

The Group's trade receivables turnover as at 30 June 2010 is 32 days (31 December 2009: 44 days).

### 2 Other receivables and prepayments

Group's other receivables and prepayments mainly consist of the following:

<b>S\$'000</b>	<b>30-Jun-10</b>	<b>31-Dec-09</b>
Rental deposits	1,617	1,663
Other receivables	1,187	853
Prepayments	187	802
Due from a minority shareholder of a subsidiary	<u>214</u>	<u>208</u>

Other receivables of \$1.2 million as at 30 June 2010 are mainly due to credit notes to be received from principals in relation to sell through, advertising and promotion support.

### 3 Inventories

The Group's inventory turnover is 17 days for the period ended 30 June 2010 (31 December 2009: 18 days).

Group's inventory as at 30 June 2010 is \$13.0 million (31 December 2009: \$11.0 million)

### 4 Convertible notes

On 30 January 2008, the Company received approval from shareholders for the issue of an aggregate amount of 1.5% equity linked redeemable non-recallable structured convertible notes ("Notes") that are due in 2012 amounting to \$32,000,000. As at 30 June 2010, the Company has issued a total of \$9,500,000 (31 December 2009: \$7,500,000) and the holder of the convertible notes has converted \$9,450,000 (31 December 2009: \$6,950,000) into equity shares of the Company and the balance of \$50,000 (31 December 2009: \$550,000) has been disclosed as current liability which is convertible into equity shares or due for redemption on demand at the option of the holder.

#### **Convertible bonds**

On 25 February 2008, the Group entered into a three-year debt restructuring agreement with three lenders for a conversion debt of \$12,000,000. Under the agreement, a conversion debt of \$12,000,000 shall be repaid and discharged by way of conversion into 3.75% Class A convertible bonds due in 2010.

The Group has not complied with one of its debt covenants pursuant to the convertible bonds agreements and as a result the loan facilities are repayable on demand and have been disclosed as current liability in these financial statements. The Group has commenced monthly instalment payments of its outstanding borrowings with the banks since 31 January 2010 under a proposed debt restructuring plan. The banks are currently reviewing the documentation for the proposed debt restructuring plan.

#### **Fair value adjustment of convertibles**

The above notes / bonds contain embedded conversion features and the Company has designated the combined contracts at fair value through profit or loss. Changes in the fair value of these convertible notes / bonds have been included in the statement of comprehensive income for the period.

## 5 Trade payables

Group's trade payables turnover is 18 days as at 30 June 2010 (31 December 2009: 26 days). A decrease in trade payables is mainly due to lower utilisation of credit lines upon payment of outstanding payables when they were due.

## 6 Other payables

Group's other payables mainly consist of the following:

<b>S\$'000</b>	<b>30-Jun-10</b>	<b>31-Dec-09</b>
Advertising, promotion and sell through funds from principals	3,108	2,374
Other payables to third parties	1,057	1,371
Accrued staff costs	1,191	900
Rebates owing to franchisees	2,879	2,574
Accrued purchases	1,431	1,069
Other accrued operating expenses	<u>1,657</u>	<u>1,763</u>

Other payables have increased since December 2009 due to higher operating costs in conjunction with the higher revenues.

## 1(b)(ii) Aggregate amount of Group's borrowings and debt securities

### Amount repayable in one year or less, or on demand

As at 30-Jun-10		As at 31-Dec-09	
Secured (\$'000)	Unsecured (\$'000)	Secured (\$'000)	Unsecured (\$'000)
-	15,199	-	16,900

#### Note :

The unsecured borrowings of \$15.2 million comprises of:

- a) \$8.7 million bank overdraft facilities and
- b) \$6.5 million convertible notes / bonds *[Refer to 1(d)(ii) on page 13]*

### Amount repayable after one year

As at 30-Jun-10		As at 31-Dec-09	
Secured (\$'000)	Unsecured (\$'000)	Secured (\$'000)	Unsecured (\$'000)
-	-	-	-

### Details of collateral

Not applicable



**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**

In S\$'000	Q2-10	Q2-09	1H-10	1H-09
<b>Operating activities</b>				
Profit before income tax from continuing operations	937	(1,618)	1,561	(731)
Profit before income tax from discontinued operations	(7)	2,556	(7)	2,465
	<u>930</u>	<u>938</u>	<u>1,554</u>	<u>1,734</u>
Adjustments for:				
Depreciation expense	214	266	432	594
Interest expense	192	229	397	463
Interest income	(3)	(5)	(6)	(11)
Loss on disposal of plant and equipment	-	366	64	362
Provision for inventory obsolescence	314	25	634	98
Allowance / (Reversal) for impairment of plant and equipment	-	-	62	(21)
Plant and equipment written off	78	-	78	-
Gain on disposal of subsidiaries	(74)	-	(119)	-
Bad debts written off - non-trade	11	4	11	4
Bad debts written back - trade	-	66	-	66
Allowance / (Reversal) for doubtful debts – trade	82	(68)	82	(68)
Allowance / (Reversal) for doubtful debts – non-trade	15	(7)	15	-
Share-based payments	4	-	4	-
Changes in fair value of convertible notes/bonds designated as fair value through profit or loss	(56)	(645)	(113)	(645)
Liabilities written back	(52)	-	(109)	-
<b>Operating cash flows before movements in working capital</b>	<u>1,655</u>	<u>1,169</u>	<u>2,986</u>	<u>2,576</u>
Trade receivables	821	(206)	4,464	5,625
Other receivables and prepayments	477	(1,685)	562	(58)
Inventories	(1,349)	271	(2,636)	(2,292)
Trade payables	(3,628)	108	(6,846)	(843)
Other payables	759	(453)	1,156	(3,311)
<b>Cash (used in) / generated from operations</b>	<u>(1,265)</u>	<u>(796)</u>	<u>(314)</u>	<u>1,697</u>
Interest received	3	5	6	11
Income tax paid	(15)	(38)	(271)	(45)
<b>Net cash (used in) / generated from operating activities</b>	<u>(1,277)</u>	<u>(829)</u>	<u>(579)</u>	<u>1,663</u>
<b>Investing activities</b>				
Purchase of plant and equipment	(60)	153	(100)	(73)
Proceeds from disposal of plant and equipment	-	93	56	134
Net cash outflows on disposal of subsidiaries (Note A)	(9)	-	(9)	-
<b>Net cash (used in) / generated from investing activities</b>	<u>(69)</u>	<u>246</u>	<u>(53)</u>	<u>61</u>
<b>Financing activities</b>				
Interest paid	(192)	(229)	(397)	(463)
Repayment of finance lease	-	(4)	-	(8)
Proceeds from issuance of convertible notes, net	1,500	2,680	2,000	2,680
Cash pledged	(425)	-	(434)	-
Redemption of convertible bonds	(510)	(750)	(1,020)	(2,000)
<b>Net cash generated from financing activities</b>	<u>373</u>	<u>1,697</u>	<u>149</u>	<u>209</u>
Net (decrease) / increase in cash and cash equivalents	(973)	1,114	(483)	1,933
Cash and cash equivalents at beginning of period	311	(1,779)	330	(793)
Effect of foreign exchange rate changes	26	(821)	(483)	(2,626)
<b>Cash and cash equivalents at end of period</b>	<u>(636)</u>	<u>(1,486)</u>	<u>(636)</u>	<u>(1,486)</u>

## Notes

### **A. Disposal of subsidiaries**

During 1Q-10, the Group deregistered ACCS PRC Limited, a wholly-owned dormant subsidiary held through Accord Customer Care Solution (Asia) Limited.

During 2Q-10, the Group commenced liquidation of its wholly-owned subsidiary mDR (New Zealand) Ltd. The carrying value of assets disposed and liabilities discharged were as follows:

<b>In S\$'000</b>	<b>Q2-10</b>	<b>Q2-09</b>	<b>1H-10</b>	<b>1H-09</b>
Assets	9	-	9	-
Liabilities	(6)	-	(8)	-
Foreign currency translation reserve	(77)	-	(120)	-
Net liabilities	(74)	-	(119)	-
Proceeds received	-	-	-	-
Cash balance in subsidiaries disposed off	(9)	-	(9)	-
Cash outflows on disposal	(9)	-	(9)	-

### **B. Cash and cash equivalent at end of period comprise of:**

<b>In S\$'000</b>	<b>30-Jun-10</b>	<b>30-Jun-09</b>
Cash	10,182	9,101
Bank overdrafts	(8,669)	(8,872)
Less: Cash pledged	(2,149)	(1,715)
Cash and cash equivalents	(636)	(1,486)

**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**

In S\$'000 Group	Attributable to equity holders of the Company							Total
	Share capital	Capital redemption reserve	Share options reserve	Translation reserve	Revenue reserve	Minority interests		
<b>Balance as at 1 January 2010</b>	104,466	22	1,836	2,974	(101,719)	7,579	2,536	10,115
Total comprehensive income / (expense) for the period	-	-	-	(492)	300	(192)	175	(17)
Issue of shares upon conversion of convertible notes	1,000	-	-	-	-	1,000	-	1,000
<b>Balance as at 31 March 2010</b>	<u>105,466</u>	<u>22</u>	<u>1,836</u>	<u>2,482</u>	<u>(101,419)</u>	<u>8,387</u>	<u>2,711</u>	<u>11,098</u>
<b>Balance as at 1 April 2010</b>	105,466	22	1,836	2,482	(101,419)	8,387	2,711	11,098
Total comprehensive income / (expense) for the period	-	-	-	(49)	535	486	224	710
Issue of shares upon conversion of convertible notes	1,500	-	-	-	-	1,500	-	1,500
Reversal of expenses related to equity-settled share-based payment	-	-	(89)	-	89	-	-	-
Recognition of share-based payments	-	-	4	-	-	4	-	4
<b>Balance as at 30 June 2010</b>	<u>106,966</u>	<u>22</u>	<u>1,751</u>	<u>2,433</u>	<u>(100,795)</u>	<u>10,377</u>	<u>2,935</u>	<u>13,312</u>
<b>Balance as at 1 January 2009</b>	99,894	22	2,162	4,289	(99,654)	6,713	2,601	9,314
Total comprehensive income / (expense) for the period	-	-	-	(1,806)	833	(973)	(50)	(1,023)
Issue of shares upon conversion of convertible notes	150	-	-	-	-	150	-	150
<b>Balance as at 31 March 2009</b>	<u>100,044</u>	<u>22</u>	<u>2,162</u>	<u>2,483</u>	<u>(98,821)</u>	<u>5,890</u>	<u>2,551</u>	<u>8,441</u>
<b>Balance as at 1 April 2009</b>	100,044	22	2,162	2,483	(98,821)	5,890	2,551	8,441
Total comprehensive income / (expense) for the period	-	-	-	(820)	1,000	180	(150)	30
Expenses in relation to issuance of convertible notes	(320)	-	-	-	-	(320)	-	(320)
Issue of shares upon conversion of convertible notes	3,650	-	-	-	-	3,650	-	3,650
<b>Balance as at 30 June 2009</b>	<u>103,374</u>	<u>22</u>	<u>2,162</u>	<u>1,663</u>	<u>(97,821)</u>	<u>9,400</u>	<u>2,401</u>	<u>11,801</u>

<u>In S\$'000</u>	<u>Share capital</u>	<u>Capital redemption reserve</u>	<u>Share options reserve</u>	<u>Revenue reserve</u>	<u>Total</u>
<b>Company</b>					
<b>Balance as at 1 January 2010</b>					
Total comprehensive income / (expense) for the period	104,466	22	1,836	(103,378)	2,946
Issue of shares upon conversion of convertible notes	-	-	-	(135)	(135)
<b>Balance as at 31 March 2010</b>	<u>1,000</u>	<u>22</u>	<u>1,836</u>	<u>(103,513)</u>	<u>1,000</u>
	<u>105,466</u>				<u>3,811</u>
<b>Balance as at 1 April 2010</b>					
Total comprehensive income / (expense) for the period	105,466	22	1,836	(103,513)	3,811
Issue of shares upon conversion of convertible notes	-	-	-	1,422	1,422
Reversal of expenses related to equity-settled share-based payment	1,500	-	-	-	1,500
Recognition of share-based payments	-	-	(89)	89	-
<b>Balance as at 30 June 2010</b>	<u>-</u>	<u>22</u>	<u>1,751</u>	<u>(102,002)</u>	<u>4</u>
	<u>106,966</u>				<u>6,737</u>
<b>Balance as at 1 January 2009</b>					
Total comprehensive income / (expense) for the period	99,894	22	2,162	(96,463)	5,615
Issue of shares upon conversion of convertible notes	-	-	-	708	708
<b>Balance as at 31 March 2009</b>	<u>150</u>	<u>22</u>	<u>2,162</u>	<u>(95,755)</u>	<u>150</u>
	<u>100,044</u>				<u>6,473</u>
<b>Balance as at 1 April 2009</b>					
Total comprehensive income / (expense) for the period	100,044	22	2,162	(95,755)	6,473
Expenses in relation to issuance of convertible notes	(320)	-	-	(764)	(764)
Issue of shares upon conversion of convertible notes	3,650	-	-	-	(320)
<b>Balance as at 30 June 2009</b>	<u>103,374</u>	<u>22</u>	<u>2,162</u>	<u>(96,519)</u>	<u>3,650</u>
	<u>103,374</u>				<u>9,039</u>

**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 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**

### **Issued Share Capital**

The Company issued an additional 333,333,333 new ordinary shares during the quarter ended 30 June 2010 (2Q09: 602,777,774) at \$0.0045 (2Q09: \$0.0045 and \$0.0072) per share through conversion of convertible notes.

As a result, the Company's issued and paid-up capital increased to \$106,966,168 divided into 3,181,949,969 shares as at 30 June 2010.

### **Convertibles**

#### **(i) Share options**

The Company has a share option scheme known as mDR Limited Share Option Scheme 2003 which was approved by members of the Company at the Extraordinary General Meeting held on 13 January 2003.

At 30 June 2010, there were 39,495,274 (30 June 2009: 45,050,267) outstanding share option, which comprised approximately 1.2% of the Company's share capital of 3,181,949,969 issued shares at 30 June 2010.

#### **(ii) Convertibles Notes**

At 30 June 2010, there were \$50,000 (30 June 2009: \$50,000) outstanding convertible notes which would entitle the holders to subscribe for a total of 11,111,111 (30 June 2009: 4,273,504) ordinary shares.

#### **(iii) Convertible Bonds**

On the convertible bonds amounting to \$6.48 million, which had matured on 31 December 2009 and 30 June 2010, the Group and bondholders are in the midst of completing its proposed debt restructuring plan. Please refer to Note 4 on page 6 for further details.

If the bondholders had opted to convert the loans into equity shares on 30 June 2010, the number of shares issued for \$6.5 million (30 June 2009: \$10.0 million) convertible bonds would have been 1,506,976,744 (30 June 2009: 869,565,217).

Save as disclosed above, the Company has no other outstanding convertibles and treasury shares at 30 June 2010 and 30 June 2009.

**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.**

	Number of ordinary shares	
	30-Jun-10	31-Dec-09
Issued and paid up	<u>3,181,949,969</u>	<u>2,626,394,414</u>

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

Not applicable

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

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

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

Not applicable

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

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as compared with those used in the audited financial statements for the financial year ended 31 December 2009.

**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 new and revised Singapore Financial Reporting Standards ("FRS") for accounting periods beginning 1 January 2010, where applicable.

The adoption of new / revised FRS and INT FRS does not result in changes to the Group's and the Company's accounting policies and has no material effect on the amounts reported for the current or prior 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**

<b>Earnings per ordinary share</b> <i>(based on consolidated net profit/(loss) attributable to equity holders of the Company)</i>	<b>Q2-10</b> <b>cents</b>	<b>Q2-09</b> <b>cents</b>	<b>1H-10</b> <b>cents</b>	<b>1H-09</b> <b>cents</b>
<b>From continuing and discontinued operations:</b>				
- Basic	0.02	0.05	0.03	0.08
- Fully diluted	<u>0.02</u>	<u>0.03</u>	<u>0.03</u>	<u>0.05</u>
<b>From continuing operations:</b>				
- Basic	0.02	(0.07)	0.03	(0.03)
- Fully diluted	<u>0.02</u>	<u>(0.05)</u>	<u>0.03</u>	<u>(0.03)</u>
<b>From discontinuing operations:</b>				
- Basic	-	0.12	-	0.11
- Fully diluted	<u>-</u>	<u>0.08</u>	<u>-</u>	<u>0.08</u>

Basic earnings per ordinary share is computed based on the weighted average number of shares in issue during the period of 3,043,441,598 (30 June 2009: 2,163,232,315).

Fully diluted earnings per ordinary share is computed based on the weighted average number of shares during the period adjusted for the effect of all potential dilutive ordinary shares of 4,574,923,669 (30 June 2009: 3,087,587,076).

**7. Net asset value (for the issuer and Group) per ordinary share based on issued share capital of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year**

	<b>Group</b>		<b>Company</b>	
	<b>30-Jun-10</b>	<b>31-Dec-09</b>	<b>30-Jun-10</b>	<b>31-Dec-09</b>
	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
Net Asset Value ("NAV") per share	<u>0.33</u>	<u>0.29</u>	<u>0.21</u>	<u>0.11</u>

The NAV per share as at 30 June 2010 is calculated based on 3,181,949,969 (31 December 2009: 2,626,394,414) ordinary shares.

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 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. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on**

#### **Revenue and Profit after income tax**

Revenue on quarter-on-quarter and year-on-year basis increased by 21% and 38% respectively, the increase being entirely from DMS businesses. DMS distribution and retail businesses in 2Q-09 and 1H-09 were relatively lower compared to 2Q-10 and 1H-10 due to the global economic crisis and the recession in Singapore last year, which had affected demand for mobile phones due to curtailed consumer spending. With the recovery of the economy towards the last quarter of 2009, our distribution and retail businesses have also improved, thereby resulting in the higher revenue figures in 2Q-10 and 1H-10 as compared to the corresponding periods in 2009.

In 2Q-10, the Group reported net profit after tax from continuing operations of \$0.8 million; if net non-cash charges (except for depreciation) were excluded, the Group's operating profit would be at \$1.0 million (Please refer to page 2 under Note 1). For 2Q-09, foreign currency translation loss of \$1.7 million had contributed significantly to the net loss of \$1.7 million; excluding the foreign currency translation loss and other net non-cash gains, the Group incurred operating loss of \$0.3 million for 2Q-09 (Please refer to page 2 under Note 1).

In 1H-10, the Group reported net profit after tax from continuing operations of \$1.2 million, compared to net loss after tax of \$0.8 million in 1H-09. If net non-cash items were excluded, the Group reported an operating profit of \$1.6 million in 1H-10, compared to an operating loss of \$1.4 million in 1H-09 (Please refer to page 2 under Note 1).

The improvement in operating performance in 2Q-10 and 1H-10 as compared to the corresponding periods respectively in 2009 was mainly due to the higher contributions from the DMS businesses.

#### **Cash Flows**

On a quarter-on-quarter and year-on-year basis, there is a decrease in cash position mainly due to payment of outstanding payables to suppliers.

As at 30 June 2010, although the Group registered a negative working capital of \$3.3 million, it was an improvement from the negative working capital position of \$5.0 million as at 31 December 2009. The negative working capital had resulted from the classification of the entire outstanding convertible bonds as a current liability (please refer to page 6 under "Convertible bonds").

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

Not applicable



**10. A commentary at the date of the announcement of the 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**

The Group is in the final stages of completing the proposed debt restructuring exercise. In the meantime, the Group has commenced monthly repayments of its borrowings to the banks as per the proposed debt restructuring plan with effect from 31 January 2010, and continues to be able to meet its financial obligations to the lenders as of this date. Completion of the proposed debt restructuring agreement between the lenders and the Group is crucial to the Group's ability to continue as a going concern.

The Group will continue to offer competitive product offerings and pricing to its customers, so as to defend and increase its customer base and therefore improve its operating performance.

**11. Dividend**

***(a) Current Financial Period Reported On***

Any dividend declared for the current financial period reported on?

None

***(b) Corresponding Period of the Immediately Preceding Financial Year***

Any dividend declared for the corresponding period of the immediately preceding financial year?

None

***(c) Date payable***

Not applicable

***(d) Books closure date***

Not applicable

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

No dividend has been declared or recommended for the period.

**13. Interested Person Transactions**

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual (excluding transactions less than \$100,000)
Pacific Organisation Pte Ltd - rental expenses, utilities, cleaning and other miscellaneous charges	\$'000  322	\$'000  Nil

**BY ORDER OF THE BOARD**

**Ong Ghim Choon**  
**Chief Executive Officer/Director**

## **Negative Assurance Confirmation Under Rule 705(5) of the Listing Manual**

We, Mah Kah On and Ong Ghim Choon, being two directors of mDR Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the second quarter 2010 financial results to be false or misleading in any material respect.

On behalf of the Board of Directors

Mah Kah On  
Chairman of Audit Committee

Ong Ghim Choon  
Chief Executive Officer

Singapore, 12 August 2010