MDR Limited
mDR Limited
First Quarter Financial Statements for the Period Ended 31 March 2015
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 | 1Q-15 | 1Q-14 | Inc/(Dec) |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | \% |
| Revenue | 1 | 74,859 | 85,322 | -12\% |
| Cost of sales | 1 | $(67,385)$ | $(77,082)$ | -13\% |
| Gross profit | 1 | 7,474 | 8,240 | -9\% |
| Other income | 2 | 330 | 308 | 7\% |
| Administrative expenses | 3 | $(4,995)$ | $(5,808)$ | -14\% |
| Other operating expenses | 4 | $(1,942)$ | $(2,534)$ | -23\% |
| Finance costs | 5 | (51) | (45) | 13\% |
| Total expenses |  | $(6,988)$ | $(8,387)$ | -17\% |
| Operating profit before amortisation expenses |  |  |  |  |
| and income tax |  | 816 | 161 | 407\% |
| Amortisation expenses | 6 | - | (249) | N.M. |
| Profit (Loss) before income tax |  | 816 | (88) | 1027\% |
| Income tax expense | 7 | (82) | (80) | 3\% |
| Profit (Loss) for the period |  | 734 | (168) | 537\% |

## Other comprehensive income

Items that may be reclassified subsequently
to profit or loss
Currency translation differences arising from consolidation
Other comprehensive income for the period, net of tax

Total comprehensive (loss) income for the period

Profit attributable to:
Owners of the Company
Non-controlling interests
Total comprehensive (loss) income

| 684 | 81 | $744 \%$ |
| ---: | ---: | ---: |
| 50 |  |  |
|  |  | $(249)$ |
|  |  |  |

Total comprehensive (loss) income attributable to:
Owners of the Company
Non-controlling interests

| 528 |  |  |
| ---: | ---: | ---: |
| 2 |  |  |
|  |  | 157 |
|  |  | $(249)$ |

Note 1 Revenue, Cost of Sales and Gross Profit
The Group operates in three business segments - After Market Services (AMS), Distribution Management Solutions (DMS) and Digital Inkjet Printing for Out-Of-Home Advertising Solutions (DPAS).

The breakdown of revenue and cost of goods sold and spare parts are as follows:

| In S\$'000 | 1Q-15 | 1Q-14 |
| :---: | :---: | :---: |
| Revenue |  |  |
| AMS | 4,644 | 7,165 |
| DMS | 68,446 | 76,604 |
| DPAS | 1,769 | 1,553 |
|  | 74,859 | 85,322 |
| Cost of Goods Sold and Spare Parts |  |  |
| AMS | $(3,205)$ | $(5,467)$ |
| DMS | $(63,224)$ | $(70,788)$ |
| DPAS | (956) | (827) |
|  | $(67,385)$ | $(77,082)$ |
| Gross Profit |  |  |
| AMS | 1,439 | 1,698 |
| DMS | 5,222 | 5,816 |
| DPAS | 813 | 726 |
|  | 7,474 | 8,240 |
| GP\% |  |  |
| AMS | 31\% | 24\% |
| DMS | 8\% | 8\% |
| DPAS | 46\% | 47\% |
|  | 10\% | 10\% |

Note 2 Other income consists of the following:

In S\$'000

| Interest income | 26 | 6 |
| :--- | ---: | ---: |
| Rental income | 68 | 154 |
| Liabilities written back | 16 | 51 |
| Bad debts recovered - trade | 3 | - |
| Others | 217 | 930 |
|  |  | 308 |

Note 3 Administrative expenses
The administrative expenses comprise mainly staff cost.

In S\$'000

Staff Cost
AMS
DMS
DPAS
Management and HQ support staff costs (including Directors' fees)

1Q-15
1Q-14

| 1,055 | 1,366 |
| ---: | ---: |
| 2,411 | 2,482 |
| 241 | 220 |
|  |  |
| 535 |  |
| 4,242 |  |

Included in staff cost is share option expense of $\$ 11,000(1 \mathrm{Q}-14: \$ 13,000)$.
With a $35 \%$ decrease in AMS revenue in 1 Q-15 compared to $1 \mathrm{Q}-14$, AMS staff costs had also decreased, due to lower headcount required to support the operations.

Note 4 Other operating expenses consist of the following:

| In S\$'000 | 1Q-15 | 1Q-14 |
| :---: | :---: | :---: |
| Rental expenses | 1,599 | 1,785 |
| Depreciation expenses | 458 | 464 |
| Plant and equipment written off | 1 | 6 |
| Loss on disposal of plant and equipment | 1 | 5 |
| Reversal of allowance for doubtful trade receivables | (30) | - |
| Allowance for doubtful other receivables | 8 | - |
| Allowance for inventories | 188 | 245 |
| Inventories written off | 11 | - |
| Foreign currency exchange (gain) loss | (294) | 29 |
|  | 1,942 | 2,534 |

The decrease in rental expenses in 1Q-15 was due mainly to the rationalization of its DMS businesses with the closure of certain non-performing retail outlets.

Lower allowance for inventories in 1Q-15 was due to a lower general stock provision made against its handset inventory.

## Note 5 Finance costs

Finance costs comprise interests on finance leases and short-term bank borrowings.

## Note 6 Amortisation expenses

The amortisation expenses were related to the Group's purchased customer list of Quanli (Hong Kong) Leather Company, which was amortised over a period of 38 months. The carrying amount of the customer list was fully impaired in year 2014.

Note 7 Income tax expenses
The tax expense provision is calculated for profitable subsidiaries before group relief is taken into consideration.

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 |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 31-Mar-15 | 31-Dec-14 | 31-Mar-15 | 31-Dec-14 |
| ASSETS |  |  |  |  |  |
| Current assets |  |  |  |  |  |
| Cash and bank balances |  | 27,778 | 31,744 | 17,136 | 17,968 |
| Trade receivables | 1 | 20,554 | 24,812 | 1,997 | 2,083 |
| Other receivables and prepayments | 2 | 12,339 | 10,991 | 19,662 | 19,108 |
| Inventories | 3 | 22,694 | 17,490 | 1,486 | 1,351 |
| Total current assets |  | 83,365 | 85,037 | 40,281 | 40,510 |
| Non-current assets |  |  |  |  |  |
| Investment in subsidiaries |  | - | - | 20,836 | 20,836 |
| Plant and equipment |  | 3,685 | 4,014 | 446 | 496 |
| Goodwill |  | 2,994 | 2,994 | - | - |
| Total non-current assets |  | 6,679 | 7,008 | 21,282 | 21,332 |
| Total assets |  | 90,044 | 92,045 | 61,563 | 61,842 |
| Current liabilities |  |  |  |  |  |
| Short-term bank borrowings |  | 2,000 | 2,550 | - | - |
| Trade payables | 4 | 16,576 | 17,081 | 1,532 | 1,371 |
| Other payables | 5 | 10,318 | 11,651 | 1,907 | 2,458 |
| Current portion of finance leases |  | 462 | 495 | 77 | 76 |
| Income tax payable |  | 544 | 544 | - | - |
| Total current liabilities |  | 29,900 | 32,321 | 3,516 | 3,905 |
| Non-current liabilities |  |  |  |  |  |
| Finance leases |  | 1,018 | 1,138 | 194 | 213 |
| Deferred tax liabilities |  | 168 | 169 | - | - |
| Total non-current liabilities |  | 1,186 | 1,307 | 194 | 213 |
| Capital, reserves and non-controlling interests |  |  |  |  |  |
| Share capital |  | 153,652 | 153,652 | 153,652 | 153,652 |
| Capital reserve |  | (859) | (859) | 22 | 22 |
| Share options reserve |  | 288 | 277 | 288 | 277 |
| Foreign currency translation reserve |  | (100) | 56 | - | - |
| Accumulated losses |  | $(93,254)$ | $(93,938)$ | $(96,109)$ | $(96,227)$ |
| Equity attributable to owners of the Company |  | 59,727 | 59,188 | 57,853 | 57,724 |
| Non-controlling interests |  | (769) | (771) | - | - |
| Total equity |  | 58,958 | 58,417 | 57,853 | 57,724 |
| Total liabilities and equity |  | 90,044 | 92,045 | 61,563 | 61,842 |

## Notes

## Trade receivables

The Group's trade receivables turnover as at 31 March 2015 is 27 days (31 December 2014: 30 days).

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

| S\$'000 | 31-Mar-15 | 31-Dec-14 |
| :--- | :---: | :---: |
| Rental deposits | 1,807 | $\mathbf{1 , 8 2 8}$ |
| Other receivables | 8,009 | 7,477 |
| Prepayments | 505 | 422 |

Other receivables of $\$ 8.0$ million as at 31 March 2015 comprised mainly of credit notes of $\$ 3.7$ million to be received from principals in relation to sell through, advertising and promotion support, and advance payment for inventory purchase of $\$ 1.6$ million.

3 Inventories
The Group's inventory turnover for the quarter ended 31 March 2015 is 27 days (31 December 2014: 26 days).
Group inventories as at 31 March 2015 is $\$ 22.7$ million (31 December 2014: $\$ 17.5$ million) with the increase in inventory holding due mainly to the purchase of new handset models towards period end, in preparation of the new product launch in early April and higher inventory of prepaid cards held by our Myanmar operations to meet its growing demand.

Trade payables
The Group's trade payables turnover as at 31 March 2015 is 22 days (31 December 2014: 22 days).

Other payables
The Group's other payables consist of the following:

| S\$'000 | 31-Mar-15 | 31-Dec-14 |
| :--- | ---: | ---: |
| Advertising, promotion and sell through funds from principals | 1,421 | 1,476 |
| Scheduled deferred payment for acquisition of Pixio | 1,226 | 1,895 |
| Other payables to third parties | 601 | 575 |
| Accrued staff costs | 759 | 808 |
| Rebates owing to franchisees | 492 | 758 |
| Accrued purchases | 786 | 1,173 |
| Provision for restructuring costs* | 1,429 | 1,429 |
| Other accrued operating expenses | 810 | 957 |

* The provision for restructuring costs represents the estimated costs in relation to the closure of certain nonperforming DMS retail outlets in FY2015.

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-Mar-15 |  | As at 31-Dec-14 |  |
| :---: | ---: | :---: | :---: |
| Secured <br> $(\$ \prime 000)$ | Unsecured <br> $(\$, 000)$ | Secured <br> $(\$ \prime 000)$ | Unsecured <br> $(\$ \prime 000)$ |
| 462 | 2,000 | 495 | 2,550 |

## Amount repayable after one year

| As at 31-Mar-15 |  | As at 31-Dec-14 |  |
| :---: | :---: | :---: | :---: |
| Secured <br> $(\$ \prime 000)$ | Unsecured <br> $(\$ \prime 000)$ | Secured <br> $(\$ \prime 000)$ | Unsecured <br> $(\$ \prime 000)$ |
| 1,018 |  | - | 1,138 |

## Details of collateral

The secured borrowings comprise of outstanding finance lease of $\$ 1.5$ million on certain motor vehicles and machinery.

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 | 1Q-15 | 1Q-14 |
| :---: | :---: | :---: |
| Operating activities |  |  |
| Profit (Loss) before income tax | 816 | (88) |
| Adjustments for: |  |  |
| Depreciation expense | 458 | 464 |
| Amortisation expense | - | 249 |
| Interest expense | 51 | 45 |
| Interest income | (26) | (6) |
| Loss on disposal of plant and equipment | 1 | 5 |
| Plant and equipment written off | 1 | 6 |
| Allowance for inventories | 188 | 245 |
| Inventories written off | 11 | - |
| Reversal of allowance for doubtful trade receivables | (30) | - |
| Allowance for doubtful other receivables | 8 | - |
| Professional fees paid by shares | - | 100 |
| Share-based payments | 11 | 13 |
| Liabilities written back | (16) | (51) |
| Net foreign exchange loss | (212) | 22 |
| Operating cash flows before movements in working capital | 1,261 | 1,004 |
| Trade receivables | 4,288 | 6,960 |
| Other receivables and prepayments | $(1,211)$ | $(2,574)$ |
| Inventories | $(5,403)$ | 1,516 |
| Trade payables | (486) | $(3,983)$ |
| Other payables | $(1,328)$ | $(1,618)$ |
| Cash (used in) generated from operations | $(2,879)$ | 1,305 |
| Interest received | 26 | 6 |
| Income tax paid | (228) | (190) |
| Net cash (used in) from operating activities | $(3,081)$ | 1,121 |
| Investing activities |  |  |
| Proceeds from disposal of plant and equipment | - | 37 |
| Purchase of plant and equipment (Note A) | (153) | (117) |
| Net cash used in investing activities | (153) | (80) |
| Financing activities |  |  |
| Interest paid | (51) | (45) |
| Proceeds from issuance of ordinary shares, net | - | 142 |
| Repayment of obligations under finance leases | (130) | (107) |
| Dividends paid to non-controlling interest | - | (19) |
| Repayment of bank borrowings | (550) | $(1,500)$ |
| Net cash used in financing activities | (731) | $(1,529)$ |
| Net decrease in cash and cash equivalents | $(3,965)$ | (488) |
| Cash and cash equivalents at beginning of period | 31,699 | 18,455 |
| Cash and cash equivalents at end of period | 27,734 | 17,967 |

## Notes

A. Purchase of plant and equipment:

During the period, the Group acquired plant and equipment with an aggregate cost of \$153,000 (1Q-14: \$192,000) of which \$ Nil (1Q-14: \$75,000) was acquired under finance lease arrangements.
B. Cash and cash equivalent at end of period comprise of:

| In S\$'000 | 1Q-15 | 1Q-14 |
| :--- | ---: | ---: |
| Cash | 27,778 | 18,013 |
| Less: Cash pledged | $(44)$ | $(46)$ |
| Cash and cash equivalents | 27,734 | 17,967 |

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 | Share capital | Capital reserve | Share options reserve | Currency translation reserve | Accumulated $\qquad$ | Attributable to equity the | Non-controlling interests | Total |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Group |  |  |  |  |  |  |  |  |
| Balance as at 1 January 2015 | 153,652 | (859) | 277 | 56 | $(93,938)$ | 59,188 | (771) | 58,417 |
| Total comprehensive income for the period |  |  |  |  |  |  |  |  |
| Profit for the period | - | - | - | - | 684 | 684 | 50 | 734 |
| Other comprehensive income for the period | - | - | - | (156) | - | (156) | (48) | (204) |
| Total | - | - | - | (156) | 684 | 528 | 2 | 530 |
| Transactions with owners, recognised directly in equity |  |  |  |  |  |  |  |  |
| Recognition of share-based payments | - | - | 11 | - | - | 11 | - | 11 |
| Total | - | - | 11 | - | - | 11 | - | 11 |
| Balance as at 31 March 2015 | 153,652 | (859) | 288 | (100) | $(93,254)$ | 59,727 | (769) | 58,958 |
| Balance as at 1 January 2014 | 135,873 | (859) | 1,538 | 100 | $(84,589)$ | 52,063 | 485 | 52,548 |
| Total comprehensive income for the period |  |  |  |  |  |  |  |  |
| Profit for the period | - | - | - | - | 81 | 81 | (249) | (168) |
| Other comprehensive income for the period | - | - | - | 76 | - | 76 | - | 76 |
| Total | - | - | - | 76 | 81 | 157 | (249) | (92) |
| Transactions with owners, recognised directly in equity |  |  |  |  |  |  |  |  |
| Reversal of expenses related to equity settled share-based payment | - | - | (10) | - | 10 | - | - | - |
| Issue of shares upon conversion of warrants | 142 | - | - | - | - | 142 | - | 142 |
| Issue of shares for settlement of professional fees | 100 | - | - | - | - | 100 | - | 100 |
| Recognition of share-based payments | - | - | 13 | - | - | 13 | - | 13 |
| Total | 242 | - | 3 | - | 10 | 255 | - | 255 |
| Balance as at 31 March 2014 | 136,115 | (859) | 1,541 | 176 | $(84,498)$ | 52,475 | 236 | 52,711 |


| In S\$'000 | Share capital | Capital reserve | Share options reserve | Currency translation reserve | Accumulated losses | Total |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Company |  |  |  |  |  |  |
| Balance as at 1 January 2015 | 153,652 | 22 | 277 | - | $(96,227)$ | 57,724 |
| Loss for the period, representing total comprehensive loss for the period | - | - | - | - | 118 | 118 |
| Transactions with owners, recognised directly in equity |  |  |  |  |  |  |
| Recognition of share-based payments | - | - | 11 | - | - | 11 |
| Total | - | - | 11 | - | - | 11 |
| Balance as at 31 March 2015 | 153,652 | 22 | 288 | - | $(96,109)$ | 57,853 |
| Balance as at 1 January 2014 | 135,873 | 22 | 1,538 | - | $(95,194)$ | 42,239 |
| Profit for the period, representing total comprehensive profit for the period | - | - | - | - | (276) | (276) |
| Transactions with owners, recognised directly in equity |  |  |  |  |  |  |
| Reversal of expenses related to equity settled share-based payment | - | - | (10) | - | 10 | - |
| Issue of shares upon conversion of warrants | 142 | - | - | - | - | 142 |
| Issue of shares for settlement of professional fees | 100 | - | - | - | - | 100 |
| Recognition of share-based payments | - | - | 13 | - | - | 13 |
| Total | 242 | - | 3 | - | 10 | 255 |
| Balance as at 31 March 2014 | 136,115 | 22 | 1,541 | - | $(95,460)$ | 42,218 |

1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buybacks, 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

There were no movements in the Company's issued share capital for the quarter ended 31 March 2015.
In 1Q-14, the Company issued an additional 37,451,909 new ordinary shares as follows:
a) $28,361,000$ ordinary shares at $\$ 0.005$ per share through conversion of warrants.
b) 9,090,909 ordinary shares at $\$ 0.011$ per share for settlement of professional fees.

As at 31 March 2015, the Company's issued and paid-up capital was $\$ 153,652,141$ (Q1-14: $\$ 136,114,537$ ) divided into $12,528,241,084$ (Q1-14: $\$ 9,019,343,582$ ) shares.

## Warrants

The Company's warrants expired on 25 September 2014.
At 31 March 2014, there were 3,733,423,195 outstanding warrants. Each warrant carried the right to subscribe for one new share in the capital of the Company at an exercise price of $\$ 0.005$.

## Share options

The Company had 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. The Scheme expired on 12 January 2013. Upon expiration of the Scheme, no further share option can be granted but the provisions of the Scheme will remain in full force and effect in respect of any share options granted prior to the expiration but not exercised at the time of expiration.

At 31 March 2015, there were 45,155,000 (31 March 2014: 53,332,133) outstanding share options which would entitle the holders to subscribe for a total of $45,155,000$ ( 31 March 2014: 53,332,133) ordinary shares. If exercised, these share options represent approximately $0.36 \%$ of the share capital consisting of 12,528,241,084 issued shares at 31 March 2015.

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 <br> 31-Dec-14 |  |
| :--- | :---: | ---: |
| 31-Mar-15 |  |

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 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 new and revised Singapore Financial Reporting Standards ("FRS") for accounting periods beginning 1 January 2015, 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

| Earnings per ordinary share <br> (based on consolidated net profit <br> attributable to equity holders of the Company) | $1 Q-15$ <br> Cents | $1 Q-14$ <br> Cents |
| :--- | ---: | ---: |
| - Basic | 0.005 | 0.001 |
| - Fully diluted | 0.005 | 0.001 |

Basic earnings per ordinary share is computed based on the weighted average number of shares in issue during the period of 12,528,241,084 (1Q-14: 9,011,756,169).

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 $12,528,241,084$ (1Q-14: 10,768,282,169).
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

| Group |  |
| :---: | :---: |
| 31-Mar-15 | 31-Dec-14 |
| Cents | Cents |


| Company |  |
| :---: | :---: |
| 31-Mar-15 | 31-Dec-14 |
| Cents | Cents |


| Net Asset Value ("NAV") per |
| :--- |
| share |
| $\underline{0} 00.48$ |
| 0.47 |

The NAV per share as at 31 March 2015 is calculated based on 12,528,241,084 (31 December 2014: $12,528,241,084$ ) 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

The Group's revenue for $1 \mathrm{Q}-15$ decreased by $12 \%$ from $\$ 85.3$ million to $\$ 74.9$ million mainly due to the slowdown in its DMS distribution and AMS businesses. Revenue from the DPAS business however increased by $14 \%$ from $\$ 1.6$ million to $\$ 1.8$ million in 1Q-15.

The Group's gross profit margin for 1Q-15 remains unchanged at 10\%; AMS margin improved by $7 \%$ from $24 \%$ to $31 \%$ for 1Q-15 due to a change in the revenue mix of the AMS business; DMS and DPAS margins remained stable.

Due to foreign exchange gains, lower administrative and other operating expenses as a result of restructuring initiatives taken to date, the Group turnaround from losses of $\$ 168,000$ to profits of $\$ 734,000$ for $1 Q-15$.

## Cash flows

The Group has a net cash outflow of $\$ 3.1$ million from operations in $1 Q-15$ due mainly to higher inventory holding as a result of purchases made towards quarter end in preparation of a new product launch.

As at 31 March 2015, the Group's cash balance stood at $\$ 27.8$ million.
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 key challenge for the Group remains in its ability to achieve sustainable profitability for its handset distribution and retail businesses in a matured and saturated market, in addition to an extremely competitive environment.

For its overseas operations, the Group's key focus will be on the Myanmar market, where it will continue to grow its Ooredoo prepaid cards business in Mandalay, and the expansion of its DPAS business into Myanmar with the recent incorporation of Pixio Myanmar Co. Ltd., which is slated to commence operations in Yangon towards the end of 2Q-15. Myanmar is an emerging market, and the Group is taking a long term view in its growth prospects.

## 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/recommended, 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 <br> interested person transactions <br> during the financial year under <br> review (excluding transactions <br> less than \$100,000 and <br> transactions conducted under <br> shareholders' mandate <br> pursuant to Rule 920 of the <br> SGX Listing Manual) | Aggregate value of all <br> interested person <br> transactions conducted <br> under shareholders' <br> mandate pursuant to Rule <br> 920 of the SGX Listing <br> Manual (excluding <br> transactions less than <br> $\$ 100,000)$ |
| :---: | :---: | :---: |
| Pacific Organisation Pte Ltd <br> - Rental expenses | 112 | $\${ }^{\text {\$'000 }}$ |

14. Use of proceeds

The following sets out the status of the use of proceeds from the conversion of warrants pursuant to the renounceable non-underwritten rights cum warrants issue undertaken by the Company in 2011.

S\$'000

Balance of proceeds as at 1 January $2015 \quad 16,412$
Utilisation towards general working capital

- third party payments, including suppliers invoices $\quad(2,500)$

Balance of proceeds as at 31 March 2015
13,912

The use of proceeds is in accordance with the intended use of the net proceeds as described in the Offer Information Statement dated 1 September 2011.

## BY ORDER OF THE BOARD

## Ong Ghim Choon

Chief Executive Officer

12 May 2015

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 first quarter 2015 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

