

mDR Limited

Second Quarter Financial Statements for the Period Ended 30 June 2019

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

of the immediately preceding	g financ	ial year					
In S\$'000	Notes	2Q-19	2Q-18	Inc/(Dec)	YTD-19	YTD-18	Inc/(Dec)
				%			%
Continuing operations		00.070	~~~~~	110/	100.000	105.010	00/
Revenue	1	66,970 (58,224)	60,303	11%	136,339	125,013	9% 7%
Cost of sales	1	(58,331)	(53,729)	9%	(119,770)	(111,989)	7%
Gross profit	1	8,639	6,574	31%	16,569	13,024	27%
Other income	2	199	54	269%	463	215	115%
Administrative expenses	3	(4,777)	(4,300)	11%	(9,539)	(8,534)	12%
Other operating expenses	4	(1,860)	(1,511)	23%	(3,324)	(2,965)	12%
Finance costs	5	(402)	(95)	323%	(622)	(178)	249%
Total expenses		(7,039)	(5,906)	19%	(13,485)	(11,677)	15%
Operating profit before share of profit of associate							
and income tax	-	1,799	722	149%	3,547	1,562	127%
Share of profit of associate	_	2	2	0%	3	5	-40%
							(- - · (
Profit before income tax	-	1,801	724	149%	3,550	1,567	127%
Income tax expense	6	(105)	(106)	-1%	(286)	(185)	55%
Profit for the period from continuing operations		1 606	619	1710/	2.064	1 202	1260/
operations		1,696	618	174%	3,264	1,382	136%
Discontinued operations							
Profit (Loss) for the period from							
discontinued operations	7	2	(85)	N.M.	-	(65)	N.M.
Profit for the period		1,698	533	219%	3,264	1,317	148%
Other comprehensive income							
Items that will not be reclassified subsequently to profit or loss Net fair value changes in equity securitie carried at fair value through other comprehensive income	es	(3,382)	(1,393)	143%	(435)	(2,936)	-85%
Items that may be reclassified subsequently to profit or loss Currency translation differences arising on consolidation		(116)	(11)	955%	(33)	110	N.M.
Other comprehensive loss	-	(3,498)	(1,404)	149%	(468)	(2,826)	-83%
for the period, net of tax		(-,)	(, , , , , , , , , , , , , , , , , , ,		()	(_,,	
Total comprehensive (loss) income							
for the period	-	(1,800)	(871)	107%	2,796	(1,509)	285%
	=	(1,000)	(0.1)			(1,000)	
Profit (Loss) attributable to:							
Owners of the Company		1,686	576	193%	3,234	1,332	143%
Non-controlling interests	_	12	(43)	N.M.	30	(15)	300%
Total comprehensive income	=	1,698	533	219%	3,264	1,317	148%
Total comprehensive (loss) income at	ttributab	le to:					
Owners of the Company		(1,811)	(837)	116%	2,766	(1,502)	284%
Non-controlling interests	_	11	(34)	N.M.	30	(7)	529%
	-	(1,800)	(871)	107%	2,796	(1,509)	285%
N.M. · Not Meaningful	-		_		_		

N.M. : Not Meaningful

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

Note 1 Revenue, cost of sales and gross profit

The Group operates in four business segments – After Market Services (AMS), Distribution Management Solutions (DMS), Digital Inkjet Printing for Out-Of-Home Advertising Solutions (DPAS) and Investment.

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

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Revenue				
AMS	4,906	6,382	10,134	12,768
DMS	58,237	51,741	119,614	108,123
DPAS	1,558	1,860	3,110	3,389
Investment	2,269	320	3,481	733
	66,970	60,303	136,339	125,013
Cost of goods sold				
AMS	(3,554)	(4,746)	(7,394)	(9,520)
DMS	(53,645)	(47,752)	(110,102)	(100,149)
DPAS	(1,132)	(1,231)	(2,274)	(2,320)
Investment	-	-	-	-
	(58,331)	(53,729)	(119,770)	(111,989)
Gross profit				
AMS	1,352	1,636	2,740	3,248
DMS	4,592	3,989	9,512	7,974
DPAS	426	629	836	1,069
Investment	2,269	320	3,481	733
	8,639	6,574	16,569	13,024
GP%				
AMS	28%	26%	27%	25%
DMS	8%	8%	8%	7%
DPAS	27%	34%	27%	32%
Investment	100%	100%	100%	100%
	13%	11%	12%	10%

Note 2 Other income consists of the following:

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Interest income on fixed deposits	1	25	18	38
Rental income	153	5	308	10
Wage credit	-	-	61	113
Others	45	24	76	54
	199	54	463	215

Higher rental income in 2Q-19 and YTD-19 was due to the recovery of rental support from principal, classified as other income in 2Q-19 and YTD-19 while the rental support was recorded net of rental expenses in 2Q-18 and YTD-18, following the adoption of SFRS (I) 16 Leases on 1 January 2019, as explained in Section 5.

Note 3 Administrative expenses

The administrative expenses comprise mainly staff cost.

2Q-19	2Q-18	YTD-19	YTD-18
959	1,041	1,914	2,120
1,760	1,748	3,568	3,495
168	174	340	325
1,091	640	2,157	1,253
3,978	3,603	7,979	7,193
	959 1,760 168 1,091	959 1,041 1,760 1,748 168 174 1,091 640	959 1,041 1,914 1,760 1,748 3,568 168 174 340 1,091 640 2,157

The increase in staff costs for management and HQ support was mainly due to an increase in headcount, annual salary increment, bonus provision and other performance related adjustments.

Note 4 Other operating expenses

Other operating expenses consist of the following:

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Rental expenses	254	1,070	500	2,193
Depreciation expenses	1,281	230	2,547	429
Plant and equipment written off	1	17	2	34
(Gain) Loss on disposal of plant and equipment	(19)	4	(26)	5
(Reversal of) Loss allowance for trade				
receivables	(25)	9	(26)	12
Allowance for inventories	95	89	188	244
Foreign exchange loss	273	92	139	48
	1,860	1,511	3,324	2,965

Lower rental expenses in 2Q-19 and YTD-19 mainly pertains to the adoption of SFRS (I) 16 which requires lessees to recognise new assets and liabilities under an on-balance sheet accounting model and details are explained in Section 5.

Included in depreciation expenses is the depreciation of right-of-use assets amounting to \$1,029,000 and \$2,053,000 in 2Q-19 and YTD-19 respectively (2Q-18 and YTD-18 : \$Nil).

Note 5 Finance costs

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Interest expense on bank loans	300	79	406	145
Interest expense on lease liabilities	102	16	216	33
	402	95	622	178

Note 6 Income tax expense

The tax expense provision is calculated for profitable subsidiaries.

Note 7 Income statement for discontinued operations

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Revenue	-	-	-	-
Cost of sales		(40)		(40)
Gross (loss) profit	-	(40)	-	(40)
Other operating income	-	-	-	-
Administrative expenses	-	-	-	-
Other operating expenses	2	(45)	-	(25)
Profit (Loss) before income tax	2	(85)	_	(65)
Income tax expense	-	-	-	-
Profit (Loss) for the period from				
discontinued operations	2	(85)		(65)
Profit (Loss) attributable to:				
Owners of the Company	-	(36)	-	(38)
Non-controlling interests	2	(49)	-	(27)
-	2	(85)	-	(65)

Discontinued operations relate to operations in Myanmar inclusive of MDR Myanmar Co., Ltd, Golden Myanmar Sea Co., Ltd, Pixio Myanmar Co., Ltd and MDR Golden Myanmar Sea Co., Ltd, with the latter 2 entities having ceased their business operations in March 2017.

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

			oup	Com	
In S\$'000	Notes	30-Jun -19	31-Dec-18	30-Jun-19	31-Dec-18
ASSETS					
Current assets					
Cash and bank balances		9,937	8,447	1,031	1,082
Trade receivables	1	19,259	23,768	1,474	1,522
Other receivables and prepayments	2	9,444	5,621	28,919	28,917
Inventories	3	36,317	29,921	1,281	1,174
Total current assets		74,957	67,757	32,705	32,695
Non-current assets					
Investment in subsidiaries		-	-	20,835	20,835
Investment in an associate		17	14	-	-
Property, plant and equipment	4	17,639	11,097	1,317	885
Goodwill		2,798	2,798	-	-
Investment in equity securities	5	59,809	79,054	59,809	79,054
Investment in debt securities	6	49,193	-	49,193	-
Cash pledged			49		-
Total non-current assets		129,456	93,012	131,154	100,774
Total assets		204,413	160,769	163,859	133,469
Current liabilities					
Bank loans	7	44,584	14,626	39,603	8,986
Trade payables	8	17,536	10,779	1,383	1,515
Other payables	9	4,305	5,450	993	1,372
Lease liabilities	10	3,883	335	468	36
Income tax payable		264	8		-
Total current liabilities		70,572	31,198	42,447	11,909
Non-current liabilities					
Lease liabilities	10	4,067	411	171	71
Deferred tax liabilities		358	364		
Total non-current liabilities		4,425	775	171	71
Capital, reserves and non-controlling interests					
Share capital		126,327	220,312	126,327	220,312
Treasury shares		(3)	220,012	(3)	220,012
Capital reserve		(325)	(325)	(3)	- 22
Investment revaluation reserve		(5,937)	(5,868)	(5,937)	(5,868)
Property revaluation reserve		(5,957) 751	(3,000) 751	(0,007)	(0,000)
Foreign currency translation reserve		6	39	-	-
Retained earnings (Accumulated losses)		10,071	(84,609)	832	(92,977)
Equity attributable to owners of the Company		130,890	130,300	121,241	121,489
Non-controlling interests				121,241	121,409
Total equity		(1,474) 129,416	(1,504) 128,796	121,241	- 121,489
Total liabilities and equity		204,413	160,769	163,859	133,469
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1 Trade receivables

The Group's trade receivables turnover as at 30 June 2019 is 28 days (31 December 2018: 31 days).

2 Other receivables and prepayments

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

S\$'000	30-Jun-19	31-Dec-18
Rental deposits	1,141	1,105
Other receivables	6,827	3,509
Prepayments	173	319

Other receivables of \$6.8 million as at 30 June 2019 comprised mainly of \$2.9 million to be received from principals in relation to sell through, advertising and promotion support and \$2.5 million loan to a third party.

3 Inventories

The Group's inventory turnover for the quarter ended 30 June 2019 is 50 days (31 December 2018: 37 days).

The higher inventory turnover days mainly resulted from the higher volume of handsets purchased for an incentive program.

4 Property, plant and equipment

S\$'000	30-Jun-19	31-Dec-18
Property, plant and equipment	10,716	11,097
Right-of-use assets	6,923	
	17,639	11,097

Property, plant and equipment increased by \$6.5 million mainly due to the recognition of right-of-use assets of \$6.9 million on the adoption of SFRS (I) 16 Leases as disclosed in Section 5, on 1 January 2019.

The right-of-use assets as at 30 June 2019 were mainly related to leases of its office premises, retail outlets and service centres. Accordingly, lease liabilities of \$7.4 million was recorded as at 30 June 2019.

5 Investment in equity securities

Investment in equity securities pertain to the investment in marketable securities during the period.

In 2Q-19, the Group has invested \$0.6 million in equity securities and there was no disposal made in the quarter. In YTD-19, total investment in equity securities amounted to \$0.6 million while the Group disposed \$19.7 million of equity securities. As at 30 June 2019, the Group invested in investment securities of companies which are broadly categorised within the following business sectors:

Business Sectors	%
Real estate	40.5%
Infrastructure	34.8%
Sports	12.0%
Leisure and hospitality	7.3%
Transportation	2.5%
Agriculture	1.5%
Commodities	1.4%
TOTAL	100.0%

Below is the key information of the investment securities as at 30 June 2019:

By Market Concentration	%
\$1 billion and above	84.9%
\$500 million to \$1 billion	13.6%
\$200 million to \$500 million	1.5%
\$200 million and below	0.0%
TOTAL	100.0%
By Geographical (based on market value)	%
SGX	96.1%
HKEX	3.9%
TOTAL	100.0%
By Currencies (based on market value)	%
SGD	61.3%
USD	34.8%
НКД	3.9%
TOTAL	100.0%
Weighted portfolio Information (based on simple weighted average calculation)	
Market Capitalisation	\$2.07 billion
Dividend Yield	6.60%
5-year Beta	0.736
P/B	0.63x
EV/EBITDA	19.32x
Debt/EBITDA	10.96x
(Data derived from SGX "Stock Screener" or Yahoo Finance as at 30 June 2019)	

6 Investment in debt securities

In 2Q-19 and YTD-19, the Group has invested \$25.6 million and \$49.2 million in debt securities respectively. As at 30 June 2019, the Group invested in bonds and the issuers of the debt securities are of companies broadly categorised within the following business sectors:

Business Sectors Real estate Consumer products Agriculture	% 80.4% 16.7% 2.9%
TOTAL	100.0%
Below is the key information of the bonds as at 30 June 2019:	
By Geographical (based on purchase consideration) SGX HKEX	% 59.0% 41.0%
TOTAL	100.0%
By Currencies (based on purchase consideration) USD SGD TOTAL	% 93.5% <u>6.5%</u> 100.0%
By Credit Rating (based on purchase consideration) BBB	% 5.5%
BB+ BB BB- B+	27.0% 16.7% 34.2% 16.6%
TOTAL (Data extracted from S&P Global Ratings)	100.0%
Weighted portfolio Information (based on simple weighted average calculation) Yield to Maturity Duration	5.7% 1.32 years

7 Bank loans

Bank loans comprised mainly of bank loans of \$4.0 million secured for the financing of property in Malaysia for DPAS operations and term loans of \$39.6 million for the investment in debt securities.

8 Trade payables

The Group's trade payables turnover as at 30 June 2019 is 21 days (31 December 2018: 17 days).

Higher trade payables turnover days mainly pertained to higher payables for inventories purchased.

9 Other payables

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

S\$'000	30-Jun-19	31-Dec-18
Advertising, promotion and sell through funds from principals	796	1,372
Accrued staff costs	801	1,390
Other accrued operating expenses	639	874

10 Lease liabilities

The significant increase in lease liabilities in the period mainly pertained to the adoption of SFRS (I) 16 Leases as disclosed in Section 5, on 1 January 2019.

11 Working capital

The Company's investment portfolio of \$109.0 million is classified under non-current assets. These investments are not for trading but held for the long term to generate investment returns/income (interest, dividends and capital gains). As at 30 June 2019, the Company recorded a negative working capital of \$9.7 million. This was mainly attributable to the bank loans utilized towards financing investments in securities. The Company is of the view that it is able to repay the aforesaid loans as and when they fall due.

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-19	As at 31-Dec-18			
Secured (\$'000)	Unsecured (\$'000)	Secured (\$'000)	Unsecured (\$'000)		
44,906	3,561	14,961	-		

Amount repayable after one year

As at 30	-Jun-19	As at 31-Dec-18			
Secured (\$'000)	Unsecured (\$'000)	Secured (\$'000)	Unsecured (\$'000)		
247	3,820	411	-		

Details of collateral

The secured borrowings comprise mainly of outstanding finance lease of \$0.6 million on certain motor vehicles and machinery, bank loan of \$4.0 million secured against an open legal mortgage over a commercial property in Malaysia and term loan of \$39.6 million secured against the equity and debt securities.

In S\$'000	2Q-19	2Q-18	YTD-19	YTD-18
Operating activities	1 9 0 1	724	2 5 5 0	1,56
Profit before income tax from continuing operations	1,801	724	3,550	1,50
Profit (Loss) before income tax from discontinued				
operations	2	(85)		(65
	1,803	639	3,550	1,502
Adjustments for:				
Depreciation expenses	1,459	435	2,911	834
Interest expenses	402	95	622	178
Interest income from fixed deposits	(1)	(25)	(18)	(38
Interest income from loan to a third party	(94)	5	(157)	(319
Interest income from investment in debt securities	(672)	-	(706)	-
Dividend income	(1,503)	(325)	(2,618)	(414
(Gain) Loss on disposal of plant and equipment	(19)	4	(26)	į
Plant and equipment written off	1	17	2	34
Allowance for inventories	95	89	188	244
(Reversal of) Loss allowance for trade receivables	(25)	9	(26)	12
Share of profit of an associate	(2)	(2)	(3)	(5
Net foreign exchange loss (gain)	182	(8)	68	53
Operating cash flows before movements	1 606	022	2 7 9 7	2 0 96
in working capital Trade receivables	1,626 4,709	933 618	3,787	2,086
	4,709 1,255	(991)	4,535 (909)	1,674
Other receivables and prepayments Inventories	(5,878)	(891)	(6,584)	974) (6,16)
Trade payables	(3,878) (179)	(2,683)	6,757	3,473
Other payables	(1,233)	(2,003)	(1,143)	(654
Cash generatd from (used in) operations	300	(3,262)	6,443	(56)
Income tax refund (paid)	233	(63)	182	(12)
Interest received	1	25	18	38
Net cash from (used in) operating activities	534	(3,300)	6,643	(642
Investing activities				
Proceeds from disposal of plant and equipment	14	(2)	16	-
Purchase of plant and equipment (Note A)	(220)	(930)	(515)	(1,11
Proceeds from disposal of investment securities	-	-	19,377	-
Purchase of investment securities	(567)	(7,361)	(567)	(7,36
Purchase of debt securities	(28,452)	-	(49,171)	-
Loan to a third party	-	-	(2,500)	-
Repayment of loan to a third party	-	-	-	3,60
Interest received from loan to a third party	63	324	157	55
Interest received from debt securities	110	-	110	-
Dividend income from investment securities	1,503	325	2,618	414
Net cash used in investing activities	(27,549)	(7,644)	(30,475)	(3,913
Financing activities				
Proceeds from issuance of ordinary shares, net	196	30,847	235	30,84
Purchase of treasury shares	-	-	(3)	-
Interest paid	(402)	(95)	(612)	(178
Repayment of lease liablilities	(1,125)	(136)	(2,232)	(237
linit A stand had a stand	49	-	49	-
Uplift of cash pledged		(1,000)	(2,004)	(1,000
Dividends paid to shareholders	(2,004)	(102)		
Dividends paid to shareholders Repayment of bank borrowings	(38,006)	(192)	(50,217) 80,105	-
Dividends paid to shareholders		(192) 4,802 34,226	(50,217) 80,105 25,321	4,802
Dividends paid to shareholders Repayment of bank borrowings Proceeds from bank borrowings Net cash from financing activities	(38,006) 60,731 19,439	4,802 34,226	80,105 25,321	4,802
Dividends paid to shareholders Repayment of bank borrowings Proceeds from bank borrowings Net cash from financing activities Net (decrease) increase in cash and cash equivalents	(38,006) 60,731 19,439 (7,576)	4,802 34,226 23,282	80,105 25,321 1,489	(333 4,802 33,907 29,346 11,57
Dividends paid to shareholders Repayment of bank borrowings Proceeds from bank borrowings Net cash from financing activities Net (decrease) increase in cash and cash equivalents Cash and cash equivalents at beginning of period	(38,006) 60,731 19,439	4,802 34,226	80,105 25,321	4,802
Dividends paid to shareholders Repayment of bank borrowings Proceeds from bank borrowings Net cash from financing activities Net (decrease) increase in cash and cash equivalents	(38,006) 60,731 19,439 (7,576)	4,802 34,226 23,282	80,105 25,321 1,489	4,802 33,90 29,340

Note

A. Purchase of property, plant and equipment:

In YTD-19, the Group acquired plant and equipment with an aggregate cost of \$521,000 (YTD-18: \$ 1,117,000) of which \$6,000 (YTD-18: \$Nil) was acquired under finance lease arrangements.

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

In S\$'000	2Q-19	2Q-18		
Cash	9,937	42,366		
Less: Cash pledged		(1,441)		
Cash and cash equivalents	9,937	40,925		

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\$'00 <u>0</u>	Share capital	Treasury shares	Capital reserve	Investment revaluation reserve	Property revaluation reserve	Share options reserve	Currency translation reserve	(Accumulated losses) Retained earnings	Attributable to equity holders of the Company	Non-controlling interests	Total
Group											
Balance as at 31 December 2018 Effects of adopting SFRS (I) 16*	220,312	-	(325)	(5,868)	751	-	39 -	(84,609) (404)	130,300 (404)	(1,504)	128,796 (404)
Balance as at 1 January 2019	220,312	-	(325)	(5,868)	751	-	39	(85,013)	129,896	(1,504)	128,392
Total comprehensive income (loss) for the period Profit for the period	-	-	-	-	-	-	-	1,548	1,548	18	1,566
Loss on disposal of investment securities transferred between reserves Other comprehensive income for the period	-	-	-	366 2,947	-	-	- 82	(366)	- 3,029	- 1	- 3,030
Total	-	-		3,313		-	82	1,182	4,577	19	4,596
Transactions with owners, recognised directly in equity Issue of shares pursuant to rights cum warrants issue Purchase of treasury shares Total	39 	(3)	-	-	-				39 (3) 36		39 (3) 36
Balance as at 31 March 2019	220,351	(3)	(325)	(2,555)	751		121	(83,831)	134,509	(1,485)	133,024
Total comprehensive income (loss) for the period Profit for the period Other comprehensive loss for the period Total	-			(3,382) (3,382)			(115) (115)	1,686 1,686	1,686 (3,497) (1,811)	12 (1) 11	1,698 (3,498) (1,800)
Transactions with owners, recognised directly in equity Issue of shares pursuant to rights cum warrants issue Expense in relation to issuance of right shares Capital reduction* Dividends Total	196 - (94,220) - (94,024)	- - - -	- - - -	- - - - -	- - - - -			94,220 (2,004) 92,216	196 - - (2,004) (1,808)		196 - (2,004) (1,808)
Balance as at 30 June 2019	126,327	(3)	(325)	(5,937)	751	-	6	10,071	130,890	(1,474)	129,416

* The Group has adopted SFRS (I) 16 on 1 January 2019 and adjusted the opening retained earnings by the cumulative effect of initially applying the standards. Please refer to Section 5 for further details.

* Upon completion of the capital reduction on 14 June 2019, the share capital of the Company was reduced by the cancellation of the share capital to the extent of the accumulated losses of the Company up to 31 December 2017 of \$94,219,774.

<u>In S\$'000</u> Group	Share capital	Treasury shares	Capital reserve	Investment revaluation reserve	Property revaluation reserve	Share options reserve	Currency translation reserve	(Accumulated losses) Retained earnings	Attributable to equity holders of the Company	Non-controlling interests	Total
Balance as at 31 December 2017 Adoption of the SFRS (I) Balance as at 1 January 2018	153,652 153,652		(859)	(1,850) - (1,850)	751 751	145 145	(738) <u>825</u> 87	(85,465) (825) (86,290)	65,636 65,636	(1,518)	64,118 - 64,118
Total comprehensive income (loss) for the period Profit for the period Other comprehensive (loss) income for the period Total			- 	(1,543)	- - -			756 756	756 (1,421) (665)		784 (1,422) (638)
Balance as at 31 March 2018	153,652		(859)	(3,393)	751	145	209	(85,534)	64,971	(1,491)	63,480
Total comprehensive income for the period Profit (loss) for the period Other comprehensive (loss) income for the period Total	- 		- 	(1,393) (1,393)			(20)	576 576	576 (1,413) (837)	(43) <u>9</u> (34)	533 (1,404) (871)
Transactions with owners, recognised directly in equity Issue of shares pursuant to rights cum warrants issue Expense in relation to issuance of right shares Dividends Transfer between reserves upon expiry of share options Total	31,166 (319) - - - 30,847		- - - -	- - - - -		 	- - - -	(1,000) 145 (855)	31,166 (319) (1,000) - - 29,847	- - - -	31,166 (319) (1,000) - 29,847
Balance as at 30 June 2018	184,499	-	(859)	(4,786)	751		189	(85,813)	93,981	(1,525)	92,456

12 St 1000	Share	Treasury	Capital	Investment revaluation	Share options	(Accumulated losses)	Total
In S\$'000_ Company	capital	shares	reserve	reserve	reserve	Retained earnings	Total
Balance as at 31 December 2018	220,312	-	22	(5,868)	-	(92,977)	121,489
Adoption of the SFRS (I) 16*	-	-	-	-	-	(53)	(53)
Balance as at 1 January 2019	220,312	-	22	(5,868)	-	(93,030)	121,436
Total comprehensive income for the period						840	840
Profit for the period Loss on disposal of investment securities	-	-	-	- 366	-	849 (366)	849
Other comprehensive income for the period	-	-	-	2,947	-	(300)	2,947
Total	-	-	-	3,313	-	483	3,796
Transactions with owners, recognised directly in equity							
Issue of shares pursuant to rights cum warrants issue	39	-	-	-	-	-	39
Purchase of treasury shares		(3)		-	-		(3)
Total	39	(3)	-	-	-	-	36
Balance as at 31 March 2019	220,351	(3)	22	(2,555)		(92,547)	125,268
Total comprehensive income (loss) for the period							
Profit for the period	-	-	-	-	-	1,163	1,163
Other comprehensive loss for the period Total				(3,382) (3,382)		- 1,163	(3,382) (2,219)
Total	-	-	-	(3,302)	-	1,105	(2,219)
Transactions with owners, recognised directly in equity							
Issue of shares pursuant to rights cum warrants issue	196	-	-	-	-	-	196
Capital reduction+	(94,220)	-	-	-	-	94,220	-
Dividends	-				-	(2,004)	(2,004)
Total	(94,024)	-	-	-	-	92,216	(1,808)
Balance as at 30 June 2019	126,327	(3)	22	(5,937)		832	121,241
Balance as at 1 January 2018	153,652	-	22	(1,850)	145	(94,220)	57,749
Total comprehensive income (loss) for the period						100	100
Profit for the period	-	-	-	-	-	436	436
Other comprehensive loss for the period Total			<u> </u>	(1,543)		436	(1,543) (1,107)
Balance as at 31 March 2018	153,652	-	22	(3,393)	145	(93,784)	56,642
Total comprehensive income (loss) for the period						10-	105
Profit for the period	-	-	-	- (1 202)	-	165	(1 303)
Other comprehensive loss for the period Total	-		-	(1,393) (1,393)		165	(1,393) (1,228)
Transactions with owners, recognised directly in equity							
Issue of shares pursuant to rights cum warrants issue	31,166	-	-	-	-	-	31,166
Expense in relation to issuance of right shares	(319)	-	-	-	-	-	(319)
Dividends	-	-	-	-	-	(1,000)	(1,000)
Transfer between reserves upon expiry of share options	- 20.947			-	(145)	145	-
Total	30,847	-	-	-	(145)	(855)	29,847
Balance as at 30 June 2018	184,499		22	(4,786)		(94,474)	85,261

* The Company has adopted SFRS (I) 16 on 1 January 2019 and adjusted the opening retained earnings by the cumulative effect of initially applying the standards. Please refer to Section 5 for further details.

* Upon completion of the capital reduction on 14 June 2019, the share capital of the Company was reduced by the cancellation of the share capital to the extent of the accumulated losses of the Company up to 31 December 2017 of \$94,219,774

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

Share Buy Back

There is no share buy back in 2Q-19.

Share Capital and Treasury Shares

In 2Q-19, the Company issued an additional 178,016,000 new ordinary shares through conversion of 178,016,000 Tranche 2 warrants at \$0.0011. As a result, the total number of ordinary shares in issue was 65,136,936,197 of which 2,480,800 was held by the Company as treasury shares as at 30 June 2019. The treasury shares held represents 0.004% of the total number of issued shares (excluding treasury shares). With the completion of the capital reduction on 14 June 2019 and the issuance of new ordinary shares through the conversion of Tranche 2 warrants, the share capital was \$126,326,930 as at 30 June 2019.

In 2Q-18, the Company issued an additional 16,577,412,659 new ordinary shares at \$0.00188 per share arising from exercise of rights issue in June 2018. As a result, the Company's issued and paid-up capital increased to \$184,498,974 divided into 29,105,653,743 shares as at 30 June 2018.

<u>Warrants</u>

On 18 June 2018, the Company issued 149,196,713,931 warrants and these warrants were subsequently listed on the SGX-ST on 22 June 2018. Each warrant carries the right to subscribe for one new ordinary shares in the capital of the Company.

The number of shares that may be issued on conversion of the Group's outstanding warrants as at 30 June 2019 is as follows:

	30-Jun-19
Tranche 2 warrants, \$0.0011 per warrant expiring on 17 December 2019	49,474,908,677
Tranche 3 warrants, \$0.0070 per warrant expiring on 17 June 2021	49,732,237,977
	99,207,146,654

There were 178,016,000 Tranche 2 warrants exercised in the quarter ended 30 June 2019. Tranche 1 warrants expired on 17 December 2018.

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.

Following the expiry of the share options in May 2018, there will be no valid and exercisable option under the scheme.

Share Award Scheme

On 28 September 2018, the shareholders of the Company approved the share award scheme known as mDR Share Plan 2018. Under the mDR Share Plan 2018, the Company will deliver shares granted under an award by issuing new shares and/or transferring treasury shares free of charge, upon the participant satisfying such conditions as specified by the Committee administering the mDR Share Plan. As at 30 June 2019, no share award had been granted.

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 or	Number of ordinary shares			
	30-Jun -19	31-Dec-18			
Total number of issued shares	65,136,936,197	64,923,277,197			
Less: Treasury shares	(2,480,800)				
Total number of issued shares excluding treasury shares	65,134,455,397	64,923,277,197			

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 2018 except as explained in Note 5 below.

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

Application of SFRS (I) 16 Leases

SFRS (I) 16, Leases takes effect from financial year beginning on 1 January 2019. This standard requires lessees to adopt a single lease accounting model with most leases recognised in balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments. Recognition exemptions for low value assets and short term leases can be applied. The standard continues to adopt dual accounting lease model for lessor accounting.

The Group and the Company have applied SFRS (I) 16 using modified retrospective approach, with the cumulative effect of initial application amounting to \$404,000 and \$53,000 respectively as an adjustment to the opening retained earnings as at 1 January 2019. The comparative information has not been restated and to be reported under FRS 17.

Subsequent to initial recognition, the Group and the Company depreciate the right-of-use assets over the lease term and recognise interest expenses on the lease liabilities.

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 (based on consolidated net profit attributable to equity holders of the Company)	2Q-19 cents	2Q-18 cents	YTD-19 cents	YTD-18 cents
From continuing and discontinued operations:				
- Basic	0.003	0.003	0.005	0.006
- Fully diluted	0.002	0.003	0.004	0.006
From continuing operations:				
- Basic	0.003	0.003	0.005	0.006
- Fully diluted	0.002	0.003	0.004	0.006
From discontinued operations:				
- Basic	-	-	-	-
- Fully diluted	-	-	-	-

Basic earnings per ordinary share is computed based on the weighted average number of shares in issue during the period of 65,065,405,047 (2Q-18: 21,793,425,145).

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 72,687,622,961 (2Q-18: 21,793,425,145).

In 2Q-18, the share options were antidilutive and hence disregarded in the calculation of diluted earnings per share.

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		Company	
	30-Jun-19 Cents	31-Dec-18 Cents	30-Jun-19 Cents	31-Dec-18 Cents
Net Asset Value ("NAV") per share	0.20	0.20	0.19	0.19

The NAV per share as at 30 June 2019 is calculated based on 65,134,455,397 (excluding 2,480,800 ordinary shares held as treasury shares) (31 December 2018: 64,923,277,197) 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 2Q-19 revenue increased by 11% from \$60.3 million in 2Q-18 to \$67.0 million in 2Q-19, with a 9% increase year-on-year from \$125.0 million to \$136.3 million. The increase was mainly due to higher revenue from Investment and DMS business segments. Overall, the Group's gross profit margin increased by 2% from 11% in 2Q-18 to 13% in 2Q-19 and from 10% to 12% year-on-year.

Revenue from Investment segment increased by 609% quarter-on-quarter from \$0.3 million in 2Q-18 to \$2.3 million in 2Q-19 and 375% year-on-year from \$0.7 million to \$3.5 million, mainly from dividend income received from investment in marketable securities of \$1.5 million in 2Q-19 and \$2.6 million in YTD-19 respectively, and coupon interest income of \$0.7 million from investment in bonds.

Revenue from DMS business increased by 13% and 11% respectively quarter-on-quarter and year-on-year from \$51.7 million in 2Q-18 to \$58.2 million in 2Q-19 and from \$108.1 million in YTD-18 to \$119.6 million in YTD-19, mainly due to higher sales volume generated from its retail operations. Gross margin for DMS business remained at 8% quarter-on-quarter and increased by 1% from 7% in YTD-18 to 8% in YTD-19.

Revenue from DPAS business, however decreased by 16% quarter-on-quarter from \$1.9 million in 2Q-18 to \$1.6 million in 2Q-19 and 8% year-on-year from \$3.4 million in YTD-18 to \$3.1 million YTD-19. DPAS business registered lower revenue in 2Q-19, mainly due to once-off General Election jobs recorded in 2Q-18. Gross margin for DPAS business decreased by 7% quarter-on-quarter from 34% in 2Q-18 to 27% in 2Q-19 and 5% year-on-year from 32% in YTD-18 to 27% in YTD-19, mainly due to more jobs with lower-margin being taken up to gain market share after the General Election took place in Malaysia last year.

Revenue from AMS business decreased by 23% quarter-on-quarter and 21% year-on-year, from \$6.4 million in 2Q-18 to \$4.9 million in 2Q-19 and from \$12.8 million in YTD-18 to \$10.1 million in YTD-19, due to lower repair volumes. Gross margin increased by 2% quarter-on-quarter and year-on-year from 26% in 2Q-18 to 28% in 2Q-19 and 25% in YTD-18 to 27% in YTD-19, mainly from a change in product mix and higher support from principals compared to previous period.

Administrative expenses increased by \$0.5 million from \$4.3 million in 2Q-18 to \$4.8 million in 2Q-19, mainly due to an increase in staff cost.

Other operating expenses increased by \$0.4 million from \$1.5 million in 2Q-18 to \$1.9 million in 2Q-19, mainly due to foreign exchange losses and depreciation of right-of-use assets.

Finance expenses increased by \$0.3 million quarter-on-quarter, mainly due to the recognition of interest expense on lease liabilities of \$0.1 million and increase in interest expense on bank loans by \$0.2 million.

The Group's 2Q-19 net profits increased by \$1.2 million from \$0.5 million in 2Q-18 to \$1.7 million in 2Q-19, mainly due to higher sales and gross margins generated in 2Q-19, but was partially offset by the increase in administrative expenses, other operating expenses and finance costs.

Cash Flows

The Group registered cash and cash equivalents of \$9.9 million as at 30 June 2019, representing an inflow of \$1.5 million since 31 December 2018.

Net cash from operating activities of \$0.5 million in 2Q-19 arose mainly from operating cash flows before movements in working capital of \$1.6 million, changes in working capital of \$1.3 million and tax refunds of \$0.2 million.

Net cash outflow from investing activities of \$27.5 million in 2Q-19 was mainly due to investment in debt securities and equity securities of \$28.5 million and \$0.6 million respectively, partially offset by the receipt of dividend income from equity securities of \$1.5 million.

Net cash from financing activities of \$19.4 million in 2Q-19 was attributable to the net bank borrowings received of \$22.7 million. This was offset by the repayment of lease liabilities of \$1.1 million and dividends paid to shareholders of \$2.0 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 Group continued to deliver higher revenue and profitability in 2Q-19 with an impressive increase of 219% in net profits as compared with 2Q-18. Whilst striving to increase profitability, the Company has also improved its corporate governance ranking further from 67 to 42 (out of 578 SGX listed companies in the General Category) in the Singapore Governance and Transparency Index 2019.

Investment division maintained its earnings momentum in 1H-2019. Dividend income from the invested marketable securities will remain the main revenue source for the division. A steady stream of coupon interest income from the invested debt securities is expected to cushion the fluctuating dividends payments in the coming quarters. Barring any major economic headwinds, the division expects to contribute significantly to the performance of the Group.

With various competitive mobile and data plans (including SIM-only plans) by the telco operators and MVNOs, competition continues to intensify in the telco market. However, DMS performance is expected to remain relatively stable in the coming quarters.

DPAS division will continue to work on gaining a larger market share and new customers through its enhanced pricing strategy, even though domestic spending remains soft in Malaysia.

The Group is also actively exploring potential investment opportunities to build new revenue streams and to improve shareholders' returns.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Yes (Proposed, see Note 11(c))

Name of Dividend	First and Interim
Dividend Type	Cash
Dividend per share	\$0.0000307 per share
Dividend Amount	\$2.0 million (approximate)
Tax rate	Tax exempt (One-Tier tax)

(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

30 September 2019

(d) Books closure date

The Share Transfer Books and Register of Members of the Company will be closed from 22 August 2019 at 5:00 p.m. (Singapore time) to 23 August 2019 (both dates inclusive), for the purpose of determining shareholders' entitlement to the Company's proposed interim dividend, to be paid on 30 September 2019 (the "Proposed Interim Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5:00 p.m. (Singapore time) on 22 August 2019 will be registered to determine shareholders' entitlement to the Proposed Interim Dividend.

Members whose securities accounts with The Central Depository (Pte) Limited are credited with the Company's shares as at 5:00 p.m. (Singapore time) on 22 August 2019 will be entitled to the Proposed Interim Dividend.

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

Not applicable

13. Interested Person Transactions

Name of interested person	Aggregate value of all	Aggregate value of all
	interested person transactions	interested person transactions
	during the financial year under	conducted under shareholders'
	review (excluding transactions	mandate pursuant to Rule 920
	less than \$100,000 and	of the SGX Listing Manual
	transactions conducted under	(excluding transactions less
	shareholders' mandate	than \$100,000)
	pursuant to Rule 920 of the	
	SGX Listing Manual)	
	\$'000	\$'000
Pacific Organisation Pte Ltd	224	
- Rental expenses	201	-
Total	201	-

Mr Ong Ghim Choon (Director and Chief Executive Officer of the Company) and his associate own a majority of the shares of Pacific Organisation Pte Ltd.

14. Use of proceeds

As at 30 June 2019, the proceeds from the Rights cum Warrants Issue have been utilized in accordance with its stated use and the breakdown is as follows:

Net proceeds from the Rights cum Warrants Issue ¹	\$'000 67,222
Less: Investments in quoted securities Repayment of loan to finance the investment in quoted securities Utilisation towards working capital – purchases of inventories	(45,838) (11,461) (9,915)
Balance of net proceeds	8

¹Aggregate proceeds from Rights and conversion of Warrants as at 30 June 2019.

15. Confirmation of Undertakings under Rule 720(1) of the Listing Manual

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the Mainboard Rules.

BY ORDER OF THE BOARD

Ong Ghim Choon Chief Executive Officer 14 August 2019

Negative Assurance Confirmation under Rule 705(5) of the Listing Manual

We, Mark Leong Kei Wei 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 2019 financial results to be false or misleading in any material respect.

On behalf of the Board of Directors

Mark Leong Kei Wei Chairman of Audit Committee Ong Ghim Choon Chief Executive Officer

Singapore, 14 August 2019