

IRIS CORPORATION BERHAD

(Company No. 302232 - X)
(Incorporated in Malaysia)

Interim Financial Report for the second quarter ended 30th June 2010

Contents: -	Page
Condensed Consolidated Statement of Comprehensive Income	2-3
Condensed Consolidated Statement of Financial Position	4-5
Condensed Consolidated Statement of Changes in Equity	6
Condensed Consolidated Cash Flow Statement	7-8
Notes to the Interim Financial Report	9-20

Condensed Consolidated Statement of Comprehensive IncomeFor the second quarter ended 30th June 2010

	Individual 3 months ended		Cumulative 6 months ended	
	30 th June 2010 RM'000	30 th June 2009 RM'000	30 th June 2010 RM'000	30 th June 2009 RM'000
Revenue	95,861	66,376	189,800	126,537
Cost of sales	(64,939)	(44,752)	(131,224)	(83,246)
Depreciation and amortisation	(2,683)	(2,878)	(5,435)	(5,768)
Gross profit	28,239	18,746	53,141	37,523
Operating expenses	(7,532)	(6,103)	(16,978)	(15,280)
Other operating income/(expenses)	(319)	(735)	(482)	(917)
Depreciation and amortisation	(937)	(788)	(1,678)	(1,565)
Finance costs	(5,195)	(3,451)	(8,548)	(7,106)
Share of profit / (loss) of associates	145	(495)	202	(484)
Profit before taxation	14,401	7,174	25,657	12,171
Tax expense	(5,929)	(2,522)	(11,377)	(4,520)
Profit for the period	8,472	4,652	14,280	7,651
Other comprehensive income				
Foreign currency translation differences for foreign operations	(8)	(4)	4	(4)
Other comprehensive income for the period	(8)	(4)	4	(4)
Total comprehensive income for the period	8,464	4,648	14,284	7,647
Profit attributable to:				
Owners of the Company	8,458	4,652	14,263	7,651
Minority interest	14	-	17	-
Profit for the period	8,472	4,652	14,280	7,651

Condensed Consolidated Statement of Comprehensive IncomeFor the second quarter ended 30th June 2010

(continued)

	Individual		Cumulative	
	3 months ended		6 months ended	
	30 th June	30 th June	30 th June	30 th June
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Total comprehensive income attributable to:				
Owners of the Company	8,450	4,648	14,267	7,647
Minority interest	14	-	17	-
Total comprehensive income for the period	8,464	4,648	14,284	7,647
Earnings per share attributable to owners of the Company:				
Basic (Sen)	0.60	0.33	1.01	0.54
Diluted (Sen)	0.60	0.33	1.01	0.54

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements of the Group for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Statement of Financial PositionAs at 30th June 2010

	30 th June 2010 RM'000	31 st December 2009 RM'000
ASSETS		
NON-CURRENT ASSETS		
Concession assets	8,160	7,753
Property, plant and equipment	109,533	112,813
Development Costs	2,732	3,417
Intellectual properties	11,489	12,179
Goodwill on consolidation	133,982	133,982
Investment in associates	42,364	4,686
Available-for-sale financial assets	406	406
	308,666	275,236
CURRENT ASSETS		
Inventories	75,972	64,174
Trade receivables	133,237	115,729
Amount owing by contract customers	9,322	21
Other receivables, deposits & prepayments	17,792	20,419
Amount owing by associates	40,684	44,597
Amount owing by related parties	335	194
Tax refundable	-	1,129
Deposits with licensed banks	10,637	17,044
Cash and cash equivalents	22,100	11,443
	310,079	274,750
	618,745	549,986
TOTAL ASSETS		
EQUITY AND LIABILITIES		
EQUITY		
Share capital	216,416	216,416
Share premium	35,052	35,052
Warrants reserve	10,616	-
Foreign exchange translation reserve	(23)	(27)
Revaluation reserve	27,971	27,971
Retained earnings	43,224	28,961
Total equity attributable to owners of the Company	333,256	308,373
Minority Interest	17	-
TOTAL EQUITY	333,273	308,373

Condensed Consolidated Statement of Financial PositionAs at 30th June 2010

(continued)

	30 th June 2010 RM'000	31 st December 2009 RM'000
NON-CURRENT LIABILITIES		
Hire purchase & lease payables	1,683	1,031
Other payables	-	2,636
Term loan	23,328	27,428
Deferred tax liabilities	13,446	13,446
	38,457	44,541
CURRENT LIABILITIES		
Trade payables	19,728	38,657
Amount owing to contract customers	30,320	13,828
Other payables and accruals	26,706	29,806
Amount owing to an associate	29,601	-
Amount owing to related parties	244	94
Hire purchase & lease payables	1,147	1,746
Bonds	60,000	68,750
Short-term borrowings	69,854	38,561
Provision for taxation	9,415	5,630
	247,015	197,072
TOTAL LIABILITIES	285,472	241,613
TOTAL EQUITY AND LIABILITIES	618,745	549,986
Net assets per ordinary share attributable to owners of the Company (RM)	0.24	0.22

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements of the Group for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Statement of Changes in Equity

For the second quarter ended 30th June 2010

	← Attributable to the owners of the Company →										
	Ordinary Share Capital RM'000	ICPS* RM'000	Share Premium RM'000	Warrants Reserve RM'000	← Non-Distributable →			Distributable			Total Equity RM'000
Foreign Exchange Translation Reserve RM'000					Reserve Relating to Asset Held for sale RM'000	Revaluation Reserve RM'000	Retained Earnings RM'000	Total RM'000	Minority Interest RM'000		
At 1 st January 2009	210,678	5,738	35,052	-	19	13,724	-	13,075	278,286	-	278,286
Conversion of ICPS into ordinary shares	1,511	(1,511)	-	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	(4)	-	-	7,651	7,647	-	7,647
At 30th June 2009	212,189	4,227	35,052	-	15	13,724	-	20,726	285,933	-	285,933
At 1 st January 2010	212,277	4,139	35,052	-	(27)	-	27,971	28,961	308,373	-	308,373
Conversion of ICPS into ordinary shares	88	(88)	-	-	-	-	-	-	-	-	-
Proceeds from issuance of Warrants	-	-	-	10,616	-	-	-	-	10,616	-	10,616
Total comprehensive income	-	-	-	-	4	-	-	14,263	14,267	17	14,284
At 30th June 2010	212,365	4,051	35,052	10,616	(23)	-	27,971	43,224	333,256	17	333,273

* ICPS define as Non-Cumulative Irredeemable Convertible Preference Shares

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements of the Group for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial report.

Condensed Consolidated Cash Flow StatementFor the second quarter ended 30th June 2010

	Cumulative 30th June 2010 RM'000	Cumulative 30th June 2009 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	25,657	12,171
Adjustments for:		
Non-Cash Items	7,295	8,953
Interest income	(39)	(77)
Finance costs	8,548	7,106
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	41,461	28,153
Changes in working capital		
Net changes in current assets	(32,482)	10,607
Net changes in current liabilities	21,579	(19,725)
NET CASH GENERATED FROM OPERATIONS	30,558	19,035
Interest received	39	77
Interest paid	(8,548)	(7,274)
Tax paid	(6,463)	(1,287)
NET CASH FROM OPERATING ACTIVITIES	15,586	10,551
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of investment in associates	(37,476)	-
Purchase of property, plant and equipment	(956)	(800)
Purchase of concession assets	(514)	(481)
Grants	-	1
NET CASH USED IN INVESTING ACTIVITIES	(38,946)	(1,280)

Condensed Consolidated Cash Flow Statement

For the second quarter ended 30th June 2010
(continued)

	Cumulative 30th June 2010 RM'000	Cumulative 30th June 2009 RM'000
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of Warrants	10,616	-
Repayment of hire purchase and lease payables	(1,449)	(3,146)
Repayment of bonds	(8,750)	(35,250)
Net proceeds from short term borrowings	17,271	7,625
Repayment of term loans	(4,100)	(2,100)
NET CASH FROM /(USED IN) FINANCING ACTIVITIES	13,588	(32,871)
Net changes in cash and cash equivalents	(9,772)	(23,600)
Effects of exchange rate changes	-	1
Cash and cash equivalents at beginning of the year	28,487	55,334
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	18,715	31,735

Cash and cash equivalents at end of the period comprise the following balance sheet amounts:

Deposits with licensed banks, cash and bank balances	32,737	31,735
Bank overdraft	(14,022)	-
	18,715	31,735

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements of the Group for the year ended 31st December 2009 and the accompanying explanatory notes attached to the interim financial report.

Notes to the Interim Financial Report

For the second quarter ended 30th June 2010

1. Basis of preparation

This interim financial report is based on the unaudited financial statements for the quarter ended 30th June 2010 and has been prepared in compliance with FRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and Rule 9.22 of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Group has applied the following accounting standards, amendments and interpretations that have been issued by the MASB from the annual period beginning 1 January 2010 except for IC Interpretation 13 and IC Interpretation 14 which are not applicable to the Group:

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 July 2009

FRS 8, Operating Segments

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 January 2010

FRS 4, Insurance Contracts

FRS 7, Financial Instruments : Disclosures

FRS 101, Presentation of Financial Statements (revised)

FRS 123, Borrowing Costs (revised)

FRS 139, Financial Instruments : Recognition and Measurement

Amendments to FRS 1, First-time Adoption of Financial Reporting Standards

Amendments to FRS 2, Share-based Payment : Vesting Conditions and Cancellations

Amendments to FRS 7, Financial Instruments : Disclosures

Amendments to FRS 101, Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation

Amendments to FRS 127, Consolidation and Separate Financial Statements : Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Amendments to FRS 132, Financial Instruments : Presentation

- Puttable Financial Instruments and Obligations Arising on Liquidation

- Separation of Compound Instruments

Amendments to FRS 139, Financial Instruments : Recognition and Measurement

- Reclassification of Financial Assets

- Collective Assessment of Impairment for Banking Institutions

Improvements to FRSs (2009)

IC Interpretations 9, Reassessment of Embedded Derivatives

IC Interpretations 10, Interim Financial Reporting and Impairment

IC Interpretations 11, FRS 2, - Group and Treasury Share Transactions

IC Interpretations 13, Customer Loyalty Programmes

1. Basis of preparation (Cont'd)

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 January 2010 (Cont'd)

IC Interpretations 14, FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction

The Group plans to apply the following accounting standards, amendments and interpretations from the annual period beginning 1 January 2011 except for IC Interpretation 15, IC Interpretation 16 and IC Interpretation 17 which are not applicable to the Group:

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 March 2010

Amendments to FRS 132, Financial Instruments : Presentation – Classification of Rights Issues

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 July 2010

FRS 1, First-time Adoption of Financial Reporting Standards (revised)

FRS 3, Business Combinations (revised)

FRS 127, Consolidated and Separate Financial Statements (revised)

Amendments to FRS 2, Share-based Payment

Amendments to FRS 5, Non-current Assets Held For Sale and Discontinued Operations

Amendments to FRS 138, Intangible Assets

IC Interpretation 12, Service Concession Agreements

IC Interpretation 15, Agreements for the Construction of Real Estate

IC Interpretation 16, Hedges of a Net Investment in a Foreign Operation

IC Interpretation 17, Distribution of Non-cash Assets to Owners

Amendments to IC Interpretation 9, Reassessment of Embedded Derivatives

FRSs, Interpretation and amendments effective for annual periods beginning on or after 1 January 2011

Amendments to FRS 1, First-time Adoption of Financial Reporting Standards – Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters

Amendments to FRS 1, Additional Exemptions for First-time Adopters

Amendments to FRS 2, Group Cash-settled Share-based Payment Transactions

Amendments to FRS 7, Financial Instruments : Disclosures – Improving Disclosures about Financial Instruments

IC Interpretation 4, Determining whether an Arrangement contains a Lease

IC Interpretation 18, Transfers of Assets from Customers

The initial application of the above standards (and its consequential amendments) and interpretations are not expected to have any material financial impacts to the current and prior periods financial statements upon their first adoption.

2. Audit report of preceding annual financial statement

The preceding year audited financial statements were not subject to any qualifications.

3. Seasonal or cyclical factors

The business of the Group was not affected by any significant seasonal or cyclical factors in the second quarter.

4. Segment information

The Group's segment information for the interim financial report to 30th June 2010 was as follows:-

	Digital Identity & Business Solutions RM'000	Others RM'000	Inter- segment Elimination RM'000	Group RM'000
Revenue	187,497	2,303	-	189,800
Segment results	65,809	(12,668)	-	53,141
Unallocated corporate expenses				(18,656)
Other operating expenses				(482)
Operating profit				34,003
Finance costs				(8,548)
				25,455
Share of profit of associates				202
Profit before taxation				25,657
Income tax expense				(11,377)
Profit after taxation				14,280

5. Capital Commitments

	As at 30 th June 2010 RM'000
Authorised and contracted for:-	
Purchase of property, plant and equipment	1,455

6. Debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debts and equity securities except for the following:

(a) Conversion of Non-Cumulative Irredeemable Convertible Preference Shares ("ICPS")

For the financial period from 1st January 2010 to 30th June 2010, a total of 588,000 units of ICPS have been converted into ordinary shares of RM0.15 each.

7. Changes in the composition of the Group

(a) Investment in an Associate – PJT Technology Co., Ltd.

On 5th April 2010, the Company acquired 3,234,000 ordinary shares of Thai Baht 100 each in PJT Technology Co., Ltd. (“PJT”), a company incorporated in Thailand, which represents 49% of equity interest in PJT, for a total cash consideration of Thai Baht 360 million (equivalent to RM37.5 million).

(b) Joint Venture Company between ICB and WRP Asia Pacific Sdn Bhd

On 2nd June 2010, ICB had entered into a joint venture agreement with WRP Asia Pacific Sdn Bhd (“WRP”) to form a new joint venture company (“JVC”) to develop, construct, operate and own a new biomass plant on a designated site owned or to be owned by WRP. The JVC under the name of IRIS WRP Eco Power Sdn Bhd was incorporated on 23rd June 2010.

8. Material changes in estimates

There were no changes in estimates of amounts reported in prior financial years, which have a material effect in the current financial period.

9. Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the current quarter, except for the following:-

(a) Conversion of ICPS

From 1st July 2010 to 19th August 2010, the Company had issued 919,800 ordinary shares of RM0.15 each pursuant to the conversion of ICPS.

10. Items of an unusual nature

There were no items of unusual nature, which affects assets, liabilities, equity, net income or cash flows in the second quarter.

11. Valuations of property, plant and equipment

There were no valuations made on property, plant and equipment for this quarter.

12. Changes in contingent liabilities and contingent assets

(a) Contingent Liabilities

- (i) On 19th March 2010, the Company had extended a company guarantee of Thai Baht 360 million (equivalent to RM36.8 million) in favour of PJT Technology Co., Ltd. ("PJT") for the investment via equity interest in PJT, which was intended to partially finance the new waste incineration plant in Phuket, Thailand ("Project").

The investment amounting to Thai Baht 360 million is payable to PJT via monthly instalments over a period of thirteen (13) months, commencing from April 2010 to April 2011.

The guarantee of Thai Baht 360 million ("Amount") extended by ICB to PJT for the investment is conditional upon the following conditions:-

- (a) that PJT shall ensure that the Amount be remitted into a project account in Thailand, where ICB and PJT are both joint signatories, as partners in the Project;
- (b) that the Amount shall be applied strictly towards the Project; and
- (c) that PJT has received confirmation and approval for a loan to be applied towards the Project from the Government Savings Bank of Thailand.

As at 19th August 2010, the total amount paid to PJT was Thai Baht 135 million (equivalent to RM14.1 million).

- (ii) On 14th May 2010, the Company had entered into a Guarantee Agreement with PJT as the guarantor of PJT for the benefit of Government Savings Bank in Thailand ("The Bank") for up to Thai Baht 640 million (equivalent to RM64.5 million), which is equivalent to the facilities limit of the Credit Facilities Agreement dated 14th May 2010 that has been entered into between PJT and the Bank.

(b) Contingent Assets

On 12th July 2006, ICB entered into a Sales and Purchase Agreement with Enve Hitech Farming Solutions Sdn Bhd ("ENVE") to purchase Capillary Agrotech (Malaysia) Sdn Bhd ("CA") to which ENVE would guarantee ICB a profit before taxation of RM6 million before 30th June 2008. In the event of CA's inability to achieve the cumulative profit of RM6 million at the stipulated date, ENVE would be liable to compensate ICB for an amount of 70% of the shortfall in cumulative profit before tax.

On 4th March 2008, ICB had agreed to an extension of eighteen (18) months by ENVE to fulfill the profit guarantee.

On 30th November 2009, ICB had accepted a proposal from ENVE on the change of condition for the profit guarantee. The profit guarantee is deemed to be fulfilled if ICB achieves any one of the following conditions:-

i) Signing of supply agreement for farming system in Perak

The identified project in Perak is to supply a complete and consolidated turnkey farming system, comprising greenhouses completed with AutoPots Systems to be installed in an area measuring 100 acres. The project deliverables include the supply of greenhouses, up to 800,000 units of SmartTrays and planting materials. The profit guarantee is deemed to be fulfilled if ICB is able to sign the above project agreement within 12 months from 30th November 2009.

ii) Sales of 600,000 units of AutoPots

The profit guarantee is also deemed as fulfilled if ICB is able to achieve a cumulative sales volume of 600,000 AutoPots over a period of 5 years, effective from the date of Sales and Purchase Agreement between ICB and ENVE.

On 8th June 2010, ICB had entered into an agreement with Koperasi Atlet Malaysia Berhad for the implementation of AutoPots Systems Farming Project in Perak. Therefore, the profit guarantee is deemed as fulfilled.

Other than the above, there were no changes in contingent liabilities and contingent assets since the last balance sheet date.

13. Taxation

	Individual		Cumulative	
	3 months ended		6 months ended	
	30th June	30th June	30th June	30th June
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Income tax for current financial year	5,929	2,522	11,377	4,520
Total tax expense	5,929	2,522	11,377	4,520

The Group's effective tax rate is higher than the statutory tax rate of 25% mainly due to losses in subsidiaries which were not available for tax relief at the Group level and the non-deductibility of certain operating expenses for tax purposes.

14. Related Party Transactions

The transactions with related parties of the Group for the cumulative 6 months period ended 30th June 2010 were as follows:

	RM'000
(a) Associates	
GMPC Corporation Sdn Bhd	
- Sales	35,311
- Rental received	3
(b) A company in which a director of the Company has financial interest	
MCS Microsystems Sdn Bhd	
- Purchases	31
- Rental received	39
Versatile Paper Boxes Sdn Bhd	
- Purchases	1

15. Comparative figures

The following comparatives have been reclassified to conform with the current financial period's presentation:

	At restated 31st December 2009 RM'000	At previously stated 31st December 2009 RM'000
<i>Consolidated Statement of Financial Position</i>		
Property, plant and equipment	112,813	107,162
Prepaid land lease payments	-	5,651
Trade receivables	115,729	139,081
Amount owing by associates	44,597	21,245

Additional information required by the AMLR

16.1 Review of Performance

For the current financial quarter ended 30th June 2010, the Group recorded revenue of RM95.9 million and profit before taxation of RM14.4 million from RM66.4 million and RM7.2 million in the previous comparable quarter ended 30th June 2009, which is 44.4% and 100.0% higher respectively.

The main contributions to the Group's performance for the current financial quarter came from its ongoing projects, namely MyKad Project, Malaysia e-Passport Project, Senegal e-Passport Project, Nigeria e-Passport Project and the provision of smart terminals and solutions to financial institutions.

16.2 Comparison with Preceding Quarter

For the current financial quarter ended 30th June 2010, the Group recorded revenue of RM95.9 million from RM93.9 million, which is 2.1% higher when compared to the preceding financial quarter ended 31st March 2010.

Whilst the current financial quarter recorded higher revenue, profit before taxation increased to RM14.4 million from RM11.3 million recorded in the preceding financial quarter ended 31st March 2010. This increase was mainly attributable to high project margin from the digital identity division in the current financial quarter.

17. Prospects

For the financial year 2010, the Group's revenue is expected to be contributed mainly from the core business of digital identity solutions. Local revenue will be sustained by the sale of passport inlays, MyKad as well as project sales. Overseas revenue will be driven by the sales of digital identity solutions to Nigeria, Senegal and Bangladesh.

In view of the on-going contracts, the Group is optimistic that its performance will be satisfactory for the financial year ending 31st December 2010.

18. Variance between actual results and forecasted profit and shortfall in profit guarantee

The Group has not provided any profit forecast or profit guarantee in a public document.

19. Unquoted Securities and/or Properties

There were no purchases or disposals of unquoted securities and/or properties for the current quarter and financial year to date other than acquisition of an associate and incorporation of a joint venture company as disclosed in the Note 7(a) and Note 7(b) respectively.

20. Quoted Securities

There were no purchases or disposals of quoted securities for the current quarter and financial year to date.

21. Available-for-sale financial assets

Available-for-sale financial assets represent deposits paid in respect of:

	At 30 th June 2010 RM'000
Investment in XID Technologies Pte Ltd	2,378
Golf Club Membership	406
(Less): Allowance for diminution in value	(2,378)
	<u>406</u>

XID Technologies Pte Ltd is an unquoted Singapore company.

22. Status of Corporate Proposals and utilisation of proceeds

Save as disclosed below, there were no corporate proposals announced but not completed as at 19th August 2010, being the latest practicable date which is not earlier than seven (7) days from the date of issue of this quarterly report:-

- (a) **Renounceable rights issue of up to 223,408,274 new six (6)-year warrants ("New Warrants") on the basis of three (3) New Warrants for every twenty (20) existing ordinary shares of RM0.15 each in IRIS at the issue price of RM0.05 per New Warrant ("Warrants Issue")**

On 27th April 2010, the 212,326,987 New Warrants issued pursuant to the Warrants Issue were listed and quoted on the ACE Market of Bursa Malaysia Securities Berhad marking the completion of the Warrants Issue.

The details of the utilisation of the proceeds from the Warrants Issue up to 19th August 2010 are as follows:-

Description	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance to be utilised (RM'000)
Repayment of borrowings	10,000	-	10,000
Working capital	616	-	616
Total	10,616	-	10,616

23. Group Borrowings and Debt Securities

The Group's borrowings from financial institutions at the end of the current quarter were:

	Short Term	Long Term	Total
	RM'000	RM'000	RM'000
Secured	115,832	23,328	139,160
Unsecured – bank overdraft	14,022	-	14,022
Total	129,854	23,328	153,182

The above borrowings are denominated in Ringgit Malaysia other than a short term borrowing amounting to RM3.18 million which is denominated in USD dollar.

24. Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at 19th August 2010 being the latest practicable date which is not earlier than seven (7) days from date of issue of this quarterly report.

25. Material Litigation

Save for the material litigations as disclosed below, there are no other material litigations involving the Group as at 19th August 2010:

- (a) On 29th November 2006, ICB had filed a lawsuit against Japan Air Lines (“JAL”) in the U.S. District Court, Eastern District of New York for JAL’s infringement of IRIS’s US patent. This claim is based on the allegation that JAL’s inspection of passports at United States airports infringes IRIS’s patent over a method of manufacturing a secure electronic passport.

JAL has filed a motion to dismiss the claim. IRIS’s solicitors, Messrs Moses & Singer LLP (the “**Solicitors**”), has opposed the motion to dismiss. The briefs on the motion had been filed in June 2007. The District Court had on 30th September 2009 granted JAL’s motion to dismiss the claim and the decision stated that the patent protections conferred on IRIS conflicted with, and were superseded by JAL’s federal legal obligation to inspect passenger passports. The Solicitors had, on behalf of IRIS, filed a notice to appeal to the United States Court of Appeals for the Federal Circuit in Washington and the matter is currently stayed pending the outcome of the JAL’s bankruptcy proceedings in Japan.

The Solicitors of the Company stated that there are no US case precedents to indicate the likelihood of success on appeal. However, by analogy, the Solicitors pointed out that there are many regulations affecting airlines, such as JAL, as well as affecting other commercial operations, requiring these commercial entities to use intellectual property and other property that they do not own. These commercial entities do not get such property for free, and must buy them, even though regulations require that they use them. The Solicitors argued further that JAL should not be able to use IRIS' intellectual property for free, as part of their commercial operations. The Solicitors further informed that in any event, it does not appear that this case will be heard within the next year or two, as the Federal Circuit in Washington proceedings are dependent upon the outcome of the Japanese bankruptcy proceedings. Until these proceedings are complete there is nothing for IRIS to do with respect to the JAL litigation.

- (b) IRIS Technologies (M) Sdn Bhd (“**ITSB**”), a wholly owned subsidiary of IRIS, and its joint venture Turkish partner Kunt Elektronik San.Ve Tic. A.S (“**KUNT**”) (“**JV Company**”) had on 17th September 2009 received a Letter of Termination dated 14th September 2009 (“**Letter of Termination**”), from Emniyet Genel Mudurlugu.

(“EGM”), known as General Directorate of Security in relation to the provision of Electronic Passport Issuing Systems in Turkey (“**The Agreement**”).

Pursuant to the Letter of Termination, EGM requested for refund of New Turkish Lira (“**YTL**”) 6.195 million (equivalent to approximately RM14.6 million at an exchange rate of YTL 1: RM2.36 as at 18th September 2009) which is equivalent to the first phase payment received by the Joint Venture Company between ITSB and KUNT. Subsequently, all the hardware and equipment delivered shall be returned to the JV Company.

On 18th September 2009, Messrs Sen & Arpaci had on behalf of the JV Company, made an application to the Ankara Civil Court of Turkey (“**Court**”), for an injunction to restrain EGM from claiming on the performance bond submitted by the JV Company in year 2007.

On 24th September 2009, an interlocutory injunction was obtained by the JV Company from the Court. Subsequently, on behalf of the JV Company, Messrs Sen & Arpaci had on 5th October 2009 filed a lawsuit against EGM in Ankara Court of First Instance (“**Ankara Court**”) for the unlawful termination of the Agreement. The JV Company is claiming a total of YTL 5 million from EGM and the return of the performance bond. This matter was first heard on 22nd December 2009. The second hearing was held on 23rd March 2010. During the second hearing, EGM presented a counter claim, claiming approximately YTL 5.25 million from the JV Company. Specifically, the EGM is seeking to return all the hardware and equipments to the JV Company in exchange for a refund of YTL 5.25 million paid to the JV Company. The third hearing was held on 10th June 2010. The outcome of the hearing was that the judge had requested the JV Company to submit the precise damages amount(s) to be claimed against EGM so that the judge can decide which component court will hear the matter. The Ankara Court has instructed EGM to reply to our counter-claim submitted to the Court on 23rd March 2010. The next hearing date is fixed on 5th October 2010.

Messrs Sen & Arpaci is of opinion that the JV Company has a good chance of recovering all the amount claimed and having the performance bond returned. Messrs Sen & Arpaci is also of the view that the counter claim filed by EGM is likely to be rejected by the Ankara Court.

26. Dividend

The Company did not pay any dividend in the current financial quarter.

27. Earnings Per Share

	Individual		Cumulative	
	3 months ended		6 months ended	
	30th June	30th June	30th June	30th June
	2010	2009	2010	2009
(a) Basic earnings per ordinary share				
Profit attributable to owners of the Company for the period (RM'000)	8,458	4,652	14,263	7,651
Weighted average number of ordinary shares ('000)	1,415,576	1,404,772	1,415,406	1,404,772
Basic earnings per ordinary share (Sen)	0.60	0.33	1.01	0.54
(b) Diluted earnings per ordinary share				
Profit attributable to owners of the Company for the period (RM'000)	8,458	4,652	14,263	7,651
Adjustment for after tax effects of interest on ICPS (RM'000)	-	-	-	-
Adjusted net profit for the period (RM'000)	8,458	4,652	14,263	7,651
Weighted average number of ordinary shares ('000)	1,415,576	1,404,772	1,415,406	1,404,772
Adjustment for assumed conversion of ICPS ('000)	-	-	-	-
Adjustment for assumed exercise of Warrants ('000)	-	-	-	-
Weighted average number of ordinary shares for the purpose of diluted earnings per share ('000)	1,415,576	1,404,772	1,415,406	1,404,772
Diluted earnings per ordinary share (Sen)	0.60	0.33	1.01	0.54