

OCK GROUP BERHAD (Company No: 955915 – M)**QUARTERLY REPORT ON THE CONSOLIDATED RESULTS FOR THE FIRST QUARTER ENDED 31 MARCH 2015****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	CURRENT QUARTER ENDED 31-Mar-15 RM'000	PRECEDING YEAR CORRESPONDING QUARTER ENDED 31-Mar-14 RM'000	CURRENT PERIOD TO DATE ENDED 31-Mar-15 RM'000	PRECEDING PERIOD TO DATE ENDED 31-Mar-14 RM'000
Revenue	56,162	36,604	56,162	36,604
Cost of sales	(42,927)	(26,925)	(42,927)	(26,925)
Gross profit	13,235	9,679	13,235	9,679
Other income	894	414	894	414
Administrative expenses	(6,099)	(3,441)	(6,099)	(3,441)
Operating profit	8,030	6,652	8,030	6,652
Depreciation expenses	(1,945)	(854)	(1,945)	(854)
Finance costs	(910)	(1,273)	(910)	(1,273)
Profit before tax	5,175	4,525	5,175	4,525
Taxation	(1,143)	(1,093)	(1,143)	(1,093)
Profit for the financial period	4,032	3,432	4,032	3,432
Other comprehensive income, net of tax				
Foreign currency translation differences for foreign operations	-	-	-	-
Total comprehensive income for the financial period	4,032	3,432	4,032	3,432
Total comprehensive income attributable to the:				
Owners of the company	3,062	3,056	3,062	3,056
Non-controlling interests	970	376	970	376
	4,032	3,432	4,032	3,432

Notes:

The Condensed Consolidated Statement of Comprehensive Income for the first quarter ended 31 March 2015 should be read in conjunction with the Audited Financial Statements for the financial year ended ("FYE") 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

OCK GROUP BERHAD (Company No: 955915 – M)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2015

	UNAUDITED	AUDITED
	As at	As at
	31-Mar-15	31-Dec-14
	RM	RM
	RM'000	RM'000
ASSETS		
Non-Current Assets		
Property plant and equipment	78,727	64,469
Investment properties	10,088	10,088
Deferred tax assets	122	117
Intangible assets	18,903	19,408
	107,840	94,082
Current Assets		
Work in progress and inventories	29,071	23,873
Amount due from customers for contract works	11,363	11,189
Trade and other receivables	111,834	99,763
Fixed deposits placed with licensed banks	12,487	14,613
Cash and bank balances	51,652	59,149
Total Current Assets	216,407	208,587
TOTAL ASSETS	324,247	302,669
EQUITY AND LIABILITIES		
Equity attributable to owners of the Company		
Share capital	52,816	52,816
Share premium	84,187	84,187
Revaluation reserve	5,245	5,245
Foreign currency translation reserve	356	(283)
Reserve arising from reverse acquisition	(17,007)	(17,007)
Retained earnings	56,903	53,841
Non-controlling interest	9,216	8,246
Total Equity	191,716	187,045
Non Current Liabilities		
Loan and borrowings	42,184	32,280
Deferred tax liabilities	2,501	2,973
	44,685	35,253
Current Liabilities		
Amount due to customers for contract works	-	1,263
Trade and other payables	52,189	44,616
Loan and borrowings	32,891	32,209
Tax payables	2,765	2,283
Total Current Liabilities	87,845	80,371
TOTAL LIABILITIES	132,531	115,624
TOTAL EQUITY AND LIABILITIES	324,247	302,669
Net assets per share attributable to owners of the Company (RM)	0.36	0.35

Notes:

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Financial Statements for the FYE 31 December 2014 and the accompanying explanatory notes attached to this interim financial statement.

OCK GROUP BERHAD (Company No: 955915 – M)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FIRST QUARTER ENDED 31 MARCH 2015

	← Attributable to owners of the Company →								
	Non-distributable					Distributable			
	Share Capital RM'000	Share Premium RM'000	Revaluation Reserve RM'000	Translation Reserve RM'000	Reserve arising from the Reserve Acquisition RM'000	Retained Earnings RM'000	Total RM'000	Non- Controlling Interest RM'000	Total Equity RM'000
At 1 January 2015	52,816	84,187	5,245	(283)	(17,007)	53,841	178,799	8,246	187,045
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-	-	-
Issuance of new shares	-	-	-	-	-	-	-	-	-
Bonus Issues	-	-	-	-	-	-	-	-	-
Share issuance expenses	-	-	-	-	-	-	-	-	-
Revaluation surplus on fixed assets	-	-	-	-	-	-	-	-	-
Foreign currency translation	-	-	-	639	-	-	639	-	639
Total comprehensive income for the financial period	-	-	-	-	-	3,062	3,062	970	4,031
At 31 March 2015	52,816	84,187	5,245	356	(17,007)	56,903	182,500	9,216	191,716
At 1 January 2014	28,490	26,739	3,279	(25)	(17,007)	38,258	79,734	3,935	83,669
Acquisition of subsidiaries	-	-	-	-	-	(333)	(333)	-	(333)
Disposal of subsidiaries	-	-	-	-	-	129	129	(63)	66
Dividend paid	-	-	-	-	-	-	-	-	-
Issuance of new shares	-	-	-	-	-	-	-	-	-
Share issuance expenses	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-
Revaluation surplus on fixed assets	-	-	5	-	-	-	5	-	5
Foreign currency translation	-	-	-	(46)	-	-	(46)	-	(46)
Total comprehensive income for the financial period	-	-	-	-	-	3,056	3,056	376	3,432
At 31 March 2014	28,490	26,739	3,284	(71)	(17,007)	41,110	82,545	4,248	86,793

Notes:

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Statements for the FYE 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FIRST QUARTER ENDED 31 MARCH 2015

	Current Period To Date Ended 31-Mar-15 RM'000	Preceding Period To Date Ended 31-Mar-14 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	5,175	4,525
Adjustments for:		
Depreciation	1,945	854
Unrealised loss on foreign currency exchange	-	(1)
Amortisation of intangibles	505	-
Gain on disposal of property, plant and equipment	-	-
Gain on disposal of a subsidiary	-	(212)
Interest expenses	910	1,273
Interest income	(401)	(62)
	<u>8,134</u>	<u>6,377</u>
Changes in working capital		
Inventories	(5,372)	(6,951)
Receivables	(12,071)	2,641
Payables	7,573	(3,525)
Amount due from customer for contract works	(1,263)	4,100
	<u>(2,999)</u>	<u>2,642</u>
Tax paid	(1,138)	(1,714)
Interests received	401	62
Net cash flows from operating activities	<u>(3,736)</u>	<u>990</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of a subsidiary	-	(333)
Purchase of property plant and equipment	(16,202)	(2,345)
Disposal of a subsidiary	-	66
Capital development expenditure	-	262
Proceeds from disposal of property plant and equipment	-	-
	<u>(16,202)</u>	<u>(2,350)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Interests paid	(910)	(1,272)
Fixed deposits held as security values	-	(54)
Net drawdown of borrowings	10,587	7,192
Issuance of new shares (net)	-	-
Dividend paid	-	-
	<u>9,677</u>	<u>5,866</u>
Net Change in cash and cash equivalents	(10,261)	4,506
Effects of exchange rate changes	639	42
Cash and cash equivalents:		
At the beginning of the financial period	65,068	17,657
At the end of the financial period	<u>55,446</u>	<u>22,205</u>
Cash and cash equivalents at the end of the financial period comprise the following:		
Cash and bank balances	51,652	21,192
Fixed deposits	12,487	8,288
	<u>64,139</u>	<u>29,480</u>
Less: Fixed deposits pledged with licensed banks	(8,694)	(7,275)
	<u>55,445</u>	<u>22,205</u>

Note:

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with Audited Financial Statements for the FYE 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2015

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL PERIOD ENDED (“FPE”) 31 MARCH 2015

A. NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARDS (MFRS 134):

A1. Basis of Preparation

These condensed consolidated interim financial statements (Condensed Report) have been prepared in accordance with MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The interim financial statements should be read in conjunction with the Audited Financial Statements for the FYE 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

The significant accounting policies and methods adopted for the audited condensed financial statements are consistent with those adopted for the audited financial statements for the FYE 31 December 2014.

A2. Summary of Significant Accounting Policies

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the most recent audited financial statements for the FYE 31 December 2014 except for the adoption of the following MFRSs, IC Interpretation and Amendments to MFRSs effective for financial periods beginning on or after 1 July 2014.

Amendments to MFRS 119 - Defined Benefit Plans : Employee Contributions
Annual Improvement to MFRS 2010-2012 Cycle
Annual Improvement to MFRS 2013-2014 Cycle

The adoption of the above did not have any significant effects on the interim financial report upon their initial application.

A3. Auditors’ Report

There was no qualification on the audited financial statements of the Company and its subsidiary companies for the FYE 31 December 2014.

A4. Comments about Seasonal or Cyclical Factors

The Group’s businesses did not experience significant fluctuations due to seasonal or cyclical factors during the current quarter under review.

A5. Items of Unusual Nature and Amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flows that were unusual because of their nature, size or incidence during the current quarter under review.

A6. Material Changes in Estimates

There were no changes in the estimates of amounts reported in prior interim periods that had a material effect in the current quarter under review.

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A7. Issuances, Cancellations, Repurchase, Resale and Repayments of Debts and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the financial period under review.

A8. Dividends Paid

There is no dividend paid in the current quarter under review.

A9. Segmental Information

The segmental result of the Group for the FPE 31 March 2015 based on segment activities are as follows:-

Individual Quarter 31 March 2015	Telecommunication			M&E	Investment	Eliminate RM'000	Group RM'000
	Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	Engineering Services RM'000	Holding Company RM'000		
Revenue from							
External customers	37,278	12,436	1,927	4,521	-		56,162
Inter-segment revenue	2,449	-	248	100	-	(2,797)	-
Total Revenue	39,727	12,436	2,175	4,621	-	(2,797)	56,162
Profit before tax	3,995	722	136	322	-		5,175
Taxation	(869)	(171)	(32)	(71)	-		(1,143)
Profit for the financial period	3,126	551	104	251	-	-	4,032

Individual Quarter 31 March 2014	Telecommunication			M&E	Investment	Eliminate RM'000	Group RM'000
	Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	Engineering Services RM'000	Holding Company RM'000		
Revenue from							
External customers	21,390	12,572	1,509	1,133	-		36,604
Inter-segment revenue	858	2	148	825	-	(1,832)	-
Total Revenue	22,248	12,573	1,658	1,958	-	(1,832)	36,604
Profit before tax	3,148	664	(163)	640	(71)	307	4,525
Taxation	(782)	(164)	-	(147)	-	-	(1,093)
Profit for the financial period	2,366	500	(163)	493	(71)	307	3,432

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The segmental result of the Group for the FPE 31 March 2015 based on geographical segment are as follows:-

Cummulative 31 March 2015	Malaysia RM'000	Regional RM'000	Eliminate RM'000	Group RM'000
Revenue from				
External customers	46,279	9,884		56,162
Inter-segment revenue	2,797	-	(2,797)	-
Total Revenue	49,076	9,884	(2,797)	56,162
Profit before tax	3,247	1,928	-	5,175
Taxation	(646)	(497)	-	(1,143)
Profit for the financial period	2,601	1,431	-	4,032

Individual Quarter 31 March 2014	Malaysia RM'000	Regional RM'000	Eliminate RM'000	Group RM'000
Revenue from				
External customers	35,825	779		36,604
Inter-segment revenue	1,832	-	(1,832)	-
Total Revenue	37,657	779	(1,832)	36,604
Profit before tax	4,334	(116)	307	4,525
Taxation	(1,093)	-		(1,093)
Profit for the financial period	3,241	(116)	307	3,432

A10. Valuation of property, plant and equipment

There was no valuation of property, plant and equipment in the current quarter under review.

A11. Capital Commitments

There was no capital commitment as at the date of this report.

A12. Material subsequent event

There are no material events subsequent to the end of the current financial quarter under review other than as disclosed in Note B6 and B9.

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A13. Changes in the Composition of the Group

There are no others changes in the composition of the Group in current quarter under review except for the following:

The Company's wholly-owned subsidiary, OCK Telco Infra Pte. Ltd. ("OCK Telco") has incorporated a subsidiary in Singapore namely MIN-OCK Infrastructure Pte. Ltd. ("MIN-OCK") (Registration No. 201502780W) on 28th January 2015. MIN-OCK was established with an issued and paid-up capital of 10 ordinary shares of SGD1.00 each.

The details of the shareholding on the date of incorporation are as follow:

Shareholders	No of Shares	%
OCK Telco	7	70
Myanmar Integrated Networks Infrastructure Pte. Ltd	3	30
Total	10	100

The intended principal activity of MIN-OCK is the provision of tower facilities, utilities and communicate network for mobile and broadband operators.

A14. Contingent Liabilities and Contingent Assets

As at 31 March 2015, the contingent liabilities are as follows:

	UNAUDITED as at 31-Mar-15 RM'000	UNAUDITED as at 31-Mar-14 RM'000
Financial guarantees given by OCK Group Berhad to licensed banks for facilities granted to subsidiaries:	48,290	33,423

A15. Significant Related Party Transaction

Save as disclosed below, there was no other significant related party transactions for the current quarter under review:

Nature of Transactions	UNAUDITED as at 31-Mar-15 RM'000	UNAUDITED as at 31-Mar-14 RM'000
Consultancy fee	-	76
Rental of properties paid	71	71
Sales	(5,457)	(1,550)

All the above transactions were carried out on terms and conditions not materially different from those obtainable in transactions with unrelated parties and in the ordinary course of business of the Group.

B. ADDITIONAL INFORMATION REQUIRED UNDER THE LISTING REQUIREMENTS

B1. Review of Performance

Individual Quarter 31 March 2015	Telecommunication Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	M&E Engineering Services RM'000	Investment Holding Company RM'000	Eliminate RM'000	Group RM'000
Total Revenue	37,278	12,436	1,927	4,521	-	-	56,162
Profit before tax	3,995	722	136	322	-	-	5,175

Individual Quarter 31 March 2014	Telecommunication Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	M&E Engineering Services RM'000	Investment Holding Company RM'000	Eliminate RM'000	Group RM'000
Total Revenue	21,390	12,572	1,509	1,133	-	-	36,604
Profit before tax	3,148	664	(163)	640	(71)	307	4,525

For the quarterly period ended 31 March 2015, the Group reported revenue of RM56.2 million and profit before taxation (“PBT”) of RM5.2 million against of revenue of RM36.6 million and PBT of RM4.5 million in the previous year corresponding quarter. The higher Group revenue is mainly due to higher revenue contribution from telecommunication network services and M&E engineering services. The substantial higher revenue from telecommunication network services was due to contribution from its regional business in Indonesia, Cambodia, Myanmar and China as well as contribution from a subsidiary undertaking sites maintenance works in Malaysia

Consequently, the higher Group revenue resulted in a higher Group PBT for the quarter under review.

B2. Material Changes in the Current Quarter's results compared to the results of the immediate Preceding Quarter

Individual Quarter 31 March 2015	Telecommunication			M&E		Investment	Eliminate	Group
	Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	Engineering Services RM'000	Engineering Services RM'000	Holding Company RM'000		
Total Revenue	37,278	12,436	1,927	4,521	-	-	-	56,162
Profit before tax	3,995	722	136	322	-	-	-	5,175

Individual Quarter 31 Dec 2014	Telecommunication			M&E		Investment	Eliminate	Group
	Network Services RM'000	Green Energy and Power Solution RM'000	Trading RM'000	Engineering Services RM'000	Engineering Services RM'000	Holding Company RM'000		
Total Revenue	44,355	6,998	3,017	5,154	-	-	-	59,525
Profit before tax	7,417	103	595	1,255	288	617	617	10,275

The total revenue of RM56.2 million recorded for the current quarter was slightly lower as compared to the revenue recorded for in the preceding quarter of RM59.5 million mainly due to higher revenue from telecommunication network services and M&E engineering services in the last quarter of FYE 2014 as telecom operators award more works to complete their networks rollout plans in the last quarter of the year.

Consequently, the higher Group revenue in the previous quarter resulted in a higher Group PBT of RM 10.3 million in the preceding quarter as compared to the current quarter of RM5.2 million.

B3. Prospects

Major telecommunications companies (“Telcos”) which were awarded LTE – 4G / 2,600MHz spectrum by the Malaysian Communications and Multimedia Commission (MCMC) in the year 2012 have begun investing in upgrading their equipment and infrastructures to accommodate the rising usage of data under the current 3G/4G environment. These Telcos have started the implementation of their 4G (LTE) services in year 2013 and are expected to continue investing heavily and developing 3G HSPA+ sites in addition to further expanding their LTE coverage to other parts of Malaysia in Year 2015.

The Group is expected to benefit from the increase projects coming out from the networks expansion undertaken by these Telcos. In addition to that, the Group is also building its recurring income base by undertaking more managed services for the Telcos in Malaysia. Further to that, with completion of the acquisition of PT Putra Mulia Telecommunication, the Group expect significant contribution from its overseas business in Indonesia, Cambodia, Myanmar and China moving forward.

Apart from focusing on the Group’s telecommunication business, the Group is also sourcing for more business and/or investment opportunities in the sustainable energy sector that is rapidly growing in demand. Sustainable Energy Development Authority Malaysia (“SEDA”) releases quotas for solar energy under the Feed in Tariff (“FiT”) programme annually.

Based on the current industry outlook and our plans as indicated above and given that there is no unforeseen circumstances, the Board of Directors is of the opinion that the business and performance of the group are expected to remain positive for the FYE 31 December 2015.

B4. Profit forecast

No profit forecast has been issued by the Group previously in any public document.

B5. Taxation

	Current Period-To-Date Ended 31-Mar-15 RM'000	Corresponding Period-To-Date Ended 31-Mar-14 RM'000
Taxation for the period	1,620	1,093
Deferred Tax	(478)	-
Total taxation	<u>1,143</u>	<u>1,093</u>

The Group’s effective tax rate for the financial period to date is 22.1% and slightly lower than statutory tax rate of 24.2%.

B6. Status of Corporate Proposal

There were no corporate proposals announced but not completed as at the date of this announcement.

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B7. Utilisation of Proceeds Arising from Corporate Exercise(s)

The gross proceeds of RM74.07 million from the private placement exercise which was completed on 26 June 2014 would be utilised in the following manner:

Purposes		Proposed Utilisation RM'000	Actual Utilisation As at 31.3.2015 RM'000	Balance Utilisation %	Reason for Deviation
(i)	Business Expansion	50,000	6,350	87.3%	(1)
(ii)	Repayment of borrowings	8,000	8,000	0.0%	(2)
(iii)	Renovation costs	3,000	3,000	0.0%	(2)
(iv)	General working capital	11,574	11,574	0.0%	
(v)	Estimated expenses in relation to the Proposed Private placement	1,500	1,500	0.0%	
Total gross proceeds		74,074	30,424	58.9%	

Notes:

- (1) The approved timeframe for utilisation is within twenty-four (24) months from the date of listing i.e. by 24 June 2016.
(2) The approved timeframe for utilisation is within twelve (12) months from the date of listing i.e. by 24 June 2015.

B8. Group borrowings and debt securities

The Group's borrowings as at 31 March 2015 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Long term borrowings:-			
Bonds	-	2,800	2,800
Hire purchase	9,772	-	9,772
Term loans	29,612	-	29,612
	<u>39,384</u>	<u>2,800</u>	<u>42,184</u>
Short term borrowings:-			
Overdraft	1,144	-	1,144
Bankers' acceptance	935	-	935
Bonds	-	474	474
Trust receipts/LC	6,424	-	6,424
Revolving project loan	19,514	-	19,514
Hire purchase payables	2,884	-	2,884
Term loans	1,518	-	1,518
	<u>32,418</u>	<u>474</u>	<u>32,892</u>
			<u>75,076</u>

The above borrowings are denominated in Ringgit Malaysia.

B9. Material Litigation

Since the preceding FYE 31 December 2014, there is no change in material litigation as at the date of this announcement.

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B10. Retained and Unrealised Profits/Losses

	UNAUDITED as at 31-Mar-15 RM'000	UNAUDITED as at 31-Mar-14 RM'000
Total retained earnings of the Company and its subsidiary companies:		
- Realised	58,482	42,618
- Unrealised	(1,579)	(1,508)
Total Group retained profits as per consolidated accounts	56,903	41,110

B11. Earnings Per Share

The basic and diluted earnings per share is calculated based on the Group's comprehensive income attributable to equity holders of the Company divided by the weighted average number of ordinary shares as follows:

	Current Corresponding Quarter Ended		Current Corresponding Period-To-Date Ended	
	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14
Group's comprehensive income attributable to equity holders of the Company (RM'000)	3,062	3,056	3,062	3,056
Weighted average number of ordinary shares ('000)	528,161	284,900	528,161	284,900
Earnings per share (sen):				
- Basic	0.58	1.07	0.58	1.07

Notes:

- ^ Basic earnings per share for the quarter and financial period is calculated based on the net profit divided by the weighted average number of ordinary shares for the quarter and financial period respectively.
- * The Group does not have any outstanding/convertible securities.

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B12. Profit for the period

	Current Corresponding Quarter Ended		Current Corresponding Period-To-Date Ended	
	31-Mar-15 RM'000	31-Mar-14 RM'000	31-Mar-15 RM'000	31-Mar-14 RM'000
Profit before taxation is arrived at after charging/(crediting)	5,175	4,525	5,175	4,525
(a) depreciation	1,945	854	1,945	854
(b) gain on disposal of property, plant and equipment	-	(212)	-	(212)
(c) interest expenses	910	1,273	910	1,273
(d) interest income	(401)	(62)	(401)	(62)
(e) (gain)/loss on foreign exchange	(198)	40	(198)	(40)
(f) other income	(493)	(8)	(493)	(8)
(g) rental income	(181)	(128)	(181)	(128)

B13. Dividend

No interim dividend has been proposed or declared for the current financial quarter ended 31 March 2015.

By Order of the Board

Wong Youn Kim (MAICSA 7018778)
Company Secretary
Kuala Lumpur
Date: 27 May 2015