# Unaudited Condensed Consolidated Statement of Comprehensive Income For the Second Quarter ended 30 June 2014

	INDIVIDUAI	L QUARTER	<b>CUMULATIVE PERIOD</b>			
	Current Year Quarter 30/06/2014 Unaudited RM'000	Preceding Year Quarter 30/06/2013 Unaudited RM'000	Current Year To Date 30/06/2014 Unaudited RM'000	Preceding Year To Date 30/06/2013 Unaudited RM'000		
Revenue	62	215	125	607		
Cost of sales	(42)	(155)	(128)	(457)		
Gross profit / (loss)	20	60	(3)	150		
Other income	29	147	44	254		
Administrative expenses	(613)	(615)	(1,352)	(971)		
Amortisation of Intangible Assets	(50)	(83)	(112)	(165)		
Other operating expenses	(1)	(1)	(3)	(2)		
Finance costs	(1)	(1)	(1)	(1)		
Loss from operation	(616)	(493)	(1,427)	(735)		
Tax expense	-	-	-	-		
Net loss for the period	(616)	(493)	(1,427)	(735)		
Loss attributable to:						
Owners of the parent	(566)	(413)	(1,320)	(567)		
Non-controlling interests	(50)	(80)	(107)	(168)		
	(616)	(493)	(1,427)	(735)		
Total comprehensive expense attributable to:						
Owners of the parent	(566)	(413)	(1,320)	(567)		
Non-controlling interests	(50)	(80)	(107)	(168)		
	(616)	(493)	(1,427)	(735)		
Basic loss per ordinary share attributable to Owners of the parent (sen)	(0.22)	(0.16)	(0.52)	(0.22)		
Diluted loss per ordinary share (sen)	(0.16)	(0.12)	(0.37)	(0.16)		

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements of Vsolar Group Berhad, formerly known as Fast Track Solution Holdings Berhad ("Vsolar" or "Company") for the financial year ended 31 December 2013)

# **Unaudited Condensed Consolidated Statement of Financial Position As at 30 June 2014**

	Unaudited As at 30/06/2014 RM'000	Audited As at 31/12/2013 RM'000
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	1,246	796
Work in progress	9,119	6,421
Goodwill on consolidation	968	1,029
Intangible assets	90 11,423	202 8,448
CURRENT ASSETS		
Trade and other receivables	726	1,202
Tax in credit	4	4
Cash and bank balances	3,612	7,730
	4,342	8,936
Total Assets	15,765	17,384
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	25,624	25,624
Share premium	4,827	4,827
Warrant reserve	5,125	5,125
Accumulated losses	(20,066)	(18,746)
	15,510	16,830
Non controlling interests	(43)	64
Total equity	15,467	16,894
CURRENT LIABILITIES		
Trade and other payables	298	490
Overdraft	-	-
Total liabilities	298	490
TOTAL EQUITY AND LIABILITIES	15,765	17,384
NET ASSETS PER SHARE ATTRIBUTABLE TO		
THE OWNERS OF THE PARENT(SEN)	6.05	6.57

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements of Vsolar for the financial year ended 31 December 2013)

### Statement of Changes in Equity For the Second Quarter ended 30 June 2014

## ATTTRIBUTABLE TO OWNERS OF THE PARENT

NON DISTRIBUTABLE

DISTRIBUTABLE

	SHARE CAPITAL RM'000	SHARE PREMIUM RM'000	WARRANT RESERVE RM'000	ACCUMULATED LOSSES RM'000	TOTAL RM'000	NO N- CONTRO LLING INTERESTS RM'000	TOTAL EQUITY RM'000
At 1 January 2014	25,624	4,827	5,125	(18,746)	16,830	64	16,894
Total comprehensive expense	-	-	-	(1,320)	(1,320)	(107)	(1,427)
At 30 June 2014	25,624	4,827	5,125	(20,066)	15,510	(43)	15,467
At 1 January 2013	25,624	4,827	5,125	(16,709)	18,867	351	19,218
Total comprehensive expense	-	-	-	(567)	(567)	(168)	(735)
At 30 June 2013	25,624	4,827	5,125	(17,276)	18,300	183	18,483

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements of Vsolar for the financial year ended 31 December 2013)

### Unaudited Condensed Consolidated Statement of Cash Flows For Second Quarter ended 30 June 2014

	6 months ended			
	30/06/2014	30/06/2013		
	Unaudited	<b>Unaudited</b>		
	RM'000	RM'000		
Cash flows from operating activities				
Loss before taxation	(1,427)	(735)		
Adjustments:				
Depreciation	124	167		
Impairment of goodwill	61	-		
Amortisation of intangible assets	112	165		
Interest expense	1	1		
Interest income	(44)	(245)		
Operating loss before working capital changes	(1,173)	(647)		
Decrease/(increase) in receivables	476	(228)		
Decrease in payables	(192)	(192)		
Cash used in operations	(889)	(1,067)		
Interest paid	(1)	(1)		
Net cash used in operating activities	(890)	(1,068)		
Cash flows from investing activities				
Purchase of property, plant and equipment	(574)	(323)		
Capital work in progress	(2,698)	_		
Interest received	44	245		
Net cash used in investing activities	(3,228)	(78)		
Net decrease in cash and cash equivalents	(4,118)	(1,146)		
Cash and cash equivalents at beginning of period	7,730	15,958		
Cash and cash equivalents at end of period #	3,612	14,812		
# Represented by:				
Cash and bank balances	3,612	14 912		
	5,012	14,812		
Overdraft	2 (12	14010		
	3,612	14,812		

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements of Vsolar for the financial year ended 31 December 2013)

#### NOTES TO THE INTERIM FINANCIAL REPORT

# PART A - EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 ("FRS 134") INTERIM FINANCIAL REPORTING

#### A1. Basis of preparation

The accounting policies adopted in the preparation of the Condensed Report are consistent with those followed in the preparation of the Group's audited financial statements for the financial year ended 31 December 2013, except for the adoption of Amendments to Standards and Issues Committee (IC) Interpretations effective as of 1 January 2014

Adoption of Amendments to Standards and IC Interpretations

The Group has adopted the following Amendments to Standards and IC Interpretations, with a date of initial application of 1 January 2014.

Amendments to MFRS 10	Consolidated Financial Statements - Investment Entities				
Amendments to MFRS 12	Disclosure of Interests in Other Entities - Investment Entities				
Amendments to MFRS 127	Separate Financial Statements - Investment Entities				
Amendments to MFRS 132	Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities				
Amendments to MFRS 136	Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets				
Amendments to MFRS 139 IC Interpretation 21	Novation of Derivatives and Continuation of Hedge Accounting Levies				

The adoption of the above pronouncements did not have any impact on the financial statements of the Group.

#### Standards issued but not yet effective

At the date of authorisation of the Condensed Report, the following Standards were issued but not yet effective and have not been adopted by the Group:

#### Effective date to be announced by MASB

MFRS 9	Financial Instruments (IFRS 9 issued by International Accounting Standards Board (IASB) in November 2009)
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in October 2010)
MFRS 9	Financial Instruments: Mandatory Effective Date of MFRS 9 and Transition Disclosures (Amendments to MFRS 9 and MFRS 7)
MFRS 9	Financial Instruments (Hedge Accounting and amendments to MFRS 9, MFRS 7 and MFRS 139)

#### Effective for financial periods beginning on or after 1 July 2014

Amendments to MFRS 119 Defined Benefit Plan & Employee Contributions Annual Improvements to MFRSs 2010 - 2012 Cycle Annual Improvements to MFRSs 2011 - 2013 Cycle

#### UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### A1. Basis of preparation - cont'd

The Group will adopt the above pronouncements when they become effective in the respective financial periods. These pronouncements are not expected to have any effect to the financial statements of the Group upon their initial application, other than for MFRS 9 Financial Instruments. The Group will assess the financial implications of MFRS 9 Financial Instruments when the full standard is issued.

#### A2. Qualification of financial statements

The audit report of the Company's financial statements for the financial year ended 31 December 2013 was not subject to any audit qualification.

#### A3. Seasonal or cyclical factors

The results for the period were not affected by any seasonal or cyclical factors.

#### A4. Unusual items affecting assets, liabilities, equity, net income or cash flows

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

#### A5. Material changes in estimates

There were no changes in estimates of amounts reported in prior financial periods, which have a material effect in the current quarter under review.

#### A6. Debt and equity securities

There were no issuance and repayment of debt and equity securities, share buy-backs, share cancellation, shares held as treasury shares and resale of treasury shares for the current quarter under review.

#### A7. Dividend paid

There were no dividends paid during the current quarter under review.

### UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### A8. Segmental information

All businesses were transacted in Malaysia and generated from information technology related business.

6 months ended 30 June 2014	Animation Designing	Servers	Investment Holding	Publishing	Production House	Solar Farm	Total	Elimination	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	-	-	-	123	2	-	125	-	125
Result									
(Loss)/Profit from reportable segments		-	-	(4)	2	-	(2)	-	
Finance cost									(1)
Other Income									44
Admin Expenses									(1,406)
Impairment loss of goodwill									(62)
Loss before tax									(1,427)
Income tax Net loss after tax									(1,427)
Net loss after tax									(1,427)
Assets									
Segment assets	467	106	2,793	1,005	99	11,295	15,765	-	15,765
Liabilities									
Segment liabilities	199	3	48	30	13	4	298	-	298
					Production				
6 months ended 30 June 2013	Animation Designing	Servers	Investment Holding	Publishing	House	Solar Farm	Total	Elimination	Consolidated
6 months ended 30 June 2013		Servers RM'000		Publishing RM'000		Solar Farm RM'000	Total RM'000	Elimination RM'000	Consolidated RM'000
6 months ended 30 June 2013 Revenue	Designing		Holding		House				
	Designing RM'000	RM'000	Holding RM'000	RM'000	House RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	Designing RM'000	RM'000	Holding RM'000	RM'000	House RM'000	RM'000	RM'000	RM'000	RM'000
Revenue Result	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	<b>RM'000</b> 608
Revenue  Result  Profit from reportable segments	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	<b>RM'000</b> 608
Revenue  Result  Profit from reportable segments  Finance cost	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	RM'000 608 150 (1)
Revenue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	150 (1) 255 (1,138)
Revenue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	RM'000 608 150 (1) 255
Revenue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax Income tax	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	8M'000 608 150 (1) 255 (1,138) - (734)
Revenue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	150 (1) 255 (1,138)
Revenue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax Income tax	Designing RM'000	<b>RM'000</b> 491 95	Holding RM'000	RM'000 117 55	House RM'000	RM'000	RM'000 608 150	RM'000	RM'000  608  150 (1) 255 (1,138) - (734) - (734)
Rewnue  Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax Income tax Net loss after tax	Designing RM'000	<b>RM'000</b> 491	Holding RM'000	RM'000	House RM'000	RM'000	<b>RM'000</b> 608	RM'000	8M'000 608 150 (1) 255 (1,138) - (734)
Result Profit from reportable segments Finance cost Other Income Admin Expenses Impairment loss of goodwill Loss before tax Income tax Net loss after tax  Assets	Designing RM'000	<b>RM'000</b> 491 95	Holding RM'000	RM'000 117 55	House RM'000	RM'000	RM'000 608 150	RM'000	RM'000  608  150 (1) 255 (1,138) - (734) - (734)

### A9. Valuation of property, plant and equipment

The Group did not revalue any of its property, plant and equipment during the current quarter under review.

#### A10. Material events subsequent to the end of the current quarter

#### (i) Appointment of new External Auditors

Vsolar had on 29 April 2014 announced that the Company had on 28 April 2014 received a letter from its existing external auditors, i.e. Messrs Hasnan THL Wong & Partners, indicating their intention not to seek for re-appointment as the external auditors of the Company and its subsidiaries at the forthcoming Annual General Meeting of the Company and its subsidiaries.

#### UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### A10. Material events subsequent to the end of the current quarter - cont'd

Vsolar had on 8 May 2014 announced that the Company had on 8 May 2014 received a notice of nomination dated 7 May 2014 from Mr. Yee Yit Yang, a shareholder of the Company, pursuant to Section 172(11) of the Companies Act, 1965, for the nomination of Messrs Siew Boon Yeong & Associates (AF 0660) to be appointed as Auditors of the Company and of the intention to propose the said ordinary resolution at the forthcoming Eleventh Annual General Meeting of the Company.

During the Eleventh Annual General Meeting held on 25 June 2014, the Shareholders had approved the said resolution pertaining to the appointment of Messrs Siew Boon Yeong & Associates as the Company's new Auditor.

#### A11. Changes in the composition of the Group

There were no material changes in the composition of the Group during the quarter under review

#### A12. Contingent liabilities

There are no changes in the contingent liabilities as at the date of this report since the preceding financial year ended 31 December 2013, save as disclosed below:

(a) Vsolar has given corporate guarantee of RM800,000 to Fast Track Solution Sdn Bhd, a subsidiary company of Vsolar as security against banking facility granted to Fast Track Solution Sdn Bhd in the form of bank overdraft.

#### A13. Capital commitments

There are no material capital commitments during the current quarter under review

#### A14. Significant related party transactions

There were no significant related party transactions during the current quarter under review.

## PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA SECURITIES FOR THE ACE MARKET

#### **B1.** Review of performance

The Group recorded a revenue of RM0.125 million with loss before taxation of RM1.427 million for the financial period ended 30 June 2014 as compared to revenue of RM0.607 million with loss before taxation of RM0.735 million in the preceding period correspondence.

The decrease in revenue was mainly due to dwindling demand and sales in media publishing and IT hardware trading during current quarter. On the other hand, the other income had decreased from RM0.254 million to RM0.044 million due to the lower interest income received from fixed deposit during the period. This is the result of fund utilisation for the construction of solar farm projects at Simpang Pulai, Perak.

The administrative expenses had been increased by RM0.382 million compared to previous correspondence period due to increase in salary, professional fees and marketing expenses. Consequently, the impact of the increasing in administrative expenses have resulted in the Group to record a loss before taxation of RM1.427 million as compared to the corresponding preceding period of RM0.735 million.

The total assets for the Group amounted to RM15.765 million as at 30 June 2014, a decrease of RM1.619 million from RM17.384 million as recorded in previous financial year. Although the total assets had decreased, however the group had reported a RM11.423 million non-current assets, an increase of approximately RM3 million due to capital work in progress on solar plant at Simpang Pulai.

For the financial period under review, the loss per share attributable to ordinary equity holder increased to 0.52 sen per share from the loss per share of 0.22 sen per share for previous financial period due to higher loss incurred during the current period.

The performance of the group is expected to improve later in this financial year upon the commencement of operation from the solar plant where income from sales of renewable energy starts to flow in.

#### B2. Comparison with preceding quarter's results

The revenue of the Group increased by 19.2% from RM0.052 million in the immediate preceding quarter to RM0.062 million in the current quarter. The gross margin for current quarter had increased significantly from a negative 65% to positive 32% as compared to the immediate preceding quarter. In line with the increase, the loss before tax for the current quarter also reduced by 24.0% to RM0.616 million from RM0.811 million recorded in the immediate preceding quarter.

Overall, the loss before tax margin had also improved as compared to the immediate preceding quarter due to the reduction of administrative expenses incurred during the current quarter.

#### **B3.** Current year prospects

Digital content creation has been identified by the Government as a key growth sector and there are ambitious plans to develop Malaysian companies in this field, which would create more business opportunities for the Group. With the increased Government drive in the digital content development, the Group believe that they will be able to benefit from the growing demand albeit stiff challenges are expected.

The Group intends to explore more in the media and entertainment industry, recruit more programmers and film production equipment. For this purpose, the Group had acquired an existing company, Newo Pictures Sdn Bhd that specialised in the film production to enhance the Company's ability to secure and execute future projects

UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### B3. Current year prospects – cont'd

Notwithstanding the opportunity in digital content creation, the Group had diversified its business into renewable energy and media publishing. The Group had entered into a Renewable Energy Power Purchase Agreement on 1 August 2013 with Tenaga Nasional Berhad ("TNB") for the sale and delivery of 500KW solar renewable energy to Tenaga Nasional Bhd for a concession period of 21 years.

Vsolar is also realigning its business strategy along the current Malaysia Government Renewable Energy Policy. SEDA is expected to announce and open up more Feed-in-Tariff (FiT) quotas in the coming year and Vsolar shall continuously bid in SEDA Malaysia's FiT tender and grow its current solar power generation plant from 500KW to maximum limit allowed by individual company.

Additionally, the Group had also entered into a business agreement with Integrate Solar Farm Sdn Bhd to build & construct a 500KW Solar Plant for the generation of green electricity.

#### **B4.** Variance on forecast profit/profit guarantee

The Group has not provided any profit forecast or profit guarantee and thus this is not applicable to the Group.

#### **B5.** Taxation

There is no taxation being provided during the current quarter under review.

#### B6. Profit on sale of unquoted investments and/or properties

There was no sale of unquoted investments and/or properties during the current quarter under review.

#### B7. Purchase or disposal of quoted securities

There was no purchase or disposal of any quoted securities during the current quarter under review.

#### **B8.** Status of corporate proposals

#### (a) Bumiputera Shareholding Requirements

Vsolar had, on 19 June 2009, submitted an application for an extension of time to meet the 30% Bumiputera shareholding requirement to the Securities Commission ("SC"). The SC had vide its letter dated 14 July 2009 approved the extension of time to meet the Bumiputera shareholding requirement ("Approval Letter") as follows:-

- (i) Vsolar is to comply with the Bumiputera equity condition by 31 December 2010 via the allocation of 12.5% of its enlarged issued and paid-up share capital to Bumiputera investors recognised by the Ministry of International Trade and Industry ("MITI") within 5 years from its listing on the ACE Market of Bursa Securities ("Revised Equity Condition"). In connection thereto, the shares must be allocated to public shareholders (as defined under the Listing Requirements of Bursa Securities for the ACE Market). As such, the equity condition imposed via the SC's letter 7 July 2004 will no longer be applicable;
- (ii) (MIMB Investment Bank Bhd ("MIMB")/Vsolar is to submit a proposal to the SC to meet the Revised Equity Condition within 6 months from the date of the Approval Letter;

#### B8. Status of corporate proposals – cont'd

- (iii) MIMB/FTSHB is to submit an application to MITI for purposes of the allocation of shares to Bumiputera investors. In the event the said shares are not fully subscribed by the Bumiputera investors or MITI fails to allocate the shares within 1 year, Vsolar will be exempted from complying with the Revised Equity Condition; and
- (iv) MIMB/Vsolar is to submit a quarterly report to the SC on the progress of MITI's share allocation process.

On behalf of Vsolar, M&A Securities Sdn Bhd, the Adviser of Vsolar has on 31 May 2012 applied to the Securities Commission that Datuk Manan Bin Haji Md Said, the Executive Chairman of Vsolar has provided an irrevocable written undertaking to subscribe for up to 50,000,000 rights shares will be issued together with 3,333,333 warrants via 3 excess application, if required, to meet the minimum subscription level (hereinafter referred to as "Undertaking"). In the event of Datuk Manan Bin Haji Md Said subscribes in full for the rights shares pursuant to the Undertaking, Datuk Manan Bin Haji Md Said's shareholding in Vsolar would increase to 32.79%, which meet the Revised Equity Condition. In the event, Datuk Manan is not required to subscribe in full for the rights shares pursuant to the Undertaking, Datuk Manan's shareholding may not fulfil the Revised Equity Condition. If that event arises, Vsolar will submit another proposal to the SC to meet the Revised Equity Condition (hereinafter referred to as "Application to Securities Commission (Equity Compliance Unit)"). On 16 July 2012, M&A Securities Sdn Bhd act on behalf of Vsolar to submit the withdrawal application to SC in relation to the Application to Securities Commission (Equity Compliance Unit).

#### (b) Change of Company Name

Vsolar on 9 January 2014 had announced that the Company has received its Certificate of Change of Company Name ("Form 13") dated 8 January, 2014 from the Companies Commission of Malaysia on 9 January, 2014. As such, the Company's name has been changed from "FAST TRACK SOLUTION HOLDINGS BERHAD" to "VSOLAR GROUP BERHAD" with effect from 8 January, 2014.

#### (c) Acquisition of a New Company

Vsolar on 2 January 2014 had announced that Mr. Choong Kwai Onn (NRIC No. 640310-08-5579) and Mr. Lee Ying Kheong (NRIC No. 710828-08-5953) (hereinafter collectively referred to as "the Vendor") have obtained the necessary approvals from the Board and the shareholders of Newo Pictures Sdn Bhd (NPSB thereafter) for the transfer and registration of 30,000 ordinary shares of RM1.00 each (representing 60% of equity interest) in NPSB ("the Shares") in the name of the Company.

The balance purchase consideration has been made to the Vendor on 2 January 2014. In view of the aforesaid payment, the Acquisition is completed on 2 January 2014.

#### (d) Private Placement

On 19 November 2013, the Board had announced that Bursa Malaysia Securities Berhad had, vide its letter dated 18 November 2013, approved the listing of and quotation for up to 25,624,500 new Vsolar Shares to be issued pursuant to the Private Placement on the ACE Market of Bursa Securities subject to the following conditions:

- i. Vsolar and M&A Securities must fully comply with the relevant provisions under the ACE Market Listing Requirements pertaining to the implementation of the Private Placement;
- ii. Vsolar and M&A Securities to inform Bursa Securities upon the completion of the Private Placement; and

#### UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### B8. Status of corporate proposals – cont'd

iii. Vsolar to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Private Placement is completed.

The Placement Shares shall be issued based on a discount, if any, of not more than ten per cent (10%) to the five (5) days weighted average market price of Vsolar Shares immediately preceding the price-fixing date. In any case, the issue price of the Placement Shares shall not be lower than the par value of Vsolar Shares of RM0.10 each.

On 29 April 2014, the Board had announced that an application for extension of time of six (6) months up to 17 November 2014 to complete the Private Placement has been submitted to Bursa Malaysia Securities Berhad.

On 19 May 2014, the Board had announced that Bursa Malaysia Securities Berhad had vide its letter dated 16 May 2014, approved the application for an extension of time up to 17 November 2014 to complete the Private Placement.

On 16 July 2014, the Company announced that the issued price for the Placement Shares has been fixed by the board of directors at RM0.12 per placement share. The issued price represents a discount of approximately 6.18% to the five (5) days volume weighted average market price of the Vsolar shares up to and including 14 July 2014, being the market day immediately preceding to the Price Fixing Date of RM0.1279 per share.

On 31 July 2014, the Company announced that 25,624,500 new ordinary shares of RM0.10 each issued pursuant to the Private Placement will be granted listing and quotation with effect from 1 August 2014. On 1 August 2014, the Company announced that the Private Placement is completed following the listing and quotation of the private placement, comprising 25,624,500 placement shares on the ACE Market Malaysia Securities Berhad on 1 August 2014

#### B9. Status of utilisation of proceeds

(i) The proceeds from the Private Placement issue of RM0.932 million are to be utilised as follows:

Purpose	Proposed Utilisation 27 June 2011	Actual utilisation as at 30/06/14	Intended timeframe for utilisation	Balance unutilised		Explanation	
	RM'000	RM'000	RM'000	RM'000	%		
Working Capital	832	889	21/03/12	(57)	-6.9	Extension of timeframe until 30/9/14	
Estimated Expenses	100	32	Within 1 month	68	68.0		
Total	932	921		11	1.2		

On 31 May 2012, the Board had approved for the extension of time for working capital for up to 31 December 2012.

 ${\it On~28~November~2012},~the~Board~had~approved~for~the~extension~of~time~for~working~capital~for~up~to~30~March~2013.$ 

 ${\it On~25~February~2013, the~Board~had~approved~for~the~extension~of~time~for~working~capital~for~up~to~31~December~2013.}$ 

On 25 February 2014, the Board had approved for the extension of time for working capital for up to 30 September 2014.

\* The unutilised portion of the proceeds from the private placement estimated expenses in relation to proposed private placement which amounts to RM68,000, has been transferred to working capital as this amount is an excess over the actual listing expenses incurred.

UNAUDITED INTERIM FINANCIAL REPORT FOR SECOND QUARTER ENDED 30 JUNE 2014

#### B9. Status of utilisation of proceeds – cont'd

(ii) The proceeds from the right issue of RM15,375 million are to be utilised as follows:

Purpose	Proposed Utilisation 5 November 2012	Actual utilisation as at 30/06/14	Intended timeframe for utilisation	Balance unutilised		Explanation
	RM'000	RM'000	RM'000	RM'000	%	
Working capital	5,000	3,106	Within 24 months	1,894	37.9%	- N/A -
Expansion of Business	5,000	4,993	Within 24 months	7	0.1%	Fully Utilised
Operating Cost	4,783	3,980	Within 24 months	803	16.8%	- N/A -
Repayment of bank borrowing	192	192	Within 12 months	-	0.0%	Fully Utilised
Estimated expenses	400	344	Within 3 months	56	14.0%	- N/A -
Total	15,375	12,615		2,760	18.0%	- N/A -

<sup>\*</sup> The unutilised portion of the proceeds from the right issue public issue estimated expenses in relation to proposed right issue which amounts to RM56,000, has been transferred to working capital as this amount is an excess over the actual listing expenses incurred.

#### B10. Borrowings and debt securities

The Company did not issue any debt securities or long term borrowings during the current quarter under review.

The Group's borrowings which are denominated in Ringgit Malaysia as at 30 June 2014 are as follows:

	Secured	Total
	<u>RM'000</u>	<u>RM'000</u>
Short term loans	-	-
Term loans	-	-
Revolving credits	-	-
Overdraft	<u> </u>	

#### **B11.** Derivative Financial Instruments

The Group does not have any financial instruments with off balance sheet risk as at the date of this report.

#### **B12.** Material litigation

There are no pending material litigations involving the Group as at the date of this report.

#### B13. Dividend

The Board of Directors did not recommend any dividend for the current quarter ended 30 June 2014

### B14. Profit before tax

	Individual	Quarter	<b>Cumulative Year to Date</b>			
	3 months	ended	6 months ended			
	30/06/14	30/06/13	30/06/14	30/06/13		
	RM'000	RM'000	RM'000	RM'000		
Interest income	(29)	(138)	(44)	(245)		
Interest expense	1	-	1	1		
Depreciation and amortisation	74	199	236	332		
Impairment of goodwill	35	-	61	_		

#### B15. Earnings / (loss) per share

Basic loss per share is calculated by dividing the net loss for the period by the number of ordinary shares in issue during the period.

	Quarter	Ended	Year Ended		
	30 June 2014	30 June 2013	30 June 2014	30 June 2013	
	RM	RM	RM	RM	
Net loss attributable to owners of the parent (RM'000)	(566)	(413)	(1,320)	(567)	
Weighted average number of ordinary shares in issue ('000)	256,245	256,245	256,245	256,245	
Basic loss per share attributable to owners of the parent (sen)	(0.22)	(0.16)	(0.52)	(0.22)	

The diluted loss per share for the financial period is based on the loss attributable to the equity holders of the Company divided by number of ordinary shares in issue during the period.

	Quarter Ended		Year Ended	
	30 June 2014	30 June 2013	30 June 2014	30 June 2013
	RM	RM	RM	RM
Net loss attributable to owners of the parent (RM'000)	(566)	(413)	(1,320)	(567)
Weighted average number of ordinary shares in issue ('000)	256,245	256,245	256,245	256,245
Effect of dilution of warrants	102,498	102,498	102,498	102,498
Adjusted weighted average number of ordinary shares in issue ('000)	358,743	358,743	358,743	358,743
Basic loss per share attributable to owners of the parent (sen)	(0.16)	(0.12)	(0.37)	(0.16)

### B16. Qualification of financial statement

The audit report of the Company's financial statements for the financial year ended 31 December 2013 was not subject to any audit qualification.

### B17. Realised and unrealised profits/losses disclosure

Total accumulated losses from the Company and its subsidiaries	As at 30.06.2014 RM'000	As at 30.06.2013 RM'000
- Realised	(17,744)	(14,548)
- Unrealised	-	-
Consolidated Adjustment	(2,322)	(2,728)
Total accumulated losses as per consolidated financial statements	(20,066)	(17,276)