

OCK GROUP BERHAD (Company No: 955915 – M)**QUARTERLY REPORT ON THE CONSOLIDATED RESULTS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2015****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

| | CURRENT QUARTER ENDED 30-Sep-15 RM'000 | PRECEDING YEAR CORRESPONDING QUARTER ENDED 30-Sep-14 RM'000 | CURRENT PERIOD TO DATE ENDED 30-Sep-15 RM'000 | PRECEDING PERIOD TO DATE ENDED 30-Sep-14 RM'000 |
|--|---|--|--|--|
| Revenue | 83,695 | 47,931 | 210,130 | 127,966 |
| Cost of sales | (66,086) | (37,208) | (165,055) | (96,930) |
| Gross profit | 17,609 | 10,723 | 45,076 | 31,036 |
| Other income | 242 | 714 | 1,633 | 1,417 |
| Administrative expenses | (5,823) | (5,012) | (16,764) | (12,496) |
| Operating profit | 12,029 | 6,425 | 29,945 | 19,957 |
| Depreciation expenses | (2,168) | (1,148) | (6,191) | (3,058) |
| Finance costs | (1,060) | (854) | (3,087) | (3,360) |
| Profit before tax | 8,801 | 4,423 | 20,667 | 13,539 |
| Taxation | (3,023) | (772) | (5,837) | (3,055) |
| Profit for the financial period | 5,778 | 3,651 | 14,830 | 10,484 |
| Other comprehensive income, net of tax | | | | |
| Foreign currency translation differences for foreign operations | - | - | - | - |
| Total comprehensive income for the financial period | 5,778 | 3,651 | 14,830 | 10,484 |
| Total comprehensive income attributable to the: | | | | |
| Owners of the company | 4,890 | 3,014 | 13,085 | 9,052 |
| Non-controlling interests | 888 | 637 | 1,745 | 1,432 |
| | 5,778 | 3,651 | 14,830 | 10,484 |

Notes:

The Condensed Consolidated Statement of Comprehensive Income for the second quarter ended 30 September 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 30 SEPTEMBER 2015

| | UNAUDITED | AUDITED |
|---|------------------|------------------|
| | As at | As at |
| | 30-Sep-15 | 31-Dec-14 |
| | RM | RM |
| | RM'000 | RM'000 |
| ASSETS | | |
| Non-Current Assets | | |
| Property plant and equipment | 81,658 | 64,469 |
| Investment properties | 10,088 | 10,088 |
| Deferred tax assets | 130 | 117 |
| Intangible assets | 17,970 | 19,408 |
| Non current trade receivables | 34,830 | - |
| | 144,676 | 94,082 |
| Current Assets | | |
| Work in progress and inventories | 38,510 | 23,873 |
| Amount due from customers for contract works | 12,736 | 11,189 |
| Trade and other receivables | 131,433 | 99,763 |
| Fixed deposits placed with licensed banks | 12,238 | 14,613 |
| Cash and bank balances | 20,965 | 59,149 |
| Total Current Assets | 215,882 | 208,587 |
| TOTAL ASSETS | 360,558 | 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 | 847 | (283) |
| Reserve arising from reverse acquisition | (17,007) | (17,007) |
| Retained earnings | 66,926 | 53,841 |
| Non-controlling interest | 9,991 | 8,246 |
| Total Equity | 203,005 | 187,045 |
| Non Current Liabilities | | |
| Loan and borrowings | 40,296 | 32,280 |
| Deferred tax liabilities | 2,973 | 2,973 |
| Non current trade payables | 33,272 | - |
| | 76,541 | 35,253 |
| Current Liabilities | | |
| Amount due to customers for contract works | - | 1,263 |
| Trade and other payables | 45,367 | 44,616 |
| Loan and borrowings | 34,699 | 32,209 |
| Tax payables | 946 | 2,283 |
| Total Current Liabilities | 81,012 | 80,371 |
| TOTAL LIABILITIES | 157,553 | 115,624 |
| TOTAL EQUITY AND LIABILITIES | 360,558 | 302,669 |
| Net assets per share attributable to owners of the Company (RM) | 0.38 | 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 THIRD QUARTER ENDED 30 SEPTEMBER 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 | - | - | - | - | - | - | - | - | - |
| Dividend paid | - | - | - | - | - | - | - | - | - |
| Issuance of new shares | - | - | - | - | - | - | - | - | - |
| Bonus Issues | - | - | - | - | - | - | - | - | - |
| Share issuance expenses | - | - | - | - | - | - | - | - | - |
| Revaluation surplus on fixed assets | - | - | - | - | - | - | - | - | - |
| Foreign currency translation | - | - | - | 1,130 | - | - | 1,130 | - | 1,130 |
| Total comprehensive income for the financial period | - | - | - | - | - | 13,085 | 13,085 | 1,745 | 14,830 |
| At 30 September 2015 | 52,816 | 84,187 | 5,245 | 847 | (17,007) | 66,926 | 193,014 | 9,991 | 203,005 |
| At 1 January 2014 | 28,490 | 26,739 | 3,280 | (25) | (17,007) | 38,258 | 79,735 | 3,934 | 83,669 |
| Acquisition of subsidiaries | - | - | - | - | - | - | - | 915 | 915 |
| Disposal of subsidiaries | - | - | - | - | - | (230) | (230) | (63) | (293) |
| Private placement | 5,698 | 68,376 | - | - | - | - | 74,074 | - | 74,074 |
| Issuance of new shares | - | - | - | - | - | - | - | - | - |
| Share issuance expenses | - | (4,290) | - | - | - | - | (4,290) | - | (4,290) |
| Dividends | - | - | - | - | - | - | - | - | - |
| Revaluation surplus on fixed assets | - | - | 1,060 | - | - | - | 1,060 | - | 1,060 |
| Foreign currency translation | - | - | - | (73) | - | - | (73) | - | (73) |
| Total comprehensive income for the financial period | - | - | - | - | - | 9,052 | 9,052 | 1,432 | 10,484 |
| At 30 September 2014 | 34,188 | 90,825 | 4,340 | (98) | (17,007) | 47,080 | 159,328 | 6,218 | 165,546 |

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 THIRD QUARTER ENDED 30 SEPTEMBER 2015

| | Current Period To Date Ended 30-Sep-15 RM'000 | Preceding Period To Date Ended 30-Sep-14 RM'000 |
|---|--|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Profit before taxation | 20,667 | 13,539 |
| Adjustments for: | | |
| Depreciation | 6,191 | 3,058 |
| Amortisation of intangibles | 1,438 | - |
| Gain on disposal of a subsidiary | - | 67 |
| Interest expenses | 3,087 | 3,360 |
| Interest income | (368) | (266) |
| | <hr/> | <hr/> |
| | 31,015 | 19,758 |
| Changes in working capital | | |
| Inventories | (16,184) | (4,090) |
| Receivables | (66,500) | (9,896) |
| Payables | 34,023 | 16,439 |
| Amount due from customer for contract works | (1,263) | (202) |
| | <hr/> | <hr/> |
| | (18,909) | 22,009 |
| Tax paid | (7,187) | (3,423) |
| Interests paid | - | - |
| Interests received | 368 | 266 |
| | <hr/> | <hr/> |
| Net cash flows from operating activities | (25,728) | 18,852 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Acquisition of a subsidiary | - | (20,575) |
| Purchase of property plant and equipment | (23,380) | (12,885) |
| | <hr/> | <hr/> |
| Net cash flows from investing activities | (23,380) | (33,460) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Interests paid | (3,087) | (3,360) |
| Net drawdown of borrowings | 10,506 | 3,944 |
| Proceed from private placement | - | 69,784 |
| | <hr/> | <hr/> |
| Net cash flows from financing activities | 7,419 | 70,368 |
| Net Change in cash and cash equivalents | (41,689) | 55,760 |
| Effects of exchange rate changes | 1,130 | (73) |
| Cash and cash equivalents: | | |
| At the beginning of the financial period | 65,068 | 18,155 |
| At the end of the financial period | <hr/> <hr/> | <hr/> <hr/> |
| | 24,509 | 73,842 |
| Cash and cash equivalents at the end of the financial period comprise the following: | | |
| Cash and bank balances | 20,965 | 17,811 |
| Fixed deposits | 12,238 | 62,798 |
| | <hr/> | <hr/> |
| | 33,203 | 80,609 |
| Less: Fixed deposits pledged with licensed banks | (8,694) | (6,767) |
| | <hr/> <hr/> | <hr/> <hr/> |
| | 24,509 | 73,842 |

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 THIRD QUARTER ENDED 30 SEPTEMBER 2015

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL PERIOD ENDED (“FPE”) 30 SEPTEMBER 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 30 September 2015 based on segment activities are as follows:-

| Cummulative Quarter 30 September 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 | 168,319 | 23,218 | 6,926 | 11,667 | - | | 210,130 |
| Inter-segment revenue | 7,674 | - | 1,159 | 106 | - | (8,939) | - |
| Total Revenue | 175,993 | 23,218 | 8,085 | 11,773 | - | (8,939) | 210,130 |
| Profit before tax | 18,744 | 1,013 | 1,406 | 701 | (1,197) | - | 20,667 |
| Taxation | (4,867) | (220) | (580) | (170) | - | - | (5,837) |
| Profit for the financial period | 13,877 | 793 | 826 | 531 | (1,197) | - | 14,830 |

| Cummulative Quarter 30 September 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 | 85,088 | 28,581 | 6,013 | 8,284 | - | | 127,966 |
| Inter-segment revenue | 2,193 | 2 | 1,001 | 1,273 | - | (4,469) | - |
| Total Revenue | 87,281 | 28,583 | 7,013 | 9,557 | - | (4,469) | 127,966 |
| Profit before tax | 11,785 | 1,644 | 235 | 1,551 | (316) | (1,360) | 13,539 |
| Taxation | (2,641) | (411) | (153) | (388) | - | 537 | (3,055) |
| Profit for the financial period | 9,144 | 1,233 | 82 | 1,163 | (316) | (823) | 10,484 |

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The segmental result of the Group for the FPE 30 September 2015 based on geographical segment are as follows:-

| Cummulative Quarter 30 September 2015 | Malaysia RM'000 | Regional RM'000 | Eliminate RM'000 | Group RM'000 |
|--|----------------------------|----------------------------|-----------------------------|-------------------------|
| Revenue from | | | | |
| External customers | 177,081 | 33,049 | - | 210,130 |
| Inter-segment revenue | 8,939 | - | (8,939) | - |
| Total Revenue | 186,020 | 33,049 | (8,939) | 210,130 |
| Profit before tax | 15,938 | 4,729 | - | 20,667 |
| Taxation | (4,740) | (1,097) | - | (5,837) |
| Profit for the financial period | 11,198 | 3,632 | - | 14,830 |

| Cummulative Quarter 30 September 2014 | Malaysia RM'000 | Regional RM'000 | Eliminate RM'000 | Group RM'000 |
|--|----------------------------|----------------------------|-----------------------------|-------------------------|
| Revenue from | | | | |
| External customers | 121,138 | 6,828 | - | 127,966 |
| Inter-segment revenue | 3,969 | 500 | (4,469) | - |
| Total Revenue | 125,106 | 7,328 | (4,469) | 127,966 |
| Profit before tax | 12,677 | 2,222 | (1,360) | 13,539 |
| Taxation | (2,918) | (674) | 537 | (3,055) |
| Profit for the financial period | 9,759 | 1,547 | (823) | 10,484 |

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 period 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 30 September 2015, the contingent liabilities are as follows:

| | UNAUDITED as at 30-Sep-15 RM'000 | UNAUDITED as at 30-Sep-14 RM'000 |
|--|---|---|
| Financial guarantees given by OCK Group Berhad to licensed banks for facilities granted to subsidiaries: | 141,537 | 72,290 |

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 30-Sep-15 RM'000 | UNAUDITED as at 30-Sep-14 RM'000 |
|---------------------------|---|---|
| Consultancy fee | - | 106 |
| Rental of properties paid | - | 212 |
| Sales | (14,166) | (4,687) |

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 30 September 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 | 70,514 | 5,771 | 3,792 | 3,618 | - | - | 83,695 |
| Profit before tax | 7,803 | 255 | 1,263 | 314 | (834) | - | 8,801 |

| Individual Quarter 30 September 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 | 37,663 | 4,906 | 3,249 | 2,918 | - | (804) | 47,931 |
| Profit before tax | 5,652 | 213 | (177) | 470 | 37 | (1,772) | 4,424 |

For the quarterly period ended 30 September 2015, the Group reported revenue of RM83.7 million and profit before taxation (“PBT”) of RM8.8 million against of revenue of RM47.9 million and PBT of RM4.4 million in the previous year corresponding quarter. The higher Group revenue is mainly due to significantly higher revenue contribution from telecommunication network services and revenue growth in other business units. 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 significantly higher contribution from a subsidiary undertaking sites maintenance works in Malaysia and the distribution of telecommunication equipment in Malaysia.

Consequently, the higher Group revenue resulted in a higher Group PBT for the quarter under review as compared to the previous year corresponding quarter.

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

| Individual Quarter 30 September 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 | 70,514 | 5,771 | 3,792 | 3,618 | - | - | 83,695 |
| Profit before tax | 7,803 | 255 | 1,263 | 314 | (834) | - | 8,801 |

| Individual Quarter 30 June 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 | 60,527 | 5,011 | 1,207 | 3,528 | - | - | 70,273 |
| Profit before tax | 6,946 | 36 | 7 | 65 | (363) | - | 6,691 |

The total revenue of RM83.7 million recorded for the current quarter was higher as compared to the revenue recorded for in the preceding quarter of RM70.3 million mainly due to continual growth in revenue from telecommunication network services in the quarter of under review. The growth in revenue from telecommunication network services in the current quarter was mainly due to contribution from the distribution of telecommunication equipment and completion of more projects in Malaysia. In addition to that, the trading units also registered higher revenue from provision of equipment for in-building solutions to telecommunications companies in Malaysia.

Consequently, the higher Group revenue resulted in a higher Group PBT of RM8.8 for the quarter under review as compared to the preceding quarter of RM6.7 million.

B3. Prospects

Major telecommunications companies (“Telcos”) have begun investing in upgrading their equipment and infrastructures to accommodate the rising usage of data under the current 3G/4G environment 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 over the next few years.

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.

By leveraging on the Group established presence in ASEAN and its vast experiences in building telecommunication infrastructures such as tower sites and maintenance of telecommunication infrastructure, the Group intends to grow its recurring business base by building, owning and leasing back the tower sites to telecommunication operators over a longer term period or acquiring of existing tower sites operators in ASEAN.

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 30-Sep-15 RM’000 | Corresponding Period-To-Date Ended 30-Sep-14 RM’000 |
|-------------------------------|--|--|
| Taxation for the period | 5,119 | 3,055 |
| Under provision in prior year | 731 | - |
| Deferred Tax | (13) | - |
| Total taxation | <u>5,837</u> | <u>3,055</u> |

The Group’s effective tax rate for the financial period to date is 24.8% and slightly higher than statutory tax rate of 24%.

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B6. Status of Corporate Proposal

Save as disclosed below, there were no corporate proposals announced but not completed as at the date of this announcement:

On 14 July 2015, RHB Investment Bank Berhad (“RHIBIB”) had, on behalf of the Board, announced that the Company proposes to undertake the following:

- (i) Renounceable rights issue of up to 290,488,499 Rights Shares on the basis of one (1) Rights Share for every two (2) existing Company (“OCK”) Shares held together with up to 290,488,499 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, based on an entitlement date to be determined later (“Entitlement Date”);
- (ii) Increase in authorised share capital of OCK from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares; and
- (iii) Amendment to the Memorandum of Association of OCK.

(Collectively referred to as “The Proposals”)

On 5 October 2015, OCK shareholders had approved The Proposals at the Company EGM.

On 6 November 2015, RHIBIB had, on behalf of our Board, announced that the issue price of the Rights Shares has been fixed at RM0.50 per Rights Share and the exercise price of the Warrants has been fixed at RM0.71 per Warrant. On the same date, RHIBIB had also, on behalf of our Board, announced the Entitlement Date and other relevant dates pertaining to the Rights Issue with Warrants.

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 30.9.2015 RM'000 | Balance Utilisation % | Reason for Deviation |
|----------------------|---|--------------------------------|---|--------------------------|----------------------|
| (i) | Business Expansion | 50,000 | 25,279 | 49.4% | (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 | 49,353 | 33.4% | |

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.

OCC GROUP BERHAD (Company No: 955915 – M)**B8. Group borrowings and debt securities**

The Group's borrowings as at 30 September 2015 are as follows:

| | Secured RM'000 | Unsecured RM'000 | Total RM'000 |
|-------------------------|---------------------------|-----------------------------|-------------------------|
| Long term borrowings:- | | | |
| Bonds | - | 2,822 | 2,822 |
| Hire purchase | 8,473 | - | 8,473 |
| Term loans | 29,001 | - | 29,001 |
| | <hr/> 37,474 | <hr/> 2,822 | <hr/> 40,296 |
| Short term borrowings:- | | | |
| Overdraft | 3,276 | - | 3,276 |
| Bankers' acceptance | 1,340 | - | 1,340 |
| Bonds | - | 474 | 474 |
| Trust receipts/LC | 2,897 | - | 2,897 |
| Revolving project loan | 20,629 | - | 20,629 |
| Hire purchase payables | 3,691 | - | 3,691 |
| Term loans | 2,392 | - | 2,392 |
| | <hr/> 34,225 | <hr/> 474 | <hr/> 34,699 |
| | | | <hr/> <hr/> 74,995 |

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.

B10. Retained and Unrealised Profits/Losses

| | UNAUDITED as at 30-Sep-15 RM'000 | UNAUDITED as at 30-Sep-14 RM'000 |
|---|---|---|
| Total retained earnings of the Company and its subsidiary companies: | | |
| - Realised | 70,006 | 48,591 |
| - Unrealised | (3,080) | (1,511) |
| Total Group retained profits as per consolidated accounts | <hr/> 66,926 | <hr/> 47,080 |

OCK GROUP BERHAD (Company No: 955915 – M)**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 | |
|---|--|------------------|---|------------------|
| | 30-Sep-15 | 30-Sep-14 | 30-Sep-15 | 30-Sep-14 |
| Group's comprehensive income attributable to equity holders of the Company (RM'000) | 4,890 | 3,014 | 13,085 | 9,052 |
| Weighted average number of ordinary shares ('000) | 528,161 | 341,880 | 528,161 | 307,233 |
| Earnings per share (sen): | | | | |
| - Basic | 0.93 | 0.88 | 2.48 | 2.95 |

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.

B12. Profit for the period

| | Current Corresponding Quarter Ended | | Current Corresponding Period-To-Date Ended | |
|---|--|------------------|---|------------------|
| | 30-Sep-15 | 30-Sep-14 | 30-Sep-15 | 30-Sep-14 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Profit before taxation is arrived at after charging/(crediting) | 8,801 | 4,424 | 20,667 | 13,539 |
| (a) depreciation | 2,168 | 1,148 | 6,191 | 3,058 |
| (b) gain on disposal of property, plant and equipment | - | - | - | (212) |
| (c) interest expenses | 1,060 | 854 | 3,087 | 3,360 |
| (d) interest income | (50) | (395) | (368) | (266) |
| (e) (gain)/loss on foreign exchange | 286 | (2) | 61 | 45 |
| (f) other income | (192) | (109) | (1,265) | (109) |
| (g) rental income | - | (200) | - | (517) |

B13. Dividend

No interim dividend has been proposed or declared for the current financial quarter ended 30 September 2015.

By Order of the Board

Wong Youn Kim (MAICSA 7018778)
Company Secretary
Kuala Lumpur
Date: 26 November 2015