

FCW HOLDINGS BERHAD (Company No. : 3116 K)
 Summary of Key Financial Information for the period ended 31 MARCH 2014

		INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
		31-03-2014	31-03-2013	31-03-2014	31-03-2013
		RM'000	RM'000	RM'000	RM'000
			(restated)		(restated)
1	Revenue	5,706	8,450	18,726	23,967
2	Profit before tax	930	4,656	2,947	6,765
3	Profit for the period	1,482	5,438	4,646	9,784
4	Profit attributable to the ordinary equity holders of the parent	1,453	5,365	4,493	9,582
5	Basic earnings per share (sen)	0.57	2.74	1.80	4.89
6	Diluted earnings per share (sen)	0.57	2.56	1.80	4.58
7	Proposed/Declared dividend per share (sen)	0.00	0.00	1.50	0.00

		As At End Of Current Quarter	As At Preceding Financial Year End
8	Net assets per share attributable to ordinary equity holders of the parent (RM)	0.70	0.75

ADDITIONAL INFORMATION

		INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
		31-03-2014	31-03-2013	31-03-2014	31-03-2013
		RM'000	RM'000	RM'000	RM'000
1	Gross interest income	126	101	218	241
2	Gross interest expense	(50)	(57)	(162)	(178)

FCW HOLDINGS BERHAD (Company No. : 3116 K)
CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE QUARTER ENDED 31 MARCH 2014
(Unaudited)

	FY 2013/14 Current Quarter Ended 31-Mar RM'000	FY 2012/13 Comparative Quarter Ended 31-Mar RM'000 (restated)	FY 2013/14 Current 9 Months Cumulative To Date RM'000	FY 2012/13 Comparative 9 Months Cumulative To Date RM'000 (restated)
CONTINUING OPERATIONS				
Revenue	5,706	8,450	18,726	23,967
Cost of Sales	<u>(4,538)</u>	<u>(7,138)</u>	<u>(15,128)</u>	<u>(19,799)</u>
Gross Profit	1,168	1,312	3,598	4,168
Other Income	137	103	373	248
Other Items of Expenses				
Staff Costs	(712)	(615)	(2,009)	(1,869)
Depreciation	(107)	(97)	(306)	(289)
Other Operating Costs	(473)	(338)	(986)	(1,039)
Share of Results in an Associate	973	4,347	2,448	5,723
Share of Results in a Jointly Controlled Entity	<u>(5)</u>	<u>-</u>	<u>(9)</u>	<u>-</u>
Profit From Operations	981	4,712	3,109	6,942
Finance Costs	<u>(51)</u>	<u>(56)</u>	<u>(162)</u>	<u>(177)</u>
Profit Before Tax	930	4,656	2,947	6,765
Taxation	<u>(117)</u>	<u>(42)</u>	<u>(282)</u>	<u>(267)</u>
Profit from Continuing Operations	813	4,614	2,665	6,498
DISCONTINUED OPERATION				
Profit from discontinued operation net of tax	<u>669</u>	<u>824</u>	<u>1,981</u>	<u>3,286</u>
Profit for the Period	1,482	5,438	4,646	9,784
Other Comprehensive Income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Comprehensive Income for the period	<u>1,482</u>	<u>5,438</u>	<u>4,646</u>	<u>9,784</u>
Profit for the Period and Total Comprehensive Income Attributable to:				
Owners of the Company	1,453	5,365	4,493	9,582
Minority Interest	<u>29</u>	<u>73</u>	<u>153</u>	<u>203</u>
	<u>1,482</u>	<u>5,438</u>	<u>4,646</u>	<u>9,784</u>
Earnings per share Attributable to Owners of the Parent (sen per share)				
- Basic	0.57	2.74	1.80	4.89
- Diluted	0.57	2.56	1.80	4.58

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 30 June 2013.

FCW HOLDINGS BERHAD (Company No. : 3116 K)
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2014
(Unaudited)

	As At 31-Mar FY2014 RM'000	As At 30-Jun FY2013 RM'000
Property, plant and equipment	6,226	6,545
Investment properties	3,100	3,100
Investment in an associate	29,934	27,486
Interests in a jointly controlled entity	250	-
Investments in securities	382	377
Deferred tax assets	897	897
Goodwill on consolidation	1,726	1,726
Current Assets		
Inventories	4,521	4,260
Receivables	14,270	8,745
Tax recoverable	224	7
Derivatives	79	78
Cash and cash equivalents	34,523	17,009
	<u>53,617</u>	<u>30,099</u>
Assets classified as held for sale	<u>90,082</u>	<u>90,082</u>
	<u>143,699</u>	<u>120,181</u>
Current Liabilities		
Payables	4,696	5,897
Loans and borrowings	402	704
Taxation	-	34
	<u>5,098</u>	<u>6,635</u>
Net Current Assets	48,519	23,464
Total Assets Less Current Liabilities	<u>181,116</u>	<u>153,677</u>
Share Capital	124,997	98,141
Reserves	50,420	49,677
Shareholders' Equity	<u>175,417</u>	<u>147,818</u>
Minority Interest	2,637	2,485
Total equity	<u>178,054</u>	<u>150,303</u>
Non Current Liabilities		
Loans and borrowings	2,111	2,423
Deferred tax liabilities	951	951
	<u>3,062</u>	<u>3,374</u>
Total Equity And Long Term Liabilities	<u>181,116</u>	<u>153,677</u>
Net assets per share attributable to ordinary equity holders of the Company (RM)	<u>0.70</u>	<u>0.75</u>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 30 June 2013.

FCW HOLDINGS BERHAD (Company No. : 3116 K)
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE PERIOD ENDED 31 MARCH 2014
(Unaudited)

	FY2013/14 9 Months ended 31-Mar-14 RM' 000	FY2012/13 9 Months ended 31-Mar-13 RM' 000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax		
- continuing operations	2,947	6,765
- discontinued operations	1,981	3,286
Adjustments for:		
Non-cash items	305	594
Share of results in an associate	(2,448)	(5,723)
Share of Results in a Jointly Controlled Entity	(9)	-
Non-operating items	(226)	(43)
Operating profit before working capital changes	<u>2,550</u>	<u>4,879</u>
Net changes in current assets	(5,472)	(1,360)
Net changes in current liabilities	(1,503)	(263)
Cash generated from / (used in) operations	<u>(4,425)</u>	<u>3,256</u>
Interest income received	218	241
Interest expense paid	(162)	(178)
Tax paid	(542)	(497)
Net cash generated (used in) / from operating activities	<u>(4,911)</u>	<u>2,822</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant and equipment	75	30
Acquisition of interests in a jointly controlled entity	(250)	-
Purchase of property, plant and equipment	(281)	(39)
Net cash generated used in investing activities	<u>(456)</u>	<u>(9)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from exercise of warrants	26,856	349
Proceeds from short-term borrowings	93	102
Dividends paid on ordinary shares	(3,750)	-
Repayment of short term borrowings	(225)	(225)
Repayment of HP creditors	(93)	(238)
Net cash generated from / (used in) financing activities	<u>22,881</u>	<u>(12)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	17,514	2,801
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	17,009	12,824
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>34,523</u>	<u>15,625</u>

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report for the year ended 30 June 2013.

FCW HOLDINGS BERHAD (Company No. : 3116 K)
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2014
(Unaudited)

	Attributable to Shareholders of the Company				Sub-Total	Minority Interest	Grand-Total
	Non-Distributable	Distributable					
	Share Capital	Capital Reserve	Reserves Premium paid on acquisition of MI	Accumulated Profit			Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Period ended 31 March 2014	<hr/>						
At 1st July 2013	98,141	2,704	(233)	47,206	147,818	2,485	150,303
Exercise of warrants	26,856	-	-	-	26,856	-	26,856
Dividends paid	-	-	-	(3,750)	(3,750)	-	(3,750)
Total comprehensive income for the period	-	-	-	4,493	4,493	153	4,646
At 31 March 2014	<u>124,997</u>	<u>2,704</u>	<u>(233)</u>	<u>47,949</u>	<u>175,417</u>	<u>2,637</u>	<u>178,054</u>
Period ended 31 March 2013	<hr/>						
At 1st July 2012	97,534	2,704	(233)	38,555	138,560	2,136	140,696
Total comprehensive income for the period	-	-	-	9,582	9,582	203	9,784
At 31 March 2013	<u>97,534</u>	<u>2,704</u>	<u>(233)</u>	<u>48,137</u>	<u>148,142</u>	<u>2,339</u>	<u>150,480</u>

The Condensed Consolidated Statement Of Changes In Equity should be read in conjunction with the Annual Financial Report for the year ended 30 June 2013.

FCW HOLDINGS BERHAD (3116-K)

QUARTERLY REPORT ON CONSOLIDATED RESULTS For The Third Quarter Ended 31 March 2014

PART A. NOTES TO THE INTERIM FINANCIAL REPORT

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standard (“MFRS”) 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements. This interim financial statement also complies with International Accounting Standard (“IAS”) 34: Interim Financial Reporting issued by the International Accounting Standard Board (“IASB”). For the periods up to and including the year ended 30 June 2013, the Group prepared its financial statements in accordance with Financial Reporting Standards (“FRS”).

2. Auditors’ Report on Preceding Annual Financial Statements

The auditors’ report on the Company’s financial statements for the year ended 30 June 2013 was not subject to any qualification.

3. Seasonal or Cyclical Factors

The operations of the Group are not subject to any seasonal or cyclical factors.

4. Unusual Items

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows of the Group.

5. Material Changes in Estimates of Amount Reported Previously Affecting Current Interim Period

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

6. Dividend Paid

There were no dividends paid during the current interim financial period.

FCW HOLDINGS BERHAD (3116-K)

PART A. NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)

7. Segmental Information

RM'000	31-03-14 3rd Qtr	31-03-13 3rd Qtr	31-03-14 9 Mths Cum	31-03-13 9 Mths Cum
<u>Segment Revenue</u>				
Contract Manufacturing	5,706	8,450	18,726	23,967
Total	<u>5,706</u>	<u>8,450</u>	<u>18,726</u>	<u>23,967</u>
 <u>Segment Result</u>				
Contract Manufacturing	418	404	1,101	1,318
Share of Results in an Associate	973	4,347	2,448	5,723
Share of Results in a Jointly Controlled Entity	(5)	0	(9)	0
Others	(456)	(95)	(593)	(276)
Total	<u>930</u>	<u>4,656</u>	<u>2,947</u>	<u>6,765</u>

8. Subsequent Events

There were no material events subsequent to the end of the financial quarter ended 31 December 2013.

9. Changes in the Composition of the Group

The Group acquired interests in a jointly controlled company (details as per Item 11) in which the Group has a 50% interest during the quarter ended 30 September 2013.

10. Capital Commitments

The Group has no material capital commitment in respect of property, plant and equipment as at 30 September 2013.

PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

1. Performance review

Continuing Operations

Contract manufacturing segment

Current quarter

The contract manufacturing segment posted a 32.5% decrease in revenue from RM8.45 million for the quarter ended March 2013 to RM5.71 million in the current quarter, mainly due to general downturn in the consumables market and changes in the importation regulations in Indonesia and Vietnam which resulted in lower orders.

However, despite the decline in revenue, the segment reported a profit before tax of RM418,000 in the current quarter as compared with RM404,000 in the corresponding quarter of the preceding year mainly due to higher profit margin sales mix and a refund of a tax penalty paid in the previous of financial year.

Year to date

The contract manufacturing segment posted a decrease of 21.9% in revenue from RM24.0 million for the 9 months ended 31st March 2013 to RM18.73 million for the 9 months ended 31st March 2014, mainly due to slight decrease in selling prices to penetrate the market and also due to generally slower demand in the consumables market and changes in the importation regulations in Indonesia and Vietnam which resulted in lower orders.

The segment reported a slight decrease in profit before tax from RM1.32 million for the year to date March 2013 to RM1.10 million in the current year which corresponded with the decrease in revenue.

Power & Telecommunication Cables Manufacturing segment (associate company)

Current quarter

Our associate company, Fujikura Federal Cables Sdn Bhd contributed a share of a profit in the current quarter of RM0.98 million as compared with the share of profit of RM4.35 million in the corresponding quarter of the preceding year. The higher share of profit in the preceding year quarter was mainly due to a one off reversal of impairment of a receivable amounting to RM6.09 million.

Year to date

Our associate company's profit before tax for the current year to date of 2014 has decreased from the preceding year from RM5.72 million to RM2.45 million. The decrease was mainly due to a one off reversal of impairment of a receivable amounting to RM6.09 million in the preceding year.

Discontinued Operation (Property Rental segment)

Current quarter

The discontinued operation consists of rental income from properties which have been reclassified as assets classified as held for sale. Rental revenue for the current quarter declined by 15.1% from RM1.15 million in the corresponding quarter of the preceding year to RM0.97 million for the current quarter and profit after tax declined by 18.3% from RM0.82 million in the corresponding quarter of the preceding year to RM0.67 million for the current quarter. The lower revenue and profit were due to lower average occupancy rate as compared with the preceding year.

PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

1. Performance review (cont'd)

Discontinued Operation (Property Rental segment) (cont'd)

Year to date

Rental revenue declined by 25.1% from RM4.19 million in the preceding year to RM3.14 million for the current year to date and profit after tax declined by 37.5% from RM3.29 million in the preceding year to date to RM1.98 million for the current year. The lower revenue and profit were due to the expiry and non-renewal of the en-bloc lease of warehouse properties to a main tenant. The Group has taken over the business of leasing of individual warehouse units to multiple tenants with effect from November 2012 and the decline in revenue and profit were due to vacant units and overall lower rental rate per square feet as compared with the previous lease agreement.

2. Comparison with preceding quarter's result

The Group registered a profit before tax of RM930,000 in the current quarter as compared with RM940,000 in the immediate preceding quarter.

The lower profit registered in the current quarter was mainly due to the decrease in product selling prices which affected the profit in our contract manufacturing segment despite the improvement in the share of profit from our associate company.

3. Commentary of Prospects

Management expects the revenue and profitability of the contract manufacturing to remain challenging in the export markets and the sluggish economy may dampen demand in the remaining period of the financial year.

As for the associate company, which is in the cables industry, the Management expects the business to remain challenging in view of the keen competition in both the local and export markets and sluggish global economy may dampen demand for metal cable products.

As for the discontinued operation, management expects the revenue and profitability from the property rental segment to be weaker in the remaining quarters of the financial year due to the impact of the expiry and non-renewal of a major lease agreement for our warehouse properties and the proposed sale of investment properties to a joint venture company in which the Group has a 50% interest and which is expected to be completed by September 2014. As a result of the expiry of the lease in November 2012, the Group has been managing the leasing of individual warehouse units instead of en-bloc lease of the property to a single tenant. The lower occupancy and rental rates per square feet have adversely affected our revenue and profitability since we started managing the individual leases.

Going forward, the Group expects the contribution from its joint venture property development project to be significant in future years.

FCW HOLDINGS BERHAD (3116-K)

PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

4. Variance on profit forecast

Not applicable

5. Items included in the Consolidated Statement of Comprehensive Income

Total comprehensive income for the period is arrived at after charging/ (crediting) the following items:

	31-03-14 Current Quarter RM'000	31-03-13 Current Quarter RM'000	31-03-14 9-months Cumulative RM'000	31-03-13 9-months Cumulative RM'000
(Gain)/loss on disposal of property, plant & equipment	0	0	(75)	0
Interest income	(126)	(101)	(218)	(241)
Other income	(6)	(2)	(63)	(14)
Interest expenses	50	57	162	178
Depreciation and amortisation	203	198	598	593
(Gain)/loss on foreign exchange	(12)	0	(71)	4
Provision for and write off of receivables	0	0	0	0
Provision for and write off of inventories	0	0	0	0
(Gain)/loss on disposal of Investment	0	0	0	0
(Gain)/loss on derivatives	0	0	0	0
Exceptional items	0	0	0	0

6. Tax

	Current Quarter	Year to date
	RM'000	RM'000
Income tax :		
- Current year		
Continuing Operation	117	282
Discontinued Operation	-	-
	117	282

Current income tax is calculated at the Malaysian statutory tax rate of 25% of the estimated assessable profit for the quarter.

Potential tax benefits to be derived from unused tax losses and unabsorbed capital allowances were recognized as there is strong evidence indicating that it is probable that future taxable profit can be available for utilisation against those unused tax losses and unabsorbed capital allowances.

FCW HOLDINGS BERHAD (3116-K)

PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

7. Status of Corporate Proposal

On 19th September 2013, the Company has announced that it has entered into a Shareholders Agreement with IJM Land Berhad (“IJM Land”) and 368 Segambut Sdn Bhd (“the JV”) to regulate the relationship between the Company and IJM Land as shareholders of the JV to undertake a mixed development of residential and commercial properties project on 4 pieces of land to be acquired by the JV (“Proposed Joint-Venture”).

The Company has also announced on the same date on the proposed disposal by its two wholly-owned subsidiaries, namely Federal Telecommunications Sdn Bhd (“FTSB”) and FCW Industries Sdn Bhd (“FCWI”), of the 4 pieces of land held under Geran Mukim 335 Lot 32661, Geran Mukim 2415 Lot 4719, Geran Mukim 1452 Lot 4722 and Geran Mukim 6242 Lot 54833, all under Mukim Batu, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan for an aggregate cash consideration of RM187,973,520.00 to the JV (“Proposed Disposal”). Sale and Purchase Agreements (“SPAs”) were entered into by FTSB and FCWI respectively with the JV on 19 September 2013 for the Proposed Disposal.

On 14th March 2014, the Company has obtained the shareholders’ approval at an extraordinary general meeting for the Proposed Joint-Venture, the Proposed Disposal, the Proposed Provision of Financial Assistance to the JV and for the Proposed Diversification of the FCW Group’s existing businesses to include property development.

On 1st April 2014, FTSB and FCWI received the total deposit of RM18.8 million in accordance with terms of the SPAs, and the entire amount of deposit received has been placed in fixed deposits with financial institution for the time being.

8. Group Borrowings and Debt Securities

	As at 31-03-14	As at 31-03-13
	RM'000	RM'000
Short term borrowings		
- Bill Payable	0	0
- Term loan payable within a year	288	267
- Hire purchase creditor payable within a year	114	165
Sub Total	402	432
Long Term borrowings		
- Term loan payable > 1 year	1,982	2,479
- Hire purchase creditor payable > 1 year	129	241
Sub Total	2,111	2,720

9. Material Litigation

There is no pending material litigation.

10. Dividend

There was no dividend was recommended for this quarter.

FCW HOLDINGS BERHAD (3116-K)

PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

11. Earnings Per Share

(a) Basic / diluted earnings per share

Basic / diluted earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

	Individual Quarter		Cumulative Quarter	
	31-03-14	31-03-13	31-03-14	31-03-13
	RM'000	RM'000	RM'000	RM'000
Net profit attributable to owners of the Company	1,453	5,365	4,493	9,582
Weighted average number of ordinary shares in issue	249,994	195,767	249,994	195,767
<i>Basic / diluted earnings per share (sen)</i>	<i>0.57</i>	<i>2.74</i>	<i>1.80</i>	<i>4.89</i>

12. Group Realised and Unrealised (Losses)/Profits

	As at 31-03-14 (RM'000)	As at 30-06-13 (RM'000)
The accumulated losses of FCW Holdings Bhd and its subsidiaries:		
- Realised	(92,735)	(91,066)
- Unrealised	-	24
	<u>(92,735)</u>	<u>(91,042)</u>
Total share of (accumulated losses) / retained profits from associated company:		
- Realised	(9,563)	(15,299)
- Unrealised	6,282	9,582
	<u>(96,016)</u>	<u>(96,759)</u>
Less: Consolidation adjustments	143,965	143,965
Total group retained profits as per consolidated accounts	<u>47,949</u>	<u>47,206</u>

By Order of the Board

Lai Sze Pheng
Executive Director

30 May 2014
Kuala Lumpur