

INSTACOM GROUP BERHAD (596299-D)
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FIRST QUARTER ENDED 31 MARCH 2014**

	----- Individual Quarter -----		---- Cumulative Quarter ----	
	Current year quarter 31 March 2014	Preceding year corresponding quarter 31 March 2013	Current year to date 31 March 2014	Preceding year corresponding period 31 March 2013
	RM'000	RM'000	RM'000	RM'000
Revenue	25,051	30,210	25,051	30,210
Cost of Sales	(16,421)	(17,941)	(16,421)	(17,941)
Operational depreciation	(158)	(486)	(158)	(486)
Gross Profit	8,472	11,783	8,472	11,783
Other operating income	250	333	250	333
Administrative Expenses	(2,993)	(3,309)	(2,993)	(3,309)
Depreciation and amortization	(28)	(254)	(28)	(254)
Operating Profit	5,701	8,553	5,701	8,553
Finance cost	(1,043)	(1,597)	(1,043)	(1,597)
Profit Before Tax	4,658	6,956	4,658	6,956
Taxation	-	(128)	-	(128)
Profit After Tax	4,658	6,828	4,658	6,828
Other comprehensive income	-	-	-	-
Total comprehensive income	<u>4,658</u>	<u>6,828</u>	<u>4,658</u>	<u>6,828</u>
Profit attributable to :				
Equity holders of the Company	<u>4,658</u>	<u>6,828</u>	<u>4,658</u>	<u>6,828</u>
Total comprehensive income attributable to :				
Equity holders of the Company	<u>4,658</u>	<u>6,828</u>	<u>4,658</u>	<u>6,828</u>
Weighted average no. of ordinary shares in issue ('000)	702,254	702,254	702,254	702,254
Earnings per share (sen):-				
a) Basic	0.66	0.97	0.66	0.97

The Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2013.

INSTACOM GROUP BERHAD (596299-D)
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2014**

	As at 31 March 2014 (Unaudited) RM'000	As at Preceding Financial Year Ended 31 December 2013 (Audited) RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	29,294	29,147
Finance receivables	15,974	15,974
Goodwill on consolidation	75,776	75,776
	<u>121,044</u>	<u>120,897</u>
Intangible Assets		
Intellectual Property Rights	217	217
Software Licenses	427	427
Development cost	6,913	6,913
	<u>7,557</u>	<u>7,557</u>
Current assets		
Inventories	3,596	3,107
Project work-in-progress	24,990	24,990
Receivables	55,131	57,067
Other investments	9,000	7,121
Tax recoverable	1,155	1,061
Deposits with licensed banks	11,145	12,057
Cash And Cash Equivalents	3,093	3,543
	<u>108,110</u>	<u>108,946</u>
Total Assets	<u>236,711</u>	<u>237,400</u>
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of the Company		
Share capital	70,225	70,225
Share premium	60,864	60,864
Retained profits	37,361	32,703
Shareholders' equity	<u>168,450</u>	<u>163,792</u>
Non-Current liabilities		
Borrowings	7,877	8,356
Hire purchase payables	4,674	4,674
Deferred taxation	-	-
	<u>12,551</u>	<u>13,030</u>
Current liabilities		
Payables	11,456	11,745
Amount owing to Directors	2	4
Bank overdraft	302	4
Borrowings	41,910	46,436
Hire purchase payables	2,040	2,389
Provision for taxation	-	-
	<u>55,710</u>	<u>60,578</u>
Total liabilities	<u>68,261</u>	<u>73,608</u>
Total equity and liabilities	<u>236,711</u>	<u>237,400</u>
Net assets per share attributable to ordinary equity holders of the Company (RM)	<u>0.24</u>	<u>0.23</u>

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

INSTACOM GROUP BERHAD (596299-D)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FIRST QUARTER ENDED 31 MARCH 2014**

	Current year to date 31 March 2014 (Unaudited) RM'000	Preceding year corresponding period 31 March 2013 (Unaudited) RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Taxation	4,658	6,956
Adjustments for Non-cash items	<u>1,131</u>	<u>2,271</u>
Operating profit before working capital changes	5,789	9,227
Changes in working capital		
Net change in inventories and work-in-progress	(489)	4,616
Net change in trade and other receivables	1,936	(8,874)
Net change in trade and other payables	(289)	(865)
Net change in directors account	(2)	53
Net cash from operations	<u>6,945</u>	<u>4,157</u>
Interest paid	(221)	(1,367)
Tax paid	(94)	(647)
Net cash generated from operating activities	<u>6,630</u>	<u>2,143</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Investment by an asset management company	(1,879)	3,185
Placement of fixed deposits	912	(209)
Purchase of plant and equipment	(291)	(1,750)
Development expenditure	-	(450)
Interest income	56	65
Net cash generated from/(used in) investing activities	<u>(1,202)</u>	<u>841</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings	(5,005)	1,258
Hire purchases	(349)	(4,743)
Finance receivables	-	(1,414)
Interest paid	(822)	(229)
Net cash generated used in financing activities	<u>(6,176)</u>	<u>(5,128)</u>
Net Change in Cash and Cash Equivalents	(748)	(2,144)
Cash and Cash Equivalents at beginning of the period	3,539	9,401
Cash and Cash Equivalents at end of the period	<u><u>2,791</u></u>	<u><u>7,257</u></u>
Represented by :		
Cash and bank balances	3,093	8,483
Bank overdrafts	(302)	(1,226)
	<u><u>2,791</u></u>	<u><u>7,257</u></u>

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

INSTACOM GROUP BERHAD (596299-D)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE
FIRST QUARTER ENDED 31 MARCH 2014**

	<-----Non-distributable----->				<-Distributable->	
	Share Capital RM'000	Share Premium RM'000	Capital Redemption Reserves RM'000	Treasury Shares RM'000	Retained Profits/ (Accumulated Losses) RM'000	Total RM'000
As at 31 December 2013 (Audited)	70,225	60,864	-	-	32,703	163,792
Total comprehensive income for the period	-	-	-	-	4,658	4,658
As at 31 March 2014	<u>70,225</u>	<u>60,864</u>	<u>-</u>	<u>-</u>	<u>37,361</u>	<u>168,450</u>

As at preceding year corresponding quarter 31 March 2013

As at 31 December 2012 (Audited)	70,225	60,864	-	-	6,827	137,916
Total comprehensive income for the period	-	-	-	-	6,828	6,828
As at 31 March 2013	<u>70,225</u>	<u>60,864</u>	<u>-</u>	<u>-</u>	<u>13,655</u>	<u>144,744</u>

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

INSTACOM GROUP BERHAD (596299-D)

NOTES TO THE QUARTERLY REPORT

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARDS (“FRS”) 134: INTERIM FINANCIAL REPORTING

A1. Accounting policies and methods of computation

The interim financial statements are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and is in compliance with Financial Reporting Standards ("FRS") 134: Interim Financial Reporting.

The condensed consolidated interim financial report should be read in conjunction with the audited financial statements of the Group for the Financial Year Ended ("FYE") 31 December 2013 and the accompanying explanatory notes attached to the interim financial report.

The accounting policies and methods of computation adopted by Instacom Group Berhad (“Instacom”) and its subsidiaries ("Group") for these interim financial statements are in compliance with the new and revised FRSs issued by the Malaysian Accounting Standards Board ("MASB").

A2. Adoption of new and revised accounting policies

The Group has adopted the Malaysian Financial Reporting Standards framework (“MFRS Framework”) framework issued by MASB. This MFRS Framework was introduced by the MASB in order to fully converge the Malaysian’s existing FRS framework with the International Financial Reporting Standards framework issued by the International Accounting Standard Board.

The Group has adopted all the new and revised MFRSs, Interpretations and Technical Releases that are relevant and effective for accounting periods beginning on or after 1 January 2014. The adoption of these new and revised MFRSs, Interpretations and Technical Releases did not result in any changes to the significant accounting policies adopted by the Group.

A3. Qualification on the Auditors’ Report of preceding annual financial statements

There was no audit qualification to the annual audited financial statements of the Group for the FYE 31 December 2013.

A4. Seasonal or cyclical factors

The business operations within the industry are not affected by seasonal and cyclical factors.

A5. Unusual Items

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current financial quarter under review and financial year-to-date.

A6. Changes in estimates of amounts reported

There were no changes in estimates that have had a material effect on the current financial quarter under review and financial year-to-date.

A7. Issuance or repayment of debt and equity securities

There was no issuance or repayment of debt or equity securities, share buy-backs, share cancellations, share held as treasury shares and resale of treasury shares for the current financial quarter under review and financial year-to-date.

A8. Dividend paid

There was no dividend paid nor declared for the current financial quarter under review.

A9. Segmental information

The Group is organised into the following operating segments:-

- a. Civil, mechanical and electrical works (“CME”)
- b. Telecommunication equipment installation (“TI”)
- c. Turnkey Build and Finance (“TBF”)

Quarter Ended 31 March 2014	CME RM'000	TI RM'000	TBF RM'000	Elimi- nations RM'000	Consoli- dated RM'000
Revenue from external customers	20,549	2,125	2,377	-	25,051
Operating expenses (inclusive of depreciation charges)	(13,227)	(1,807)	(1,545)	-	(16,579)
Gross Profit	7,322	318	832	-	8,472
Profit before taxation					4,658
Income tax expenses					-
Profit after tax					4,658
Other comprehensive income					-
Total Comprehensive Income					4,658

The Group's segmental information by geographical location is not shown as the activities of the Group are in Malaysia.

A10. Valuation of property, plant and equipment

The Company has not carried out valuation on its property, plant and equipment in the current financial quarter under review and financial year-to-date.

A11. Capital commitments

There are no material capital commitments in respect of property, plant and equipment as at 31 March 2014.

A12. Capital Expenditure

The major additions and disposals of the property, plant and equipment during the current financial quarter under review and financial year-to-date were as follows:-

	Current Quarter Ended 31 March 2014 RM'000	Cumulative Year-to-Date 31 March 2014 RM'000
Property, plant & equipment: Additions	291	291

A13. Changes in the composition of the Group

There were no changes in the composition of the Group for the current financial quarter under review.

A14. Contingent liabilities and contingent assets

There were no contingent liabilities or contingent assets since the last audited financial statements of the Group for the FYE 31 December 2013.

A15. Subsequent material events

There are no material events subsequent to the financial period ended 31 March 2014 that have not been reflected in this interim financial report.

A16. Significant related party transactions

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

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

B1. Review of the performance of the Company

For the current financial quarter ended 31 March 2014, the Group recorded revenue of RM25.051 million and profit before tax of RM4.658 million.

Compared to the preceding financial quarter ended 31 December 2013, the Group recorded an increase of RM7.571 million in revenue and RM1.450 million in profit before tax, which were mainly due to the higher roll-out of the major projects currently undertaken by the Group.

When compared to the previous year corresponding financial quarter, the Group recorded a decrease of RM5.159 million in revenue. The decrease in revenue is mainly attributable to the decreased contribution from the TI segment, due to lower work orders received for the first three months of 2014 as compared to 2013. Profit before tax decreased by RM2.298 million due to the lower revenue and also due to the higher cost of sales incurred during the current financial quarter.

Revenue by segment :

	Current financial quarter ended 31 March 2014 (RM'000)	Preceding financial quarter ended 31 March 2013 (RM'000)	Current financial period-to-date 31 March 2014 (RM'000)	Preceding Financial period- to-date 31 March 2013 (RM'000)
CME	20,549	18,223	20,549	18,223
TI	2,125	9,642	2,215	9,642
TBF	2,377	1,414	2,377	1,414
ICT	- [^]	931	- [^]	931
Total	25,051	30,210	25,051	30,210

[^] discontinued

CME

CME was the main revenue contributor for the current financial quarter ended 31 March 2014, comprising 82.0% of the total revenue for the quarter. When compared to the corresponding financial quarter in the in the preceding year, CME recorded an increase of RM2.326 million, mainly attributable to the higher roll-out of the major projects currently undertaken by the Group.

TI

TI revenue decreased by RM7.517 million when compared to the corresponding financial quarter in the preceding year. The decrease was due to the lower number of TI works being commissioned by customers. For the current financial quarter, TI's revenue comprised 8.5% of the total revenue.

TBF

TBF revenue increased by RM0.963 million when compared to the corresponding financial quarter in the in the preceding year. The marginal increase was due to the normal fluctuations between financial quarters as the TBF revenues are not spread evenly throughout the year.

B2. Comparison to the results of the preceding quarter

	Current Quarter 31 March 2014 RM'000	Preceding Quarter 31 December 2013 RM'000
Revenue	25,051	17,480
Profit before tax	4,658	3,208

Compared to the preceding financial quarter, the Group recorded an increase of RM7.571 million in revenue and RM1.450 million in profit before tax, which were mainly due to the higher roll-out of the major projects currently undertaken by the Group.

B3. Prospects for the current financial year

Telecommunications coverage in Sarawak is expected to rise to 90 per cent next year with the construction of 149 new towers in the state, Communication and Multimedia Minister Datuk Seri Ahmad Shabery Cheek said here yesterday. He said the tenders for the construction of these towers had been issued and work would begin by the end of this year at the latest. The construction of the towers was expected to cost RM200 million, and it was part of the ministry's plan to build 400 towers throughout the country.

(Source : The Borneo Post Online, 13 May 2014)

B4. Profit forecast and profit estimate

The Group has not issued any profit forecast or profit estimate for the current financial quarter under review or in any public documents.

B5. Taxation

	Current Quarter Ended 31 March 2014 RM'000	Cumulative Year-to-Date 31 March 2014 RM'000
Current tax	-	-
	-	-

The effective tax rate of the Group for the current financial and cumulative quarter is Nil, due to the set-off with over provision in previous year, tax reimbursements, taxation losses and capital allowances carried forward of the Group.

B6. Status of corporate proposals

As at the date of issuance of this interim financial report, there are no corporate proposals announced but not completed.

B7. Status of utilisation of proceeds

As at the date of this report, the Company has fully utilized the proceeds raised from all its fund raising activities.

B8. Realised and Unrealised Profits

The breakdown of retained profits/(accumulated losses) of the Group and Company for the financial quarter ended 31 March 2014 and the preceding year corresponding period 31 March 2013, is as follows :-

	Group Quarter Ended 31 March 2014 RM'000	Group Quarter Ended 31 March 2013 RM'000
Total retained profits of the Group:		
- Realised	62,045	47,466
- Unrealised	-	(581)
	<hr/> 62,045	<hr/> 46,885
Less : Consolidation adjustments	(24,684)	(33,230)
Total Group retained profits as per consolidated accounts	<hr/> <hr/> 37,361	<hr/> <hr/> 13,655
	Company Quarter Ended 31 March 2014 RM'000	Company Quarter Ended 31 March 2013 RM'000
Total retained profit/(accumulated losses) of the Company :		
- Realised	35,195	(332)
- Unrealised	-	-
Total Company's retained profits/(accumulated losses) as per accounts	<hr/> <hr/> 35,195	<hr/> <hr/> (332)

B9. Group borrowings and debt securities

The Group's borrowings as at 31 March 2014 are as follows:-

	Short Term RM'000	Long Term RM'000
<u>Secured</u>		
Term loans	11,948	7,877
Project revolving credit	29,962	-
Hire Purchase Creditors	2,040	4,674
	<hr/> 43,950	<hr/> 12,551

B10. Material Litigation

There was no material litigation as at the date of issuance of this announcement.

B11. Dividends

No interim dividends have been declared during the current financial quarter under review.

B12. Profit/Loss for the period

	Current Quarter Ended 31 March 2014 RM'000	Cumulative Year-to-Date 31 March 2014 RM'000
This is arrived at after charging :-		
Depreciation and amortisation	186	186
Gains on disposal of property, plant and equipment	(42)	(42)

Other disclosure items pursuant to Note 16 of Appendix 9B of the ACE Market Listing Requirements of Bursa Securities are not applicable.

B13. Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the equity holders of the Company by the weighted average number of shares in issue for the period.

	Individual Quarter		Cumulative Quarter	
	Current Quarter	Preceding Year Corresponding Quarter	Current Year-To- Date	Preceding Year Corresponding Period
	31 March 2014	31 March 2013	31 March 2014	31 March 2013
Profit attributable to the equity holders of the Company (RM'000)	4,658	6,828	4,658	6,828
Weighted average number of shares in issue ('000)	702,254	702,254	702,254	702,254
Basic earnings per share (sen)	0.66	0.97	0.66	0.97

(b) Diluted earnings per share

Diluted earnings per share is not applicable for the financial period as the unexercised convertible warrants were anti-dilutive in nature. This is due to the average market share price of the Company being below the exercise price of the warrants.

By Order of the Board

Laang Jhe How (MIA 25193)
Anne Kung Soo Ching (MIA 8449)
(Company Secretaries)

Date: 30 May 2014