

TAMCO CORPORATE HOLDINGS BERHAD

(Incorporated in Malaysia)

(Company No : 6614-W)

**CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 31 AUGUST 2007***THE FIGURES HAVE NOT BEEN AUDITED*

	Individual Quarter		Cummulative 3 months ended	
	31.08.2007 RM'000	31.08.2006 RM'000	31.08.2007 RM'000	31.08.2006 RM'000
Revenue	99,637	109,257	99,637	109,257
Cost of sales	<u>(79,645)</u>	<u>(85,165)</u>	<u>(79,645)</u>	<u>(85,165)</u>
Gross profit	19,992	24,092	19,992	24,092
Other income	2,129	542	2,129	542
Selling and distribution expenses	(7,747)	(8,124)	(7,747)	(8,124)
Administrative expenses	(5,438)	(5,585)	(5,438)	(5,585)
Other expenses	<u>(2,162)</u>	<u>(2,905)</u>	<u>(2,162)</u>	<u>(2,905)</u>
Profit from operations	6,774	8,020	6,774	8,020
Finance costs	<u>(2,093)</u>	<u>(2,086)</u>	<u>(2,093)</u>	<u>(2,086)</u>
Profit after finance costs	4,681	5,934	4,681	5,934
Share of results of associates	<u>(270)</u>	<u>(222)</u>	<u>(270)</u>	<u>(222)</u>
Profit before taxation	4,411	5,712	4,411	5,712
Taxation	<u>(275)</u>	<u>(1,941)</u>	<u>(275)</u>	<u>(1,941)</u>
Profit after taxation	<u>4,136</u>	<u>3,771</u>	<u>4,136</u>	<u>3,771</u>
Attributable to:				
Shareholders of the parent	4,136	3,771	4,136	3,771
Minority interest	-	-	-	-
	<u>4,136</u>	<u>3,771</u>	<u>4,136</u>	<u>3,771</u>
Earnings per share attributable to shareholders of the parent:				
- basic (sen)	1.59	1.45	1.59	1.45
- diluted (sen)	N/A	N/A	N/A	N/A

The Condensed Consolidated Income Statements should be read in conjunction with the Company's Audited Financial Statements for the financial year ended 31 May 2007 and the accompanying notes to the Interim Financial Report

TAMCO CORPORATE HOLDINGS BERHAD
(Incorporated in Malaysia)
(Company No : 6614-W)
CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 AUGUST 2007

	31.08.2007 RM'000 (Unaudited)	31.05.2007 RM'000 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	45,831	46,505
Prepaid lease payments	14,698	14,501
Investment in associates	9,717	9,987
Intangible assets	7,161	8,591
Goodwill on consolidation	17,016	17,016
Deferred tax assets	228	322
	<u>94,651</u>	<u>96,922</u>
Current assets		
Inventories	122,453	104,371
Trade receivables	185,371	198,363
Other receivables	9,051	8,270
Tax recoverable	3,400	1,653
Amount due from associates	403	400
Short term deposits with licensed banks	12,947	4,607
Cash and bank balances	12,459	11,983
	<u>346,084</u>	<u>329,647</u>
TOTAL ASSETS	<u><u>440,735</u></u>	<u><u>426,569</u></u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	129,744	129,744
Translation reserve	(2,340)	(3,504)
Retained profits	32,523	28,387
Total equity	<u>159,927</u>	<u>154,627</u>
Non-current liabilities		
Deferred tax liabilities	401	484
Retirement benefit obligations	1,652	1,579
Borrowings	913	61,313
	<u>2,966</u>	<u>63,376</u>
Current liabilities		
Trade payables	100,609	100,720
Other payables	30,900	33,284
Amount due to associates	774	774
Amount due to related companies	41	44
Borrowings	144,733	73,176
Provision for taxation	785	568
	<u>277,842</u>	<u>208,566</u>
Total liabilities	<u>280,808</u>	<u>271,942</u>
TOTAL EQUITY AND LIABILITIES	<u><u>440,735</u></u>	<u><u>426,569</u></u>
Net assets per share (RM)	0.62	0.60

The Condensed Consolidated Balance Sheet should be read in conjunction with the Company's Audited Financial Statements for the financial year ended 31 May 2007 and the accompanying notes to the Interim Financial Report

TAMCO CORPORATE HOLDINGS BERHAD

(Incorporated in Malaysia)

(Company No : 6614-W)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL QUARTER ENDED 31 AUGUST 2007

THE FIGURES HAVE NOT BEEN AUDITED

	Attributable to Equity Holders of the Parent					Total Equity RM'000
	Share capital RM'000	Non- distributable Translation reserve RM'000	Distributable Retained profits RM'000	Total RM'000	Minority Interest RM'000	
Financial quarter ended 31 August 2007						
Balance as at 1 June 2007	129,744	(3,504)	28,387	154,627	-	154,627
Currency translation differences, representing net income recognised directly in equity	-	1,164	-	1,164	-	1,164
Net profit for the financial period	-	-	4,136	4,136	-	4,136
Total recognised income and expenses for the financial period	-	1,164	4,136	5,300	-	5,300
Balance as at 31 August 2007	<u>129,744</u>	<u>(2,340)</u>	<u>32,523</u>	<u>159,927</u>	-	<u>159,927</u>
Financial quarter ended 31 August 2006						
Balance as at 1 June 2006	129,744	(3,127)	11,566	138,183	49	138,232
Currency translation differences, representing net income recognised directly in equity	-	167	-	167	(12)	155
Net profit for the financial period	-	-	3,771	3,771	-	3,771
Total recognised income and expenses for the financial period	-	167	3,771	3,938	(12)	3,926
Balance as at 31 August 2006	<u>129,744</u>	<u>(2,960)</u>	<u>15,337</u>	<u>142,121</u>	37	<u>142,158</u>

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Company's Audited Financial Statements for the financial year ended 31 May 2007 and the accompanying notes to the Interim Financial Report

TAMCO CORPORATE HOLDINGS BERHAD

(Incorporated in Malaysia)

(Company No : 6614-W)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL QUARTER ENDED 31 AUGUST 2007***THE FIGURES HAVE NOT BEEN AUDITED*

	Cumulative 3 months ended	
	31.08.2007	31.08.2006
	RM'000	RM'000
Cash flow from operating activities		
Profit before taxation	4,411	5,712
Adjustments for:		
Depreciation of property, plant and equipment	1,623	1,739
Provision for retirement benefits	161	181
Amortisation of development expenditure	2,038	1,893
Allowance for doubtful debts	1	-
Bad debts recovered	(11)	-
Interest expense	2,093	2,086
Interest income	(39)	(262)
Gain on foreign exchange	(1,927)	-
Share in results of associates	270	222
Operating profit before working capital changes	8,620	11,571
Inventories	(18,081)	4,335
Receivables	14,148	(27,223)
Payables	(2,500)	9,610
Associates	(5)	(62)
Holding, subsidiaries and related companies	(4)	(209)
Cash generated from/(used in) operations	2,178	(1,978)
Income taxes paid	(1,684)	(413)
Retirement benefits paid	(80)	(78)
Development expenditure	(200)	(1,267)
Net cash generated from/(used in) operating activities	214	(3,736)

TAMCO CORPORATE HOLDINGS BERHAD

(Incorporated in Malaysia)

(Company No : 6614-W)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL QUARTER ENDED 31 AUGUST 2007
(continued)***THE FIGURES HAVE NOT BEEN AUDITED*

	Cumulative 3 months ended	
	31.08.2007	31.08.2006
	RM'000	RM'000
Cash flow from investing activities		
Interest received	39	262
Proceeds from disposal of property, plant and equipment	4	-
Purchase of property, plant and equipment	(604)	(4,714)
Net cash used in investing activities	(561)	(4,452)
Cash flow from financing activities		
Interest paid	(2,093)	(2,086)
Repayment of Bai' Bithaman Ajil Serial Bonds	-	(20,000)
Repayment of hire purchase and finance lease	(381)	(76)
Drawdown of bank borrowings	12,186	7,094
Net cash used in financing activities	9,712	(15,068)
Net change in cash and cash equivalents	9,365	(23,256)
Cash and cash equivalents at beginning of financial period	4,479	42,922
Effects of exchange rate changes	(211)	(1,188)
Cash and cash equivalents at end of financial period	<u>13,633</u>	<u>18,478</u>
The cash and cash equivalents comprise:		
Cash and bank balances	12,459	8,299
Short term deposits with licensed banks	12,947	18,764
Bank overdrafts	(11,773)	(8,585)
	<u>13,633</u>	<u>18,478</u>

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Company's Audited Financial Statements for the financial year ended 31 May 2007 and the accompanying notes to the Interim Financial Report



TAMCO CORPORATE HOLDINGS BERHAD

(Incorporated in Malaysia)

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**NOTES TO THE INTERIM FINANCIAL REPORT
FOR THE FINANCIAL QUARTER ENDED 31 AUGUST 2007**

**A. EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT PURSUANT TO
FINANCIAL REPORTING STANDARD ("FRS") 134**

1 Basis of preparation

The Interim Financial Report of Tamco Corporate Holdings Berhad ("Tamco") and its subsidiaries ("Group") is unaudited and has been prepared in accordance with the Financial Reporting Standards ("FRS") 134: Interim Financial Reporting and Rule 9.22(b) of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market ("MESDAQ Listing Requirements").

The Interim Financial Report of the Group should be read in conjunction with the Group's Audited Financial Statements for the financial year ended 31 May 2007. These explanatory notes attached to the Interim Financial Report provide an explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 May 2007.

2 Changes in accounting policies

The significant accounting policies adopted by the Group in this Interim Financial Report are consistent with those adopted in the Group's most recent Audited Financial Statements for the financial year ended 31 May 2007 except for the adoption of the following applicable new/revised FRS:

<u>FRSs and Amendments to FRSs</u>	<u>Effective for financial periods beginning on or after</u>
FRS 117: Leases	1 October 2006
FRS 124: Related Party Disclosures	1 October 2006

The adoption of the revised FRS 117 has resulted in a retrospective change in the accounting policy relating to the classification of leasehold land. The up front payments made for the leasehold land represents prepaid lease payments and are amortised on a straight line basis over the lease term. Prior to 1 July 2007, leasehold land of RM14,501,000 was classified as property, plant and equipment and was stated at cost less accumulated depreciation and impairment losses.

The adoption of 124 does not have significant financial impact on the Group except for additional disclosure requirements.

3 Auditors' report on preceding annual financial statements

The auditors did not qualify the Group's Audited Financial Statements for the financial year ended 31 May 2007.

4 Seasonality or cyclicity of interim operations

During the financial quarter ended 31 August 2007, the operations of the Group were not significantly affected by any seasonal and cyclical factors.

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Notes to the Interim Financial Report for the financial quarter ended 31 August 2007

5 Items of unusual nature and amount

During the financial quarter ended 31 August 2007, there were no items affecting the assets, liabilities, equity, net income or cash flows of the Group that are unusual by reason of their nature, size or incidence.

6 Changes in estimates

There were no changes in estimates that have a material effect on the results for the financial quarter ended 31 August 2007.

7 Debt and equity securities

There were no issuances, cancellations, repurchases and resale of debt securities and equity securities during the financial quarter ended 31 August 2007.

8 Dividends paid

There was no dividend paid during the financial quarter ended 31 August 2007.

9 Segmental information

The consolidated revenue and results of the Group for the financial quarter ended 31 August 2007, analysed by business segments, are as follows:

	Switchgear RM'000	System integration & trading RM'000	Elimination RM'000	Consolidated RM'000
<u>Financial period ended 31 August 2007</u>				
External sales	83,871	15,766		99,637
Inter-segment sales	5,464	240	(5,704)	-
Total revenue	<u>89,335</u>	<u>16,006</u>	<u>(5,704)</u>	<u>99,637</u>
Segment results	6,738	(3)	-	6,735
Finance costs				(2,093)
Interest income				39
Share of results of associates				(270)
Profit before taxation				<u>4,411</u>
Taxation				(275)
Profit after taxation before minority interest				<u>4,136</u>
<u>Financial period ended 31 August 2006</u>				
External sales	83,378	25,879		109,257
Inter-segment sales	4,319	745	(5,064)	-
Total revenue	<u>87,697</u>	<u>26,624</u>	<u>(5,064)</u>	<u>109,257</u>
Segment results	6,155	1,603	-	7,758
Finance costs				(2,086)
Interest income				262
Share of results of associates				(222)
Profit before taxation				<u>5,712</u>
Taxation				(1,941)
Profit after taxation before minority interest				<u>3,771</u>

10 Carrying amount of revalued assets

The valuations of property, plant and equipment have been brought forward, without amendments, from the Group's Audited Financial Statements for the financial year ended 31 May 2007.

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

11 Subsequent events

There were no material events subsequent to the end of the financial quarter ended 31 August 2007 up to the date of the Interim Financial Report except as disclose in Note 9 of Section B.

12 Changes in composition of the Group

There were no material changes in the composition of the Group for the financial quarter ended 31 August 2007, including business combinations, acquisition or disposal of subsidiaries and long term investments, restructurings and discontinuing operations except as disclose in Note 9 of Section B.

13 Contingent liabilities

	Company	
	31-08-2007	31-05-2007
	RM'000	RM'000
Unsecured:		
Potential performance-based consideration of acquisition	5,100	16,700
Corporate guarantees given to financial institutions for facilities granted to subsidiaries	44,363	39,010
	44,363	39,010

The potential performance-based consideration of RM5.1 million is dependent on achievement of minimum profit requirements by Decom Limited ("Decom") in accordance with the sale and purchase agreement entered into between the Company and the vendors of Decom as mentioned in Note 8 of Section B. The contingent liability is unlikely to be payable as the Directors are of the reasonable view that the stipulated profit requirements will not be met.

B. ADDITIONAL INFORMATION REQUIRED BY THE MESDAQ LISTING REQUIREMENTS

1 Performance review for the current financial quarter against previous financial year corresponding quarter

The Group reported revenue of RM99.6 million for the financial quarter ended 31 August 2007 compared to RM109.3 million a year ago. Correspondingly, profit before taxation decreased to RM4.4 million from RM5.7 million for the same period.

Although the Group posted lower results, the Switchgear business remained robust. The Switchgear business achieved a marginally higher revenue of RM89.3 million compared to RM87.7 million in the previous financial year. Segmental profit grew to RM6.7 million from RM6.2 million a year ago. The strong demand for switchgears, especially from the Middle East and Malaysia, continues to contribute positively to the Switchgear business. Management will focus on quality delivery of products and services to grow the business in the immediate future as new capacity will be operational by early next financial year.

The System Integration & Trading business segment reported lower revenue of RM16.0 million compared to RM26.6 million in the corresponding period last financial year. The decrease in revenue was mainly due to lesser number of projects secured by the System Integration business. The segment broke-even for the quarter compared to a profit of RM1.6 million last financial year.

2 Material change in the profit after taxation for the current financial quarter as compared with immediate preceding financial quarter

On a quarterly basis, the revenue decreased to RM99.6 million from RM110.5 million in the immediate preceding quarter. The unexpected lower deliveries in China were the main contributing factor for the decrease. However, the situation is expected to improve in the later part of the financial year. Marketing efforts are being stepped up to secure more tenders. Profit before taxation decreased to RM4.4 million from RM5.3 million in the preceding quarter, which is in line with the lower revenue.

3 Prospects for the financial year

As mentioned in Note 9 of Section B, the Company has entered into a Conditional Share Sale Agreement to dispose off its switchgear business ("Proposed Disposals").

The Proposed Disposals are expected to result in a one-time gain on disposal of approximately RM149 million to the Group after netting off estimated expenses relating to the Proposed Disposals of RM12 million. As the Proposed Disposals are expected to be completed by the first half of year 2008, the Proposed Disposals are expected to significantly impact the earnings per share of the Tamco group for the financial year ending 31 May 2008.

Upon completion of the Proposed Disposals, the companies to be disposed would cease to be subsidiaries of Tamco and Tamco would not consolidate the earnings of these companies. However, the loss of future earnings contribution from these companies will be offset by the one-time gain on disposal of approximately RM149 million mentioned above. In addition, Tamco would benefit from interest savings arising from the repayment of Bonds, if part of the proceeds are utilised to repay the

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Notes to the Interim Financial Report for the financial quarter ended 31 August 2007

Bonds, and interest income earned on surplus funds placed in interest bearing deposits.

Upon completion of the Proposed Disposals, the Company may be classified by Bursa Malaysia Securities Berhad as a "Cash Company" under Guidance Note No. 2/2006 of MESDAQ Listing Requirements and an affected listed issuer under Guidance Note No. 3/2006 of MESDAQ Listing Requirements.

4 Forecast profit, profit guarantee and internal targets

The Group did not provide any profit forecast, profit guarantee and internal targets in any publicly available documents or announcements.

5 Taxation

	Individual Quarter		Cummulative 3 months ended	
	31.08.2007 RM'000	31.08.2006 RM'000	31.08.2007 RM'000	31.08.2006 RM'000
Income tax:				
Malaysian	126	1,643	126	1,643
Foreign	149	129	149	129
Over/(under) provision in prior years				
Malaysian	-	185	-	185
Foreign	-	(347)	-	(347)
Deferred taxation:				
Relating to originating and reversal of temporary differences	-	(6)	-	(6)
Under provision in prior years	-	337	-	337
	<u>275</u>	<u>1,941</u>	<u>275</u>	<u>1,941</u>

The Group's effective tax rate for the financial quarter ended 31 August 2007 was lower than the statutory rate due to certain non-taxable income in the overseas subsidiary.

6 Sale of unquoted investments and properties

There were no disposals of unquoted investments and properties for the current financial quarter ended 31 August 2007.

7 Quoted securities

There were no purchases of quoted securities for the financial quarter ended 31 August 2007. As at balance sheet date, the Group has no investment in quoted securities.

8 Utilisation of proceeds

On 29 June 2004, the Company had issued 35,000,000 new ordinary shares of RM0.50 each in the Company ("Tamco Shares") to certain Bumiputera investors approved by the Ministry of International Trade and Industry at an issue price of RM0.50 per Tamco Share ("Bumiputera Placement"). The Company has utilised/ plans to utilise the gross proceeds of RM17.5 million from its Bumiputera Placement in the following manner:

Purpose/ Explanation	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation	Deviation RM'000	%
(i) Acquisition of additional businesses in switchgear and power technology to expand the range of product offerings of Tamco Group	5,600	^{(1),(2)} 5,600	N/A	-	
(ii) Part finance of construction cost for new factory in Bukit Raja	10,400	-	31 December 2009	(10,400)	59.4
(iii) Estimated listing expenses	1,500	1,500		-	-
Total	17,500	7,100		(10,400)	59.4

Notes:

(1) On 6 September 2004, the Company had entered into a conditional sale and purchase agreement ("SPA") with Klaus Bodenstern, Heinz Dieter Max Franz Juette and Guenter Leonhardt to acquire 600,000 ordinary shares of HKD 1.00 each in Decom representing 60% equity interest of the issued and fully paid-up share capital of Decom for a total cash consideration of up to EUR4.6 million (approximately RM21.5 million based on the exchange rate of RM4.67:EUR1.00), subject to the terms and conditions of the SPA ("Decom Acquisition"). The first tranche of the transaction was completed on 18 November 2004.

On 18 November 2004, the Company paid a sum of EUR800,000 (RM4.052 million), being 80% of the initial purchase price of EUR1.0 million upon the conditional completion of Decom Acquisition to the vendors of Decom and on 2 February 2005, the Company paid the balance of EUR200,000 (RM1.0 million), being 20% of the initial purchase price of EUR1.0 million.

(2) Inclusive of the expenses incurred in the Decom Acquisition amounting to RM0.548 million.

The Company had on 28 June 2007 announced that the Company proposes to undertake a variation to the utilisation of RM10.4 million in proceeds raised from the Bumiputera Placement to part finance the construction cost of the Bukit Raja factory in Klang, Selangor and the extension of time for the said utilisation of proceeds to 31 December 2009. The variation of proceeds and extension of time was approved by the Securities Commission on 29 July 2007.

9 Status of corporate proposals

The status of corporate proposals announced but not completed as at the date of this Interim Financial Report are:

(a) On 31 July 2007, the Company entered into a conditional sale of business agreement with Tamco Switchgear (Malaysia) Sdn Bhd ("TSM"), a wholly-owned subsidiary of the Company, to transfer the assets and liabilities in relation to the switchgear business ("Switchgear Business") carried on by the Company to TSM (the "Proposed Internal Reorganisation").

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Notes to the Interim Financial Report for the financial quarter ended 31 August 2007

The Proposed Internal Reorganisation is subject to the fulfilment of certain conditions precedent as stipulated in the conditional sale of business agreement. As at the date of this Interim Financial Report, the Proposed Internal Reorganisation has not been completed.

- (b) On 11 October 2007, the Company entered into a Conditional Share Sale agreement with Larsen & Toubro Limited ("L&T") to dispose of its switchgear business for a total consideration of RM378.0 million ("Proposed Disposals"). The Proposed Disposals will be carried out via the disposal of the Company's entire equity interests in four subsidiaries, namely TSM, Tamco Shanghai Switchgear Co Ltd, Tamco Electrical Industries Australia Pty Ltd and PT Tamco Indonesia.

As at the date of this Interim Financial Report, the Proposed Disposals have not been completed pending the fulfilment of certain conditions precedent and approvals from the relevant authorities, shareholders and financiers.

10 Group borrowings

Group borrowings denominated in their functional currencies are as follows:

	31.08.2007 RM'000	31.05.2007 RM'000
Short term borrowings		
Secured:		
Ringgit Malaysia	60,673	572
Unsecured:		
Ringgit Malaysia	53,225	42,571
US Dollar	15,628	13,184
Hong Kong Dollar	6,776	12,301
Singapore Dollar	45	80
Chinese Renminbi	3,805	-
Australia Dollar	4,581	4,468
	<u>144,733</u>	<u>73,176</u>
Long term borrowings		
Secured:		
Ringgit Malaysia	551	60,000
Unsecured:		
Ringgit Malaysia	362	1,127
Singapore Dollar	-	186
	<u>913</u>	<u>61,313</u>
	<u>145,646</u>	<u>134,489</u>

Note: Foreign currencies denominated borrowings are stated at Ringgit Malaysia equivalent as at the reporting dates stated above.

11 Off balance sheet financial instruments

Save as disclosed in Section 8 above, the Group does not have any off balance sheet financial instruments as at the date of this Interim Financial Report.

12 Material litigation

The Group does not have any material litigation as at the date of this Interim Financial Report.

13 Dividends payable

The Directors do not recommend the payment of any dividend for the current financial quarter ended 31 August 2007. There is no dividend declared or recommended for the previous corresponding quarter.

14 Earnings per share**(a) Basic earnings per share**

The basic earnings per share is calculated by dividing the net profit attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the financial period as follows:

	Individual Quarter		Cummulative 3 months ended	
	31.08.2007	31.08.2006	31.08.2007	31.08.2006
Number of ordinary shares ('000)	259,488	259,488	259,488	259,488
Net profit attributable to shareholders of the parent (RM'000)	4,136	3,771	4,136	3,771
Basic earnings per share (sen)	1.59	1.45	1.59	1.45

(b) Fully diluted earnings per share

The Group has no potential ordinary shares in issue as at balance sheet date and therefore, diluted earnings per share have not been presented.

BY ORDER OF THE BOARD

Choo Se Eng
Stephen Geh Sim Whye
Secretaries
Petaling Jaya

30 October 2007