

MTOUCHE TECHNOLOGY BERHAD
Company no. 656395-X
(Incorporated in Malaysia)

**INTERIM FINANCIAL REPORT FOR THE FOURTH QUARTER
ENDED 31 DECEMBER 2010**

STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER 31 DECEMBER 2010 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 31 DECEMBER 2009 RM'000	CURRENT YEAR TO-DATE 31 DECEMBER 2010 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 31 DECEMBER 2009 RM'000
Revenue	11,671	10,264	44,080	42,733
Cost of sales	(6,820)	(7,640)	(28,376)	(28,392)
Gross profit	<u>4,851</u>	<u>2,624</u>	<u>15,704</u>	<u>14,341</u>
Administrative expenses	(3,120)	(2,775)	(10,687)	(12,025)
Other expenses	(319)	(51,563)	(1,803)	(52,309)
EBITDA*	<u>1,412</u>	<u>(51,714)</u>	<u>3,214</u>	<u>(49,993)</u>
Other income	407	(1,093)	1,213	669
Finance costs	(7)	(317)	(303)	(592)
Depreciation and amortisation	(521)	(809)	(2,333)	(3,281)
Share of results of associates	(300)	(12,276)	454	(11,714)
Profit/(loss) before taxation	<u>991</u>	<u>(66,209)</u>	<u>2,245</u>	<u>(64,911)</u>
Taxation	(742)	(277)	(742)	(278)
Profit/(loss) for the period	<u>249</u>	<u>(66,486)</u>	<u>1,503</u>	<u>(65,189)</u>
Other comprehensive income				
Exchange difference on translating foreign operations	(448)	375	(1,111)	(450)
Total comprehensive income	<u>(199)</u>	<u>(66,111)</u>	<u>392</u>	<u>(65,639)</u>
Total profit/(loss) attributable to:				
Equity holders of the parent	(125)	(66,287)	1,129	(65,244)
Minority interests	374	(199)	374	55
	<u>249</u>	<u>(66,486)</u>	<u>1,503</u>	<u>(65,189)</u>
Total comprehensive income attributable to :				
Equity holders of the parent	(573)	(65,912)	18	(65,694)
Minority interests	374	(199)	374	55
	<u>(199)</u>	<u>(66,111)</u>	<u>392</u>	<u>(65,639)</u>
Profit/(loss) per share attributable to equity holders of the parent				
- Basic/diluted (sen)	<u>(0.06)</u>	<u>(51.87)</u>	<u>0.52</u>	<u>(51.06)</u>

* - EBITDA denotes "Earnings Before Interest, Tax, Depreciation and Amortisation"

The unaudited condensed consolidated income statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements on pages 5 to 12.

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STATEMENT OF FINANCIAL POSITION

	AS AT 31 DECEMBER 2010 (UNAUDITED) RM'000	AS AT 31 DECEMBER 2009 (AUDITED) RM'000
Non-current assets		
Plant and equipment	889	1,593
Intangible assets	6,339	8,399
Investments in associates	7,369	6,915
Other investment	-	713
Deferred tax assets	877	1,315
Current assets		
Trade and other receivables	13,009	12,789
Tax recoverable	198	216
Cash and bank balances	14,882	8,443
	<u>28,089</u>	<u>21,448</u>
Current liabilities		
Borrowings	-	1,730
Trade and other payables	13,215	11,462
	<u>13,215</u>	<u>13,192</u>
Net current assets	<u>14,874</u>	<u>8,256</u>
	<u>30,348</u>	<u>27,191</u>
Financed by:		
Capital and reserves		
Equity attributable to equity holders of the parent		
Share capital	24,283	13,612
Share premium	53,298	61,212
Treasury shares	(3,636)	(3,375)
Warrant reserve	9,620	7,428
Capital redemption reserve	2,642	-
Other reserves	23,497	24,608
Accumulated losses	(79,710)	(80,838)
	<u>29,994</u>	<u>22,647</u>
Minority interests	354	3
Total equity	<u>30,348</u>	<u>22,650</u>
Non-current liabilities		
Borrowings	-	4,541
	<u>30,348</u>	<u>27,191</u>
Net assets per share attributable to ordinary equity holders of the parent (sen)	<u>14</u>	<u>18</u>

The unaudited condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements on pages 5 to 12.

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STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Non-Distributable Warrant Reserves RM'000	Capital Redemption Reserve RM'000	Other Reserves RM'000	Distributable (Accumulated Losses)/ Retained Earnings RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
Twelve (12) months period ended 31 December 2010										
At 1 January 2010	13,612	61,212	(3,375)	7,428	-	24,608	(80,838)	22,647	2	22,649
Share of associates' reserves	-	-	-	-	-	-	-	-	-	-
Currency translation differences	-	-	-	-	-	-	-	-	(22)	(22)
Net income/(expense) recognised directly in equity	13,612	61,212	(3,375)	7,428	-	24,608	(80,838)	22,647	(20)	22,627
Total comprehensive income for the period	-	-	-	-	-	(698)	1,129	431	374	805
Disposal of subsidiary	-	-	-	-	-	(413)	(1)	(414)	-	(414)
Total recognised income and expense for the period	13,612	61,212	(3,375)	7,428	-	23,497	(79,710)	22,664	354	23,018
Transaction with owners:										
Issuance of ordinary shares pursuant to rights issue with free warrants	13,313	(2,773)	-	2,192	-	-	-	12,732	-	12,732
Treasury shares :										
Purchased	-	-	(9,312)	-	-	-	-	(9,312)	-	(9,312)
Sold	-	1,507	2,511	-	-	-	-	4,018	-	4,018
Transaction costs	-	-	(108)	-	-	-	-	(108)	-	(108)
Cancellation of treasury shares:										
Issued capital diminished transfer to capital redemption reserve	(2,642)	-	-	-	2,642	-	-	-	-	-
Cost of treasury shares cancelled by utilised share premium	-	(6,648)	6,648	-	-	-	-	-	-	-
At 31 December 2010	<u>24,283</u>	<u>53,298</u>	<u>(3,636)</u>	<u>9,620</u>	<u>2,642</u>	<u>23,497</u>	<u>(79,710)</u>	<u>29,994</u>	<u>354</u>	<u>30,348</u>
Twelve (12) months period ended 31 December 2009										
At 1 January 2009	13,612	61,212	(634)	7,428	-	25,106	(15,593)	91,131	202	91,333
Share of associates' reserves	-	-	-	-	-	47	-	47	-	47
Net income/(expense) recognised directly in equity	13,612	61,212	(634)	7,428	-	25,153	(15,593)	91,178	202	91,380
Total comprehensive income for the period	-	-	-	-	-	(370)	(65,245)	(65,615)	55	(65,560)
Disposal of a subsidiary	-	-	-	-	-	(175)	-	(175)	(254)	(429)
Total recognised income and expense for the period	13,612	61,212	(634)	7,428	-	24,608	(80,838)	25,388	3	25,391
Transaction with owners:										
Treasury shares :										
Purchased	-	-	(2,725)	-	-	-	-	(2,725)	-	(2,725)
Transaction costs	-	-	(16)	-	-	-	-	(16)	-	(16)
At 31 December 2009	<u>13,612</u>	<u>61,212</u>	<u>(3,375)</u>	<u>7,428</u>	<u>-</u>	<u>24,608</u>	<u>(80,838)</u>	<u>22,647</u>	<u>3</u>	<u>22,650</u>

The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements on pages 5 to 12.

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STATEMENT OF CASH FLOWS

	TWELVE (12) MONTHS ENDED 31 DECEMBER 2010 RM'000	TWELVE (12) MONTHS ENDED 31 DECEMBER 2009 RM'000
Cash flows from operating activities		
Profit/(loss) before taxation	2,245	(64,911)
Adjustments for non-cash item:		
Non-cash items	2,166	2,599
Non-operating items	110	410
Allowance for doubtful debts	-	323
Goodwill written off	-	795
Impairment of intangible assets	-	4,301
Impairment of investment in an subsidiary	37	-
Impairment of investment in an associate	-	45,199
Plant and equipment written off	167	44
Plant and equipment transferred	-	3
Loss on disposal of plant and equipment	21	20
(Gain)/loss on disposals of interests in subsidiaries	(231)	187
Gain on disposal of investment	(520)	-
Share of results of associates	(454)	11,714
Profit before working capital changes	<u>3,541</u>	<u>684</u>
Changes in working capital:		
Decrease in inventories	-	69
Net change in current assets	(493)	(1,685)
Net change in current liabilities	1,792	294
Cash generated from/(used in) operations	<u>4,840</u>	<u>(638)</u>
Tax paid	18	106
Net cash generated from/(used in) operating activities	<u>4,858</u>	<u>(532)</u>
Cash flows from investing activities		
Acquisition of subsidiaries	(88)	(181)
Investment in associate	(37)	-
Acquisition of plant and equipment	(287)	(360)
Proceed from disposal of plant and equipment	-	81
Proceed from disposal of a subsidiary	(191)	111
Proceed from disposal of investment	1,233	-
Interest received	193	178
Dividend received	-	1,000
Net cash generated from investing activities	<u>823</u>	<u>829</u>
Cash flows from financing activities		
Proceeds from issuance of new shares	13,313	-
Listing expenses	(581)	-
Proceeds from borrowing	1,392	2,500
Loan repayment	(7,591)	(502)
Purchase of treasury shares	(9,406)	(2,741)
Resale of treasury shares	4,005	-
Interest paid	(303)	(594)
Repayment of hire purchase	(71)	(83)
Net cash generated from/(used in) financing activities	<u>758</u>	<u>(1,420)</u>
Net increase/(decrease) in cash and cash equivalents	6,439	(1,123)
Cash and cash equivalents at 1 January	8,443	9,566
Cash and cash equivalents at end of period (i)	<u>14,882</u>	<u>8,443</u>

i) Cash and cash equivalents

Cash and cash equivalents included in the cash flow statements comprise the following balance sheet amounts:

Cash and bank balances	<u>14,882</u>	<u>8,443</u>
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The unaudited condensed consolidated cash flow statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements on pages 5 to 12.

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NOTES TO THE INTERIM FINANCIAL REPORT

A. EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134 INTERIM FINANCIAL REPORTING

A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134 “Interim Financial Reporting” and Chapter 9, Part K Rule 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the ACE Market.

The interim financial report should be read in conjunction with the latest audited financial statements of mTouche Technology Berhad (“MTB or Company”) and its subsidiaries (“Group”) for the financial year ended (“FYE”) 31 December 2009.

These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since FYE 31 December 2009.

A2. Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2009 except for the adoption of the following new Financial Reporting Standards (“FRSs”), Amendments to FRSs, Interpretation and Technical Release with effect from 1 January 2010.

FRS 7 Financial Instruments : Disclosures

FRS 8 Operating Segments

FRS 101 Presentation of Financial Statements (Revised)

FRS 123 Borrowing Costs

FRS 139 Financial Instruments : Recognition and Measurement

Amendment to FRS 1 First-time Adoption of Financial Reporting Standards and FRS 127 Consolidated and Separate Financial Statements : Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Amendments to FRS 2 Share-based Payment – Vesting Conditions and Cancellations

Amendment to FRS 132 Financial Instruments : Presentation

Amendment to FRS 139 Financial Instruments : Recognition and Measurement, FRS 7 Financial Instruments : Disclosures and IC Interpretation 9 Reassessment of Embedded Derivatives

Improvements to FRS issued in 2009

IC Interpretation 9 Reassessment of Embedded Derivatives

IC Interpretation 10 Interim Financial Reporting and Impairment

IC Interpretation 11 FRS 2 – Group and Treasury Share Transactions

IC Interpretation 13 Customer Loyalty Programmes

IC Interpretation 14 FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

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A2. Changes in Accounting Policies (con't)

FRS 4 Insurance Contracts and TR i-3 Presentation of Financial Statements of Islamic Financial Institutions will also be effective for annual periods beginning on or after 1 January 2010. These FRS are, however, not applicable to the Group.

Adoption of the above standards and interpretations did not have any effect on the financial performance or position of the Group.

A3. Auditors' Report on the Preceding Annual Financial Statements

The auditor's report on the latest audited financial statements for FYE 31 December 2009 was not subject to any audit qualification.

A4. Seasonal or Cyclical Factors of Interim Operations

The results of the Group were not materially affected by any significant seasonal or cyclical factors during the current quarter under review.

A5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flow of the Group during the current quarter under review.

A6. Material Changes in Estimates

There were no material changes in estimates of amounts reported in prior financial years, which may have a material effect in the current quarter results.

A7. Issuance and Repayment of Debts and Equity Securities

The shareholders of MTB had given their approval for MTB to buy back its own shares at the Extraordinary General Meeting held on 26 August 2008 and such authority was further renewed at the 6th Annual General Meeting of MTB held on 14 May 2010. During the 12 months for year ended 31 December 2010, MTB bought back from the open market, 37,117,100 ordinary shares of RM0.10 each at an average price of RM0.253 per share. The total consideration for the shares bought during the year ended 31 December 2010, including transaction cost was RM 9,406,315.81 and was financed by internally generated fund. The shares bought back are held as treasury shares in accordance with Section 67A Subsection 3(A)(b) of the Companies Act, 1965.

During the 12 months for year ended 31 December 2010, the Company sold 8,943,000 treasury shares in the open market. The average selling price of the treasury shares was RM0.448 per share.

On 6 May 2010, the Company had cancelled 26,422,000 ordinary shares of RM0.10 each for total cost of RM 6,647,646 by utilising share premium account. Pursuant to Section 67A(3E) of the Companies Act, 1965, the Company is required to create a capital redemption reserve for the issued capital diminished.

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A8. Dividends Paid or Proposed

There were no dividends declared and paid for the current quarter under review.

A9. Segmental Information

The management determines that its geographical segments comprise the following markets which have similar characteristics:

- (i) Matured markets – countries which the Group has achieved stable penetration rate including Malaysia, Singapore, Thailand and Hong Kong.
- (ii) Emerging markets – countries with potential growth and penetration rate including, People’s Republic of China, Indonesia Vietnam, the Philippines and India.

During the quarter, the Group exited People’s Republic of China’s market with the disposal of MTHK Technology Limited.

Segmental information by geographical segments for the twelve (12) months period ended 31 December 2010.

	Matured markets RM’000	Emerging markets RM’000	Elimination RM’000	Total RM’000
Revenue				
Sales to external customers	31,876	12,204	-	44,080
Inter-segment sales	7,612	-	(7,612)	-
Total revenue	<u>39,488</u>	<u>12,204</u>	<u>(7,612)</u>	<u>44,080</u>
Results				
Segment results	2,960	563	(1,732)	1,791
Share of result of associates	454	-	-	454
Profit before taxation				2,245
Taxation				(742)
Profit for the period				<u>1,503</u>

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A9. Segmental Information (con't)

Segmental information by geographical segments for the twelve (12) months period ended 31 December 2009.

	Matured markets RM'000	Emerging markets RM'000	Elimination RM'000	Total RM'000
Revenue				
Sales to external customers	21,887	20,846	-	42,733
Inter-segment sales	7,666	-	(7,666)	-
Total revenue	<u>29,553</u>	<u>20,846</u>	<u>(7,666)</u>	<u>42,733</u>
Results				
Segment results	(55,546)	(2,690)	5,038	(53,198)
Share of results of associates	1,583	(13,296)	-	(11,713)
Loss before taxation				(64,911)
Taxation				(278)
Loss for the period				<u>(65,189)</u>

A10. Valuation of Property, Plant and Equipment

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

A11. Material Events Subsequent To the End of the Quarter

There were no material events subsequent to the end of the current quarter.

A12. Changes in Composition of the Group

On 19 November 2010 MTB had announced that its wholly-owned subsidiary, mTouche (HK) Limited had on 19 November 2010 disposed of its 100% equity in MTHK Technology Limited ("MTHK Tech") for a total cash consideration of USD1 (equivalent to RM3.00) ("Disposal") to an unrelated third party. With the Disposal, MTHK Tech ceased to be subsidiary of MTB.

A13. Contingent Assets or Changes on Contingent Liabilities

There were no contingent assets or contingent liabilities since the last balance sheet date.

A14. Significant Related Party Transaction

The Directors of MTB are of the opinion that there are no related party transactions which would have material impact on the financial position and the business of the Group during the current financial quarter.

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B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENT OF BURSA SECURITIES FOR THE ACE MARKET

B1. Review of Performance

For the cumulative quarter ended 31 December 2010, the Group achieved revenue of approximately RM44.0 million, EBITDA of RM3.2 million and Profit Before Taxation ("PBT") of RM2.2 million. There were no material expenses incurred for the current quarter.

B2. Material Changes in Profit Before Taxation In Comparison to the Previous Quarter

The Group recorded EBITDA of RM1.4 million and PBT of RM1.0 million in the current quarter as compare to EBITDA of RM0.9 million and PBT of RM0.2 million in the previous quarter. There were no material expenses incurred in the quarter under review.

B3. Future Prospect

The Group will continue to focus on its core mobile messaging services and drive our existing and new products across our six (6) main countries of operation ie Malaysia, Singapore, Thailand, Hong Kong, Indonesia and Vietnam.

Premised on the above and barring any unforeseen circumstances, the Directors of MTB are optimistic of its prospects ahead.

B4. Variance on Profit Forecast

Not applicable as the Group has not issued any profit forecast.

B5. Taxation

	Individual Quarter		Cumulative Quarter	
	Current year quarter 31.12.2010 RM'000	Preceding year corresponding quarter 31.12.2009 RM'000	Current year to date 31.12.2010 RM'000	Preceding year corresponding period 31.12.2009 RM'000
Current tax benefit/(expense):				
Malaysian income tax	(6)	23	(6)	23
Foreign tax	(316)	(35)	(316)	(35)
	(322)	(12)	(322)	(12)
Deferred tax	(420)	(266)	(420)	(266)
	(742)	(278)	(742)	(278)

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B5. Taxation (con't)

Malaysian income tax is calculated at the Malaysian statutory tax rate of 25% of the estimated assessable profit for the year. Taxation for other jurisdiction is calculated at the rate prevailing in the respective jurisdiction.

No provision for taxation has been made on the chargeable income of MTB, as there was no income tax liability imposed on the approved qualifying activities based on the Pioneer Status incentive awarded to MTB as a Multimedia Super Corridor Status company under Section 4A of the Promotion of Investment Act, 1986, except for the interest income earned from fixed deposit which are taxable.

B6. Profits on Sale of Unquoted Investments and/or Properties

There were no disposals of unquoted investments and/or properties by the Group for the current quarter and financial year under review.

B7. Purchase or Disposal of Quoted Securities

There was no purchase or disposal of quoted securities by the Group for the current quarter and financial year under review.

B8. Status of Corporate Proposals

a) Proposed Rights Issue with Warrants

The Rights Issue with Warrants was completed on 19 March 2010.

As at 31 December 2010, the Company had utilised approximately 47% of the proceeds raised from the Rights Issue with Warrants exercise. Details of the utilisation are as follows:

	Proposed Amount RM'000	Actual Utilisation RM'000	Unused Amount RM'000
Nature of Expenses			
Working capital	12,713	5,695	7,018
Rights issue expenses	600	581	19
Total	<u>13,313</u>	<u>6,276</u>	<u>7,037</u>

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B8. Status of Corporate Proposals (con't)

b) Utilisation of proceeds from the Rights Issue with Warrants completed on 28 January 2008

As at 31 December 2010, the Company had utilised approximately 81% of the proceeds raised from the Rights Issue with Warrants exercise. Details of the utilisation are as follows:

Nature of Expenses	Proposed Amount RM'000	Actual Utilisation RM'000	Unused Amount RM'000
Working capital	2,000	2,000	-
Acquisition of murabahah loan notes	18,000	18,000	-
Future viable investments	15,000	7,926	7,074
Right issue expenses	1,300	1,300	-
Total	36,300	29,226	-

B9. Borrowings and Debt Securities

Save as disclosed below, there were no other borrowings or debt securities in the Group as at 31 December 2010.

Short Term Borrowings

	As at 31.12.2010 RM'000	As at 31.12.2009 RM'000
Term Loan	-	1,659
Hire Purchase	-	71
	-	1,730

Long Term Borrowings

	As at 31.12.2010 RM'000	As at 31.12.2009 RM'000
Term Loan	-	4,541

B10. Off Balance Sheet Financial Instruments

The Group does not have any off balance sheet financial instruments.

B11. Material Litigation

There is no pending material litigation for the current quarter and financial year under review.

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B12. Dividends

No interim/final dividend was declared during the current quarter under review.

B13. Profit Per Share

The basic profit per share has been calculated based on the profit/(loss) for the year attributable to ordinary equity holder divided by the weighted number of ordinary shares of RM0.10 each in issue during the year, excluding treasury shares held by the Company.

	Forth quarter ended		Accumulated twelve months ended	
	31.12.2010	31.12.2009	31.12.2010	31.12.2009
(Loss)/profit for the period attributable to the ordinary equity holder RM'000)	(125)	(66,287)	1,129	(65,244)
Weighted average number of ordinary shares in issue ('000)	215,214	127,790	215,214	127,790
Basic (loss)/profit per share attributable to equity holders (sen)	(0.06)	(51.87)	0.52	(51.06)

B14. Disclosure of Realised and Unrealised Profits/(Losses)

	As at 31.12.2010 RM'000	As at 30.09.2010 RM'000
Total retained earnings/(accumulated losses) of MTB and its subsidiaries :		
- Realised	(82,613)	(83,924)
- Unrealised	99	1,235
	(82,514)	(82,689)
Total share of retained earnings from associate		
- Realised	2,804	3,104
	(79,710)	(79,585)
Total group accumulated losses as per consolidated accounts	(79,710)	(79,585)

Comparative figures are not required in the first financial year of complying with the Realised and Unrealised Profits/Losses Disclosure. Unrealised profit/losses include unrealised forex and deferred tax.