

**QUARTERLY REPORT**

**Summary of Key Financial Information for the financial period ended 30 September 2008**

	<b>Individual Quarter</b>		<b>Cumulative Quarter</b>	
	<b>30.09.2008</b>	<b>30.09.2007</b>	<b>30.09.2008</b>	<b>30.09.2007</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
1. Revenue	<b>49,947</b>	96,181	<b>100,875</b>	146,614
2. Profit/(Loss) before tax	<b>20,056</b>	(22,299)	<b>22,924</b>	(2,581)
3. Profit for the period	<b>17,858</b>	(26,281)	<b>16,978</b>	(10,036)
4. Profit attributable to ordinary equity holders of the parent	<b>17,514</b>	(21,733)	<b>16,163</b>	(5,411)
5. Basic earnings per share (sen)	<b>1.84</b>	(2.28)	<b>1.69</b>	(0.60)
6. Proposed/Declared dividend per share (sen)	-	-	-	-
7. Gross interest income	<b>398</b>	167	<b>534</b>	813
8. Gross interest expense	<b>(1,904)</b>	(3,919)	<b>(5,307)</b>	(8,299)
		<b>As at end of Current Quarter</b>		<b>As at preceding Financial Period End</b>
9. Net assets per share attributable to ordinary equity holders of the parent (RM)		0.39		0.37

**CONDENSED CONSOLIDATED INCOME STATEMENT**

	Individual Quarter		Cumulative Quarter	
	<u>30.09.2008</u> RM'000	<u>30.09.2007</u> RM'000 <i>Restated</i>	<u>30.09.2008</u> RM'000	<u>30.09.2007</u> RM'000 <i>Restated</i>
Revenue	<b>49,947</b>	96,181	<b>100,875</b>	146,614
Cost of Sales	<b>(52,939)</b>	(103,080)	<b>(97,799)</b>	(144,155)
Gross Profit/(Loss)	<b>(2,991)</b>	(6,899)	<b>3,076</b>	2,459
Other operating income	<b>24,091</b>	1,082	<b>26,442</b>	21,401
Distribution expenses	<b>(1,684)</b>	(1,703)	<b>(3,275)</b>	(3,841)
Administration expenses	<b>(4,767)</b>	(4,693)	<b>(9,793)</b>	(9,826)
Other operating expenses	<b>(1,776)</b>	(11,585)	<b>(3,437)</b>	(14,824)
Operating profit/(loss)	<b>12,873</b>	(23,798)	<b>13,014</b>	(4,631)
Finance Costs	<b>(1,674)</b>	(3,367)	<b>(4,543)</b>	(7,201)
Share of results of associated companies	<b>8,858</b>	4,867	<b>14,453</b>	9,252
<b>Profit/(Loss) Before Taxation</b>	<b>20,056</b>	<b>(22,299)</b>	<b>22,924</b>	(2,581)
Taxation	<b>(1,459)</b>	(1,632)	<b>(2,088)</b>	(2,233)
<b>Profit/(Loss) for the period from continuing operations</b>	<b>18,597</b>	<b>(23,931)</b>	<b>20,836</b>	(4,814)
<b>Profit/(Loss) for the period from discontinued operations</b>	<b>(739)</b>	(2,350)	<b>(3,858)</b>	(5,222)
<b>Profit/(Loss) for the period</b>	<b>17,858</b>	<b>(26,281)</b>	<b>16,978</b>	(10,036)
<b>Attributable to :</b>				
Equity holders of the Parent	<b>17,514</b>	(21,733)	<b>16,163</b>	(5,411)
Minority interests	<b>344</b>	(4,547)	<b>815</b>	(4,624)
	<b>17,858</b>	<b>(26,281)</b>	<b>16,978</b>	(10,036)
<b>Earnings per share attributable to equity holders of the Parent (sen) :</b>				
Basic, for profit/(loss) from continuing operations	1.92	(2.03)	2.09	(0.02)
Basic, for profit/(loss) from discontinued operations	(0.08)	(0.25)	(0.40)	(0.58)
<b>Basic, for profit/(loss) for the period</b>	<b>1.84</b>	<b>(2.28)</b>	<b>1.69</b>	(0.60)
Diluted, for profit from continuing operations	N/A	(2.03)	N/A	(0.02)
Diluted, for profit from discontinued operations	N/A	(0.25)	N/A	(0.55)
<b>Diluted, for profit for the period</b>	<b>N/A</b>	<b>(2.28)</b>	<b>N/A</b>	<b>(0.57)</b>

The condensed consolidated income statement should be read in conjunction with the audited financial statements for the year ended 31 March 2008.

**CONDENSED CONSOLIDATED BALANCE SHEET**

	<b>As at 30.09.2008 RM'000</b>	<b>Audited As at 31.03.2008 RM'000 <i>Restated</i></b>
<b>ASSETS</b>		
<b><u>Non Current Assets</u></b>		
Property, plant and equipment	34,270	29,108
Prepaid lease payments	2,201	2,201
Associated companies	179,618	165,819
Investments	3,937	4,233
Land held for property development	114,118	115,103
Long term receivables	13,943	13,832
	<u>348,086</u>	<u>330,296</u>
<b><u>Current Assets</u></b>		
Property development costs	25,388	40,639
Inventories	11,096	12,286
Trade and other receivables	86,835	118,805
Tax recoverable	15,365	16,826
Cash and bank balances	30,593	39,596
	<u>169,277</u>	<u>228,153</u>
Non-current assets and assets of disposal group classified as held for sale	0	121,269
	<u>169,277</u>	<u>349,422</u>
<b>TOTAL ASSETS</b>	<b><u>517,364</u></b>	<b><u>679,718</u></b>
<b>EQUITY AND LIABILITIES</b>		
<b><u>Equity</u></b>		
Share Capital	477,341	477,341
Reserves	(106,647)	(122,519)
<b>Equity attributable to equity holders of the Parent</b>	<u>370,694</u>	<u>354,822</u>
Minority Interests	3,597	2,781
	<u>374,291</u>	<u>357,603</u>
<b><u>Non-current liabilities</u></b>		
Hire-purchase creditors	508	1,375
Long term payables	3,730	4,987
Retirement benefits	591	591
Deferred tax liabilities	1,025	1,021
	<u>5,855</u>	<u>7,974</u>
<b><u>Current Liabilities</u></b>		
Trade and other payables	91,190	125,538
Short term borrowings	41,332	136,801
Taxation	4,696	1,066
	<u>137,219</u>	<u>263,404</u>
Liabilities directly associated with the disposal group classified as held for sale	0	50,737
<b>Total liabilities</b>	<u>143,073</u>	<u>322,115</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b><u>517,364</u></b>	<b><u>679,718</u></b>
Net assets per share (RM)	<u>0.39</u>	<u>0.37</u>

*The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 March 2008.*

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	<-----Attributable to Equity Holders of the Parent----->								
	Share Capital	Share Premium	Capital Reserve	Exchange Translation Reserve	Accumulated losses	ICULS	Total	Minority Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Balance as at 01.04.2007</b>	401,431	142,269	10,417	2,726	(263,384)	75,910	369,369	6,867	376,236
As previously stated	-	-	-	-	(3,787)	-	(3,787)	-	(3,787)
Prior year adjustment	401,431	142,269	10,417	2,726	(267,171)	75,910	365,582	6,867	372,449
As restated	75,909	-	-	-	-	(75,909)	-	-	-
Issuance of shares on conversion of Zero Coupon ICULS 2003/2010	-	-	-	(458)	-	-	(458)	-	(458)
Currency translation loss	-	-	-	-	(5,412)	-	(5,412)	(4,625)	(10,037)
Profit/(Loss) for the year	-	-	-	(458)	(5,412)	-	(5,870)	(4,625)	(10,495)
Total recognised income and expenses for the period	-	-	-	-	-	-	-	120	120
Acquisition of shares from a minority shareholder	-	-	-	-	-	-	-	-	-
<b>Balance as at 30.09.2007</b>	<b>477,340</b>	<b>142,269</b>	<b>10,417</b>	<b>2,268</b>	<b>(272,583)</b>	<b>1</b>	<b>359,712</b>	<b>2,362</b>	<b>362,074</b>
<b>Balance as at 01.04.2008</b>	477,340	142,269	10,417	2,636	(277,841)	-	354,821	2,781	357,602
Currency translation loss	-	-	-	(290)	-	-	(290)	-	(290)
Loss for the period	-	-	-	-	16,163	-	16,163	815	16,978
Total recognised income and expenses for the period	-	-	-	(290)	16,163	-	15,873	815	16,688
<b>Balance as at 30.09.2008</b>	<b>477,340</b>	<b>142,269</b>	<b>10,417</b>	<b>2,346</b>	<b>(261,678)</b>	<b>-</b>	<b>370,694</b>	<b>3,596</b>	<b>374,290</b>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 March 2008 and the accompanying explanatory notes attached to the interim financial statements.

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT**

	6 months ended	
	<u>30.09.2008</u>	<u>30.09.2007</u>
	RM'000	RM'000
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
(Loss)/Profit before taxation		
from continuing operations	22,924	(2,581)
from discontinued operations	<u>(3,858)</u>	<u>(5,222)</u>
	19,066	(7,803)
Adjustments for non cash items	<u>(26,061)</u>	<u>(13,610)</u>
Operating loss before working capital changes	(6,995)	(21,413)
Decrease/(Increase) in trade and other receivables	31,724	(22,228)
(Increase)/Decrease in stocks and other inventories	(1,719)	2,366
Decrease in property development costs	13,139	6,762
Decrease in land held for property development	1,037	-
(Decrease)/Increase in trade and other payables	<u>(34,188)</u>	<u>2,323</u>
Net cash (used in)/generated from operations	2,997	(32,190)
Net taxation refund/(paid)	3,008	4,362
Net of interest received and paid	(4,009)	(7,486)
Retirement benefits paid	-	(39)
Net cash inflow/(outflow) from operating activities	<u>1,996</u>	<u>(35,353)</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from disposal of property, plant and equipment	5,239	231
Proceeds from disposal of investments	382	3,194
Proceeds from disposal of an investment property	-	25,500
Proceeds from Disposal/(Subscription) of shares in subsidiary companies	98,108	(280)
Purchase of investments, property, plant and equipment and intangible assets	(6,048)	(2,980)
Dividends received - quoted and associated companies	363	440
Net cash inflow from investing activities	<u>98,044</u>	<u>26,105</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of shares to a minority shareholder	-	120
Net repayments of borrowings	(76,430)	(2,928)
Redemption fund received/(paid)	67	(48)
Hire purchase and lease financing repaid	(1,078)	(515)
Net cash outflow from financing activities	<u>(77,441)</u>	<u>(3,371)</u>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	22,598	(12,619)
Cash and cash equivalents at beginning of period	2,136	(67,114)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u><u>24,734</u></u>	<u><u>(79,733)</u></u>

*The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 March 2008.*

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

### 1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with Malaysian Accounting Standard Board's, Financial Reporting Standards (FRS) 134 – Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia). The interim financial report should be read in conjunction with the Group's annual audited financial statements for the year ended 31 March 2008.

### 2. Changes in Significant Accounting Policies

The accounting policies and method of computation adopted by the Group in this interim financial report are consistent with those adopted in the annual audited financial statements for the year ended 31 March 2008. In the current financial year, the Group adopted the following applicable new/revised Financial Reporting Standard ("FRS") effective for the financial period commencing on 1 April 2008.

FRS 107	:	Cash Flow Statements
FRS 111	:	Construction Contracts
FRS 112	:	Income Taxes
FRS 118	:	Revenue
FRS 121	:	Amendment to FRS 121: The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation
FRS 134	:	Interim Financial Reporting
FRS 137	:	Provisions, Contingent Liabilities and Contingent Assets

Other than as stated below, the adoption of the above FRSs and Amendment do not have any significant financial impact on the financial statements of the Group.

#### FRS 118 : Revenue

FRS 118 defines revenue includes only the gross inflows of economic benefit received and receivable by the enterprise on its own account. Amounts collected on behalf of third parties are not economic benefits which flow to the enterprise and do not result in increase in equity. Therefore, they are excluded from revenue.

Previously, revenue from travel division represents invoiced value of sales of airline tickets and tour packages net of discounts and returns. With the adoption of FRS 118, revenue from travel division will now represent commission and service fee earned.

#### *Effects on income statement for the financial quarter ended 30 September 2007*

	<b>As previously Reported RM'000</b>	<b>Reclassification to Discontinued Operations RM'000</b>	<b>Effects on adoption of FRS 118 RM'000</b>	<b>As restated RM'000</b>
Revenue	112,350	(2,208)	(13,961)	96,181
Cost of sale	<u>(117,319)</u>	<u>278</u>	<u>13,961</u>	<u>(103,080)</u>

#### *Effects on income statement for the financial period ended 30 September 2007*

	<b>As previously Reported RM'000</b>	<b>Reclassification to Discontinued Operations RM'000</b>	<b>Effects on adoption of FRS 118 RM'000</b>	<b>As restated RM'000</b>
Revenue	180,576	(4,605)	(29,357)	146,614
Cost of sale	<u>(174,099)</u>	<u>587</u>	<u>29,357</u>	<u>(144,155)</u>

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

**3. Auditors' Report on Preceding Annual Audited Financial Statements**

The auditors' report on the preceding annual audited financial statements was not subject to any qualification.

**4. Seasonal or Cyclical Factors**

The Group's business operations were not significantly affected by any seasonal or cyclical factors.

**5. Unusual Items**

There were no unusual items in the current quarter and financial period to date.

**6. Changes in Estimates**

There were no significant changes in estimates that have a material effect in the current quarter and financial period to date.

**7. Debt and Equity Securities**

There were no issuance or repayment of debt and equity securities, share buy backs, share cancellations, share held as treasury shares or resale of treasury shares during the financial period to date ended 30 September 2008.

**8. Dividend**

No dividend has been recommended by the Directors or paid for the financial period ended 30 September 2008.

**9. Segmental Information**

Segmental revenue and results for the financial period ended 30 September 2008 were as follows:

	<b>Property RM'000</b>	<b>Engineering &amp; Infrastructure RM'000</b>	<b>Travel &amp; Leisure RM'000</b>	<b>Others RM'000</b>	<b>Group RM'000</b>
<b>Segment revenue</b>					
<b>Continuing operations</b>					
Revenue	40,917	44,669	14,512	14,386	114,483
Inter-segment revenue	(977)	(2,640)	(337)	(9,654)	(13,608)
	<b>39,940</b>	<b>42,029</b>	<b>14,174</b>	<b>4,732</b>	<b>100,875</b>
<b>Discontinued operations</b>	<b>7</b>	<b>-</b>	<b>2,441</b>	<b>-</b>	<b>2,448</b>
<b>Segment Results</b>					
Interest income	3,956	(10,227)	2,029	16,722	12,480
Operating profit					534
Finance costs					13,014
Share of results of associated companies					(4,543)
<b>Profit before tax</b>					<b>14,453</b>
Taxation					<b>22,924</b>
<b>Profit for the period from continuing operations</b>					<b>(2,088)</b>
					<b>20,836</b>

---

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

---

**9. Segmental Information (cont'd)**

	<b>Property RM'000</b>	<b>Engineering &amp; Infrastructure RM'000</b>	<b>Travel &amp; Leisure RM'000</b>	<b>Others RM'000</b>	<b>Group RM'000</b>
<b>Discontinued operations</b>	(859)	-	(2,300)	(699)	<b>(3,858)</b>
<b>Profit for the period</b>					<b>17,978</b>

**10. Material Events Subsequent to the Balance Sheet Date**

There were no material events affecting the results of the Group which might have occurred between 30 September 2008 and the date of this report.

**11. Changes in the Composition of the Group**

Other than as disclosed below, there were no changes in the composition of the Group during the financial period ended 30 September 2008.

- (i) On 14 March 2008, Netcoin Sdn Bhd (Netcoin), a 97% owned subsidiary of AMDB, had entered into a Conditional Sale and Purchase Agreement (CSPA) with Bilang Sentosa Sdn Bhd (BSSB) to dispose of Netcoin's entire equity interest in Sebana Holdings Sdn Bhd (Sebana), comprising 13,442,217 ordinary shares of RM1.00 each in Sebana, for a cash consideration of RM2.

In conjunction with the CSPA, AMDB had on even date entered into a Conditional Transfer of Debt Agreement (CTDA) with Cypress Potential Sdn Bhd (Cypress) and Sebana, whereby AMDB shall sell, transfer and assign all its rights, title, benefit and interest in respect of the shareholder's advances which AMDB has procured and made available to Sebana and/or its subsidiaries (Sebana Group) for a cash consideration of RM87.00 million.

Simultaneously with the signing of the CSPA and CTDA, AMDB, Netcoin, BSSB and Cypress had entered into a Master Agreement (MA) to regulate their respective rights and obligations pursuant to the CSPA and CDTA. The agreements became unconditional with the letter of non-objection from the FIC dated 8 May 2008 received on 14 May 2008. The disposal of has been completed on 8 August 2008.

- (ii) On 30 September 2008, the Company has entered into Sale and Purchase Agreements with Mr Wong Ngiap Lim and Mr Chin Thiew Fatt to dispose of the entire equity interest in Great Effort Berhad (formerly known as AMDB Construction & Engineering Berhad), Semangat Sakti Sdn Bhd (formerly known as AMDB Capital Sdn Bhd) and Luas Semangat Sdn Bhd (formerly known as AMDB International Sdn Bhd) for cash consideration of RM20 for each of the companies.

The disposals have completed on the even date and these three dormant companies ceased to be subsidiaries of AMDB. The disposal of these three dormant companies has no material effect to the financial statements.



---

## **NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

---

### **12. Review of Performance**

The Group registered revenue of RM49.95 million and profit before tax (excluding the result of discontinued operations) of RM20.06 million for the current quarter ended 30 September 2008. The discontinued operations recorded loss before tax of RM0.74 million for the quarter.

For the quarter, Property Division registered revenue of RM19.22 million mainly attributable to revenue recognised from the on-going mixed development project at Seberang Prai, Penang. The electrical and power engineering subsidiary achieved RM15.96 million of revenue from both domestic and international markets for transmission and substation businesses. Whereas, the mechanical & electrical subsidiary achieved RM5.12 million of revenue from heating, ventilation and air-conditioning businesses.

Profit for the quarter included gain on disposal of Sebana Group and share of results from associated companies offset against provision for foreseeable project loss of Engineering division.

### **13. Variation of Results Against Preceding Quarter**

The Group recorded a profit before tax (excluding the result of discontinued operations) of RM20.06 million for the current quarter ended 30 September 2008 as compared to profit before tax of RM2.87 million in the previous quarter. Higher profit recorded in current quarter was mainly attributable to gain on disposal of Sebana Group and higher share of results of associated companies offset against provision for foreseeable project loss of Engineering division.

### **14. Current Year Prospects**

The Group will continue to focus on its core property development and electrical engineering activities and to secure new projects and businesses to improve its financial position. Barring any unforeseen circumstances, the Board is of the opinion that the Group's operations will be profitable for the year ending 31 March 2009.

### **15. Profit Forecast**

There were no profit forecast or profit guarantee issued during the financial period-to-date.

### **16. Taxation**

The breakdown of tax charge for the quarter and financial year-to-date are as follows:-

	<b>3 months Ended 30.9.2008 RM'000</b>	<b>6 months Ended 30.9.2008 RM'000</b>
Current taxation	<u>(1,459)</u>	<u>(2,088)</u>

The effective tax rate for the quarter and for the period-to-date are lower than the statutory tax rate mainly due to utilisation of unabsorbed losses brought forward.

### **17. Unquoted Investments and Properties**

The Group had during the preceding quarter completed the disposal of a piece of land for RM14.8 million. There was no other sale of unquoted investments and/or properties for the financial period-to-date.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

**18. Quoted Securities**

- a) Particulars of purchase or disposal of quoted securities for the current quarter and financial period-to-date ended 30 September 2008.

	<b>3 months ended 30.9.2008 RM'000</b>	<b>6 months ended 30.9.2008 RM'000</b>
Total purchases of quoted investment	-	-
Total sale proceeds from quoted investment	2	380
Total profit/(loss) on disposal of quoted securities	(2)	87

- b) Investments in quoted shares as at 30 September 2008 were as follows:-

	<b>As at 30.9.2008 RM'000</b>
Total investment at cost	5,819
Total investment at carrying value/book value	3,540
Total investment at market value	3,809

**19. Status of Corporate Proposals Announced**

Other than as disclosed below, there were no other corporate proposals announced but not completed:

On 25 August 2008, the Company has announced a proposal to reconstruct its balance sheet to eliminate its accumulated losses in the Company via a capital reconstruction exercise as well as to streamline its business operations by acquiring certain companies within its core operations and to divest its other non-core businesses.

The Proposed Business Reorganisation will involve Proposed Capital Reconstruction, Proposed Disposals and Proposed Acquisitions which are inter-conditional upon each other.

The Proposed Capital Reconstruction would involve Proposed Capital Reduction to eliminate the accumulated losses of the Company and Proposed Consolidation to consolidate the shares back into each one ordinary shares of RM0.50 each.

The Proposed Disposals would involve disposing the entire equity stake of five (5) non-core companies involved in restaurant & catering, travel & tour agency and advertising agency businesses to its immediate holding company, AmcorpGroup Berhad ("Amcorp") for a total cash consideration of RM22.10 million, based on a "willing-buyer willing-seller" basis after taking into account the combined audited net assets. The non-core companies include wholly owned subsidiary companies of Restoran Seri Melayu Sdn Bhd, RSM Catering & Management Services Sdn Bhd, Harpers Travel (Malaysia) Sdn Bhd and Harpers Tours (Malaysia) Sdn Bhd and 49% owned associated company, PTM Sdn Bhd.

The Proposed Acquisitions would involve acquiring four (4) companies involved in property and construction related businesses from Amcorp Group, namely Amcorp Prima Realty Sdn Bhd (100%), HDC-Amcorp JV Sdn Bhd (60%), Regal Genius Sdn Bhd (100%) and Distrepark Sdn Bhd (100%) for RM180.717 million. The purchase consideration was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the net revaluation surplus by reference to the indicative open market values of the property assets of the four acquiree companies. The proposed settlement is cash and issuance of shares in AMDB at RM0.50 par value.

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

### 19. Status of Corporate Proposals Announced (Cont'd)

Following completion of the Proposed Business Reorganisation, Amcorp is proposing to undertake an offer for sale to the other shareholders of AMDB on a rights entitlement basis at an offer price of RM0.50 per Share. The proposed offer price of RM0.50 each is equivalent to the issue price of AMDB Shares to be issued pursuant to the Proposed Acquisitions.

As Amcorp is a substantial shareholder of AMDB holding 53.03% equity interest in AMDB, the Proposed Disposals and the Proposed Acquisition are deemed to be related party transaction pursuant to the Listing Requirement.

The proposals are currently pending submission and conditional upon the following:-

- (i) The approval of the SC for the Proposed Consolidation and the Proposed Acquisitions;
- (ii) The approval of the Equity Compliance Unit of the Securities Commission for the Proposed Acquisition;
- (iii) The approval of the shareholders of AMDB for the Proposals at an Extraordinary General Meeting to be convened;
- (iv) The approval-in-principal from Bursa Securities for the listing of and quotation for the Consideration Shares and Settlement Shares in AMDB to be issued pursuant to the Proposed Acquisitions;
- (v) The confirmation of the High Court for the Proposed Capital Reduction pursuant to Section 64 of the Companies Act, 1965; and
- (vi) The approvals, waivers and/or consents from any other relevant authorities, if required.

### 20. Borrowing and Debt Securities

Group borrowings and debt securities as at 30 September 2008 were as follows:-

	<b>Long Term Borrowings RM'000</b>	<b>Short Term Borrowings RM'000</b>	<b>Total RM'000</b>
Secured	-	9,008	9,008
Unsecured	-	32,324	32,324
<b>Total</b>	<u>-</u>	<u>41,332</u>	<u>41,332</u>

### 21. Off Balance Sheet Financial Instruments

There were no material off balance sheet financial instruments as at the date of this report.

### 22. Capital Commitments

Other than disclosed below, there were no other material capital commitments that have not been provided for in this interim financial report:

Outstanding commitments in respect of capital expenditure not provided for in this interim financial report as at 30 September 2008 were as follows:

	<b>Approved and contracted for RM'000</b>	<b>Approved but not contracted for RM'000</b>
Construction of mini-hydro power plant	<u>11,222</u>	<u>1,560</u>

---

## **NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

---

### **23. Changes in Contingent Liabilities and Contingent Assets**

Other than disclosed below, there were no other changes in contingent liabilities or contingent assets since the last financial year ended 31 March 2008:

The total of letter of credit, other bank guarantees and performance bonds has increased from RM152,589,207 at 31 March 2008 to RM158,097,106 at 30 September 2008.

### **24. Material litigation**

Other than disclosed below, there were no changes to pending material litigation since the date of the last annual balance sheet as at 31 March 2008:

Sejati Pelita Sdn Bhd ("SPSB"), a wholly owned subsidiary of AMDB, purchased a piece of land from Straw Paperboard Industries (M) Sdn Bhd ("SPI") in 1992. Pursuant to the sale and purchase agreement, it was agreed that SPSB would pay a further sum of RM8,060,200 to SPI if SPI could obtain the approval from the relevant authorities for conversion of the said land within a stipulated period. SPSB had advanced RM1,000,000 to SPI as part payment of this said further sum but SPI subsequently failed to obtain the approval within the stipulated period. SPI later entered a private caveat on the said land. SPSB then brought an action against SPI in the Shah Alam High Court under suit no. MT2-24-730-2000 on 9 March 2000 to remove the private caveat and also to claim for the refund of RM1,000,000 advanced to SPI.

The caveat had been withdrawn by SPI on 15 March 2004 and SPSB had applied to court for an injunction to prevent any further caveat to be created by SPI.

SPI has vide its solicitors filed their defence with regards to the monetary claim of RM1,000,000 and also counterclaim of RM8,060,200 on 7 October 2005.

SPSB's solicitors has filed their reply to SPI's defence and counterclaim and the Court will fix a date for Case Management to set down the case for a full trial after SPSB's application for the injunction is disposed off.

SPSB has since disposed off the said land and the Court has requested settlement relating to conjunction by mutual consent. Case management is fixed on 27 March 2009.

SPSB's solicitors is of the opinion that SPSB stands a better than even chance to obtain a favourable decision for the return of RM1,000,000 since SPSB has documentary evidence of the payments made to SPI. SPSB's solicitors is also of the opinion that SPI's chances of succeeding in counterclaim is slim.

### **25. Significant Related Party Transactions**

There were no significant related party transactions transacted during the current quarter and preceding quarter.

---

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

---

**26. Earnings Per Share**

*Basic*

Basic earnings per share for the reporting quarter and financial year-to-date is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issued during the period.

	<b>3 months ended 30.09.2008 RM'000</b>	<b>9 months ended 30.09.2008 RM'000</b>
Profit for the period from continuing operations attributable to equity holders of the Parent	18,253	20,021
Profit/(loss) for the period from discontinued operations attributable to equity holders of the Parent	<u>(739)</u>	<u>(3,858)</u>
	<u>17,514</u>	<u>16,163</u>
Weighted average number of ordinary shares in issue		
Basic earnings per share (sen)		
Profit from continuing operations	1.92	2.09
Profit/(loss) from discontinued operations	<u>(0.08)</u>	<u>(0.40)</u>
	<u>1.84</u>	<u>1.69</u>

*Diluted earning per share*

There is no future dilutive effect to earnings per share.

**BY ORDER OF THE BOARD  
JOHNSON YAP CHOON SENG**

Company Secretary  
Date: 07 November 2008