

INTERIM FINANCIAL REPORT

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 29 FEBRUARY 2008

	Fourth Quarter		Cumulative Quarter	
	Current Year Quarter 29/02/2008 RM'000	Preceding Year Corresponding Quarter 28/02/2007 RM'000	Current Year To Date 29/02/2008 RM'000	Preceding Year Corresponding Period* 28/02/2007 RM'000
Revenue	75,844	64,137	313,471	90,584
Operating Expenses	(65,209)	(56,697)	(265,882)	(78,441)
Other Operating Income	2,007	422	4,216	502
Profit from Operations	12,642	7,862	51,805	12,645
Finance Cost	(1,649)	(1,421)	(7,030)	(2,088)
Excess of net fair values over acquisitions cost	-	-	-	17,830
Share of profit in associate company	87	22	105	14
Share of profit/ (loss) in joint venture company	(6)	(32)	45	(39)
Profit before taxation	11,074	6,431	44,925	28,362
Taxation	(2,795)	(361)	(10,741)	(1,604)
Profit for the period	8,279	6,070	34,184	26,758
Attributable To:				
Equity holders of the parent	8,279	6,070	34,184	26,758
Earnings/(loss) per share				
(a) <i>Basic earnings per share (sen)</i> <i>(Before excess of net fair values over acquisitions cost)</i>	5.52	18.66	22.79	21.89
(b) <i>Basic earnings per share (sen)</i> <i>(After excess of net fair values over acquisitions cost)</i>	5.52	18.66	22.79	65.60
(c) <i>Diluted earnings per share(sen)</i>	N/A	N/A	N/A	N/A

The unaudited condensed consolidated income statement should be read in conjunction with the audited financial statements for the financial year ended 28 February 2007 and the accompanying explanatory notes attached to the interim financial reports

* The current year Group results are not comparable to preceding year Group results as the Group was formed on 10 November 2006.

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**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 29 FEBRUARY 2008**

	UNAUDITED GROUP 29/02/2008 RM'000	AUDITED GROUP 28/02/2007 RM'000
ASSETS		
Non-Current assets		
Property, Plant And Equipment	49,309	25,279
Prepaid land lease payments	2,270	1,388
Investment Properties	3,040	13,087
Investment In An Associate Company	146	40
Investment In A Joint Venture Company	167	122
Other Investments	2,007	2,007
Deferred Tax Assets	470	901
	<u>57,409</u>	<u>42,824</u>
Current assets		
Inventories	140,839	98,265
Trade and Other Receivables	69,975	66,541
Amount Due from An Associate Company	4,033	229
Fixed Deposits	1,705	23,132
Cash and Bank Balances	3,995	9,736
	<u>220,547</u>	<u>197,903</u>
TOTAL ASSETS	<u>277,956</u>	<u>240,727</u>
EQUITY AND LIABILITIES		
Share Capital	75,000	75,000
Share Premium	16,067	16,067
Reserves	55,458	26,772
	<u>146,525</u>	<u>117,839</u>
Total Equity	<u>146,525</u>	<u>117,839</u>
Non-current liabilities		
Long Term Borrowings	28,816	27,941
Deferred Taxation	2,927	2,217
	<u>31,743</u>	<u>30,158</u>
Current liabilities		
Trade and Other Payables	20,260	15,479
Overdraft and Short Term Borrowings	76,507	75,588
Amount Due to A Joint Venture Company	230	23
Amount Due to An Associate Company	-	2
Tax payable	2,691	1,638
	<u>99,688</u>	<u>92,730</u>
Total Liabilities	<u>131,431</u>	<u>122,888</u>
TOTAL EQUITY AND LIABILITIES	<u>277,956</u>	<u>240,727</u>
NET ASSETS PER SHARE OF RM0.50 EACH (RM)	0.98	0.79

The unaudited condensed balance sheet should be read in conjunction with the audited financial statements for the financial year ended 28 February 2007 and the accompanying explanatory notes attached to the interim financial reports

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UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 29 FEBRUARY 2008

	GROUP 29/02/2008 RM'000	GROUP 28/02/2007 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	44,925	28,362
Adjustments for:		
Non-cash items	2,032	4,146
Non-operating items	6,003	1,843
Excess of net fair values over acquisitions cost	-	(17,830)
Operating profit before changes in working capital	52,960	16,521
Changes in working capital:-		
Net changes in current assets	(49,618)	(32,985)
Net changes in current liabilities	4,988	(988)
Net changes in bills payables	889	11,785
Cash generated from/ (used in) operations	9,219	(5,667)
Dividend paid	(5,505)	-
Interest paid	(6,696)	(2,033)
Interest received	693	190
Tax paid	(8,547)	(748)
Net cash used in operating activities	(10,836)	(8,258)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of subsidiaries, net of cash acquired	-	17,688
Purchase of property, plant and equipment	(18,608)	(468)
Proceeds from disposal of property, plant and equipment	2,157	4
Net cash (used in)/ generated from investing activities	(16,451)	17,224
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from shares issue	-	26,100
Listing expenses paid	-	(2,360)
Drawdown of borrowings	3,047	-
Repayment of borrowings	(2,489)	(1,092)
Net cash generated from financing activities	558	22,648
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	(26,729)	31,614
EFFECT OF EXCHANGE RATE CHANGES	7	14
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	31,628	-
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	4,906	31,628

The unaudited condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the financial year ended 28 February 2007 and the accompanying explanatory notes attached to the interim financial reports.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES
 IN EQUITY FOR THE PERIOD ENDED 29 FEBRUARY 2008**

	← Attributable to Equity Holder of the Parent →					Minority Interest RM'000	Total Equity RM'000
	Share Capital RM'000	Share Premium RM'000	Exchange Reserve RM'000	Unappropriated Profit RM'000	Total RM'000		
Balance as at date of incorporation on 15 May 2006	#	-	-	-	#	-	#
Issue of shares pursuant to acquisitions of subsidiaries	62,500	4,827	-	-	67,327	-	67,327
Issue of shares pursuant to Rights Issue	2,500	-	-	-	2,500	-	2,500
Issue of shares pursuant to Public Issue	10,000	13,600	-	-	23,600	-	23,600
Listing expenses	-	(2,360)	-	-	(2,360)	-	(2,360)
Currency translation differences	-	-	14	-	14	-	14
Net profit for the period	-	-	-	26,758	26,758	-	26,758
Balance as at 28 February 2007	75,000	16,067	14	26,758	117,839	-	117,839
Currency translation differences	-	-	7	-	7	-	7
Net profit for the period	-	-	-	34,184	34,184	-	34,184
Final dividend paid to shareholders	-	-	-	(3,285)	(3,285)	-	(3,285)
Interim dividend paid to shareholders	-	-	-	(2,220)	(2,220)	-	(2,220)
Balance as at 29 February 2008	75,000	16,067	21	55,437	146,525	-	146,525

Note:- # RM1.00

The unaudited condensed statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 28 February 2007 and the accompanying explanatory notes attached to the interim financial reports

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A. NOTES TO THE INTERIM FINANCIAL REPORT

A1 Basis of preparation

The interim financial statements have been prepared under the historical cost convention except for the revaluation of properties included within property, plant and equipment and investment properties which are stated at fair value.

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134 “Interim Financial Reporting” and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Company for the financial year ended 28 February 2007. 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 the year ended 28 February 2007.

The accounting policies and methods of computation adopted for the interim financial report are consistent with those adopted by the Group in the audited financial statements for the financial year ended 28 February 2007. The Group has adopted the following applicable new and revised Financial Reporting Standards (“FRS”) for financial period beginning 1 March 2007:-

(a) FRS 117: Leases

The adoption of the 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 land lease payments and are amortised on a straight-line basis over the lease term. A lease of land and building is apportioned into lease of land and a lease of building in proportion to the relative fair values of the leasehold interests in the land element and the building element of the lease at the inception of the lease. Prior to 1 March 2007, leasehold land was classified as property, plant and equipment and was stated at valuation less accumulated depreciation and impairment losses. The leasehold land was last revalued in 2006.

Upon the adoption of the FRS 117 at 1 March 2007, the unamortised revalued amount of leasehold land is retained as the surrogate carrying amount of prepaid land lease payments as allowed by the transitional provisions of FRS 117. The reclassification of leasehold land as prepaid land lease payments has been accounted for retrospectively and certain comparative amounts as at 28 February 2007 have been restated.

The following comparative amounts have been restated due to the adoption of FRS 117:

	Previously stated RM'000	FRS 117 RM'000	Restated RM'000
At 28 February 2007			
Property, plant and equipment	26,667	(1,388)	25,279
Prepaid land lease payment	-	1,388	1,388

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(b) FRS 124: Related Party Disclosures

The adoption of FRS 124 have no financial impact to the Group

(c) FRSs and amendment that are mandatory for financial periods beginning on or after 1 January 2007:-

- FRS 6 : Exploration for and Evaluation of Mineral Resources
 - FRS 6 is not relevant to the Company's operations
- Amendment to FRS 119₂₀₀₄ : Employee Benefits – Actuarial Gains and Losses, Group Plans and Disclosures
 - Amendment to FRS 119₂₀₀₄ is not relevant to the Group's operations

(d) The amendments to published standards, IC Interpretations to existing standards and new revised FRSs effective for the Group and the Company for the financial period beginning on or after 1 July 2007 are as follows:-

- 1) **Amendment to FRS121** - The Effects of Changes in Foreign Exchange Rates
 - Net Investment in a Foreign Operation
- 2) **IC Interpretation 1** - Changes in Existing Decommissioning, Restoration and Similar Liabilities
- 3) **IC Interpretation 2** - Members' Shares in Co-operative Entities and Similar Instruments
- 4) **IC Interpretation 5** - Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
- 5) **IC Interpretation 6** - Liabilities arising from Participating in a Specific Market – Waste Electrical and Electrical and Electronic Equipment
- 6) **IC Interpretation 7** - Applying the Restatement Approach under FRS129₂₀₀₄
 Financial Reporting in Hyperinflationary Economies
- 7) **IC Interpretation 8** - Scope of FRS2
- 8) **FRS 107** - Cash Flow Statements
- 9) **FRS 111** - Construction Contracts
- 10) **FRS 112** - Income Taxes
- 11) **FRS 118** - Revenue
- 12) **FRS 120** - Accounting for Government Grants and Disclosure of Government Assistance
- 13) **FRS 137** - Provision, Contingent Liabilities and Contingent Assets

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The Group and the Company have not early adopted the above Amendments, Interpretations and FRSs.

The above Interpretations, FRS 111 & FRS 120 are not applicable to the Group and the Company.

The initial application of the above Amendments and FRSs are not expected to have any material impact on the financial statements of the Group and of the Company.

(e) Deferred FRS 139 – Financial Instruments: Recognition and Measurement

The Malaysian Accounting Standards Board has yet to announce the effective date of this standard

A2 Audit report of preceding annual financial statement

The audited financial statements of the Company and its subsidiary companies for the financial year ended 28 February 2007 were not subject to any audit qualification.

A3 Seasonal or cyclical factors

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

A4 Unusual Items due to Their Nature, Size or Incidence

There were no unusual items that affected the assets, liabilities, equity, net income and cash flows of the Group during the quarter under review

A5 Material changes in estimates

There were no changes in estimates that have a material effect during the quarter under review.

A6 Debt and equity securities

There were no issuance and repayment of debt and equity securities, share buy backs, share cancellations, share held as treasury shares and resale of treasury shares during the current quarter and financial year under review.

A7 Dividend Paid

Since the end of the previous financial year, the Company has paid the following dividends:-

- (a) A final dividend of 3.0 sen less 27% tax per ordinary share of RM0.50 each totaling RM3.285 million in respect of the year ended 28 February 2007 was paid on 17 September 2007.
- (b) An interim dividend of 2.0 sen less 26% tax per ordinary share of RM0.50 each totaling RM2.220 million in respect of the year ended 29 February 2008 was paid on 10 December 2007.

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A8 Segment Information

The Group is principally engaged in the business segments of trading of PFF, manufacturing of pipe fittings and investments and management.

	Revenue		Profit before tax	
	----- 12 months ended 29 February 2008 -----			
	Current Year to-date RM'000	Preceding Year Corresponding Period RM'000	Current Year to-date RM'000	Preceding Year Corresponding Period RM'000
Trading of PFF*	264,945	78,539	36,217	9,527
Manufacturing of pipe fittings	71,126	16,727	14,730	3,303
Investments and management	9,711	5,149	7,883	17,455
	345,782	100,415	58,830	30,285
Inter-segments elimination	(32,311)	(9,831)	(7,718)	-
	313,471	90,584	51,112	30,285
Unallocated expenses			-	-
			51,112	30,285
Interest income			693	190
Finance cost			(7,030)	(2,088)
Share of profit in associate			105	14
Share of profit/(loss) in joint venture			45	(39)
			44,925	28,362

* PFF : Represents pipes, fittings and flow controls

There is no geographical segment information as the Group is predominantly operating in Malaysia.

A9 Valuation of Property, Plant and Equipment

There were no changes to the valuation of property, plant and equipment brought forward from the preceding audited financial statements for the year ended 28 February 2007.

A10 Material events subsequent to the end of the interim period

There were no material events subsequent to the current financial quarter to date of this announcement, which is likely to substantially affect the results and the operations of the Group.

A11 Changes in the composition of the Group

There were no changes in the composition of the Group during the quarter under review.

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A12 Contingent liabilities

As at the date of this announcement, there were no material contingent liabilities incurred by the Group which, upon crystallization would have a material impact on the financial position and business of the Group.

The Company has provided the following corporate guarantees to its subsidiaries:-

	29 February 2008
	RM'000
Corporate guarantees	<u>209,119</u>

A13 Capital Commitments

Authorised capital commitments not provided for in the interim financial statements as at 29 February 2008 are as follows:

	RM'000
Approved and contracted for	7,830
Approved but not contracted for	<u>-</u>
	<u>7,830</u>
Analysed as follows:	
- Property, plant and equipment	<u>7,830</u>

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B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

B1 Review of Performance

For the twelve months ended 29 February 2008 under review, the Group achieved revenue of RM313.47 million. In line with the revenue recorded, the Group posted higher profit before taxation of RM44.93 million (FY07: RM28.36 million) and higher profit after taxation of RM34.18 million (FY07: RM26.76 million) attributed mainly by the higher sales volume.

For the current quarter under review with comparison to last year corresponding quarter, the Group registered higher revenue of RM75.84 million (FY07Q4: RM64.14 million) and higher profit after taxation of RM8.28 million (FY07Q4: RM6.07 million), an increase of 18.24% and 36.39% respectively. The better performance is mainly attributed by higher manufacturing output and higher sales volume from the trading division.

B2 Variation of results against preceding quarter

In the current quarter under review, the Group registered a profit after taxation of RM8.28 million as compared to RM9.08 million in the preceding quarter which includes a gain of RM0.8 million on disposal of properties. Excluding the gain, the profit after taxation is comparable to preceding quarter.

B3 Prospects

The Board is of the opinion that the Group will continue to benefit from the current active onshore and offshore oil and gas exploration and related activities in Malaysia and overseas. Barring any unforeseen circumstances, the Board is confident that the Group is positive with its outlook and prospect for the financial year ending 28 February 2009.

B4 Variance on Profit Forecast/Profit Guarantee

The Group has exceeded the revenue and profit forecast as disclosed in the Prospectus dated 29 January 2007 for the financial year ended 29 February 2008. The difference between the unaudited actual results and forecast results are as follows:-

	Current Year-to-date Ended			
	29 February 2008			
	Forecast	Unaudited Actual	Variance	
	RM'000	RM'000	RM'000	%
Revenue	<u>251,260</u>	<u>313,471</u>	62,211	24.76
Profit after taxation	<u>27,550</u>	<u>34,184</u>	6,634	24.08

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The higher profit after tax achieved by the Group as compared to the profit forecast is mainly due to the followings:-

- (a) Overall higher sales volume achieved by the Group due to stronger demand from locals and overseas.
- (b) Higher tax savings of approximately RM1.5 million enjoyed by manufacturing division due to reinvestment allowance on machineries acquired during the year.
- (c) Gain on disposal of investment properties of approximately RM0.8 million.

There is no profit guarantee issued by the Group.

B5 Taxation

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
	29-Feb-08	28-Feb-07	29-Feb-08	28-Feb-07
	RM'000	RM'000	RM'000	RM'000
Current taxation	1,340	(36)	9,286	1,207
Under provision in prior periods	314	-	314	-
Deferred Taxation	1,141	397	1,141	397
	2,795	361	10,741	1,604

Tax expense for the current quarter and financial year to-date ended 29 February 2008 is derived based on the management's best estimate of the tax charges for the year. The effective tax rate of the Group for the current quarter and financial year to-date is lower than the statutory rate mainly due to tax incentive on reinvestment allowance available to a subsidiary of the Group during the current year under review.

B6 Profit on sale of unquoted investments and/or properties

The Group has completed the disposal of a piece of freehold industrial property and 2 pieces of freehold agriculture lands during the financial year and realized a gain on disposal of RM0.8 million.

There is no sale of unquoted investments.

B7 Quoted securities

There were no purchases or disposals of quoted securities during the financial quarter under review and financial year to date.

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B8 Status of corporate proposals

(a) The Group has on 14 December 2007 announced that the Group proposed to undertake the followings:-

- (i) A share split exercise whereby every existing one (1) ordinary share of RM0.50 each in Pantech Group Holdings Berhad (“Company”) will be sub-divided into two and one half (2.5) new ordinary shares of RM0.20 each in the Company (“Proposed Share Split”); and
- (ii) Amendment to the Memorandum of Association of the Company to facilitate the Proposed Share Split (“Proposed Amendments”).

(The Proposed Share Split and Proposed Amendment are collectively referred to as “the Proposals”)

The Group has obtained approval from Bursa Malaysia Securities Berhad for the Proposed Share Split vide its letter dated 8 January 2008 and shareholders’ approval in the Extraordinary General Meeting held on 22 February 2008. As at the date of this report, the Proposals have yet to be implemented.

(b) Utilisation of IPO Proceeds

The Group has fully utilized the IPO proceeds for intended used during the financial year under review as follows:-

Purpose	Proposed utilisation RM'000	Actual utilisation 29-02-2008 RM'000	Intended timeframe for utilisation	Deviation RM'000	%	Explanations
Capital Expenditure	12,000	12,000	By August 2008	-	-	n/a
Working Capital	9,100	9,240	-	(140)	1.5	Note (i)
Listing expenses	2,500	2,360	-	140	5.6	Note (i)
	23,600	23,600		-		

- (i) The saving of RM140,000 has been utilized as working capital of the Group.

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B9 Group borrowings and debt securities

The Group's borrowings as at the end of the reporting quarter are as follows:-

	Current RM'000	Non-current RM'000
<u>Secured:-</u>		
- Term loans	2,013	6,934
- Hire purchase	1,364	1,882
- Bank overdraft	794	-
- Bankers' acceptances, trust receipts and other short term loan	69,568	-
- Domestic resource factoring	1,932	-
	75,671	8,816
<u>Unsecured:-</u>		
- Collateralised loan obligations	836	20,000
	76,507	28,816

B10 Off Balance Sheet Financial Instruments

As at end of current quarter, the Group has the amount of forward exchange contracts with licensed banks as hedges for sales amounted to RM6.6 million. The settlement periods for these contracts are ranging from one to six months.

B11 Material Litigation

There are no pending material litigations as at the date of this quarterly report that has a material effect on the financial position of the Group and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially affect the position or business of the Group.

B12 Dividends

The Board is proposing for the shareholders' approval at the forthcoming Annual General Meeting, a final dividend of 2.4 sen consists of franked dividend of 0.75 sen less 26% tax and a final single tier dividend of 1.65 sen (FYE2007: 3.0 sen less 27% tax) per ordinary share of RM0.50 each amounting to RM3,307,500 for the financial year ended 29 February 2008. The details of the book closure date and payment date will be announced later.

The proposed final dividends per share shall be adjusted according to share split ratio should the share split proposal is implemented before the shareholders' approval at the forthcoming Annual General Meeting.

The total dividend per share for the current financial year is 4.4 sen consists of franked dividend of 2.75 sen less 26% tax and single tier dividend of 1.65 sen per ordinary share of RM0.50 each (FYE2007: 3.0 sen less 27% tax)

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B13 Earnings Per Share (Sen)

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 29-Feb-08 RM'000	Preceding Year Corresponding Quarter 28-Feb-07 RM'000	Current Year To Date 29-Feb-08 RM'000	Preceding Year Corresponding Period 28-Feb-07 RM'000
Basic earnings per share				
Net profit attributable to shareholders	8,279	6,070	34,184	26,758
Number of ordinary shares at the beginning of period ('000)	150,000	125,000	150,000	#
Issued during the period ('000)	-	25,000	-	150,000
Weighted average number of shares at the end of period ('000)	150,000	32,521	150,000	40,791
Basic earnings per share (sen) <i>(Before excess of net fair values over acquisition cost)</i>	5.52	18.66	22.79	21.89
Basic earnings per share (sen) <i>(After excess of net fair values over acquisition cost)</i>	5.52	18.66	22.79	65.60
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

Note:- # Represents 2 ordinary shares only

Date: 28th April 2008