



**PANTECH GROUP HOLDINGS BERHAD**

Company No. 733607 W  
(Incorporated in Malaysia)

**INTERIM FINANCIAL REPORT**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE PERIOD ENDED 30 NOVEMBER 2011**

	Third Quarter		Cumulative Quarter	
	Current Year Quarter 30/11/2011 RM'000	Preceding Year Corresponding Quarter 30/11/2010 RM'000	Current Year To Date 30/11/2011 RM'000	Preceding Year Corresponding Period 30/11/2010 RM'000
<b>Revenue</b>	<b>112,652</b>	<b>75,428</b>	<b>308,580</b>	<b>262,872</b>
Operating Expenses	(97,086)	(66,953)	(271,950)	(228,787)
Other Operating Income	1,033	486	2,870	1,443
<b>Profit from Operations</b>	<b>16,599</b>	<b>8,961</b>	<b>39,500</b>	<b>35,528</b>
Finance Cost	(2,256)	(1,628)	(6,477)	(4,471)
Share of profit/(loss) in associate company	77	(141)	381	(8)
Share of profit in joint venture company	(8)	8	26	94
<b>Profit before taxation</b>	<b>14,412</b>	<b>7,200</b>	<b>33,430</b>	<b>31,143</b>
Taxation	(4,072)	(1,107)	(9,611)	(7,266)
<b>Profit for the period</b>	<b>10,340</b>	<b>6,093</b>	<b>23,819</b>	<b>23,877</b>
<b>Other comprehensive income / (loss), net of tax</b>				
Foreign currency translation differences for foreign operation	52	352	182	(74)
<b>Total comprehensive income for the period</b>	<b>10,392</b>	<b>6,445</b>	<b>24,001</b>	<b>23,803</b>
<b>Profit/(Loss) for the period attributable to:</b>				
Owners of the Company	10,342	6,094	23,826	23,884
Minority interest	(2)	(1)	(7)	(7)
	<b>10,340</b>	<b>6,093</b>	<b>23,819</b>	<b>23,877</b>
<b>Total comprehensive income for the period attributable to:</b>				
Owners of the Company	10,394	6,446	24,008	23,810
Minority interest	(2)	(1)	(7)	(7)
	<b>10,392</b>	<b>6,445</b>	<b>24,001</b>	<b>23,803</b>
<b>Earnings per share</b>				
(a) Basic earnings per RM0.20 share (sen)	<b>2.29</b>	<b>1.36</b>	<b>5.29</b>	<b>5.32</b>
(b) Diluted earnings per RM0.20 share(sen)	<b>1.78</b>	<b>1.33</b>	<b>4.09</b>	<b>5.21</b>

The unaudited condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 28 February 2011 and the accompanying explanatory notes attached to the interim financial reports

**INTERIM FINANCIAL REPORT****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 NOVEMBER 2011**

	30/11/2011	28/02/2011
	RM'000	RM'000
<b>ASSETS</b>		
<b>Non-Current assets</b>		
Property, Plant And Equipment	113,110	104,140
Prepaid Land Lease Payments	22,298	18,678
Investment Properties	3,160	3,160
Investment In An Associate Company	2,124	1,790
Investment In A Joint Venture Company	413	379
Available-for-sale Investment	7	7
Capital Work-in-progress	9,105	6,748
Deferred Tax Assets	5,396	6,055
	<u>155,613</u>	<u>140,957</u>
<b>Current assets</b>		
Inventories	213,645	168,772
Trade and Other Receivables	90,419	66,161
Amount Due from An Associate Company	31,949	7,749
Derivatives Financial Instruments	201	33
Fixed Deposits with Licensed Banks	45,376	63,244
Cash and Bank Balances	62,358	75,138
	<u>443,948</u>	<u>381,097</u>
<b>TOTAL ASSETS</b>	<u>599,561</u>	<u>522,054</u>
<b>EQUITY AND LIABILITIES</b>		
Share Capital	90,530	90,387
Share Application Money	-	13
Share Premium	2,236	1,948
Treasury Shares	(1,650)	(380)
Irredeemable Convertible Unsecured Loan Stock - Equity Component	48,873	49,151
Warrants Reserve	7,482	7,484
Revaluation Reserve	4,615	4,720
Other Reserves	7,476	5,745
Unappropriated Profit	172,145	158,114
	<u>331,707</u>	<u>317,182</u>
<b>Equity attributable to owners of the Parent</b>	<u>331,707</u>	<u>317,182</u>
Minority Interest	79	86
Total Equity	<u>331,786</u>	<u>317,268</u>
<b>Non-current liabilities</b>		
Irredeemable Convertible Unsecured Loan Stock (ICULS) - Liability Component	18,384	21,923
Long Term Borrowings	57,471	55,614
Deferred Tax Liabilities	3,427	3,463
	<u>79,282</u>	<u>81,000</u>
<b>Current liabilities</b>		
Trade and Other Payables	45,056	32,119
Overdraft and Short Term Borrowings	133,646	86,043
Amount Due to A Joint Venture Company	284	357
Tax payable	5,013	2,556
Dividend Payable	4,494	2,711
	<u>188,493</u>	<u>123,786</u>
<b>Total Liabilities</b>	<u>267,775</u>	<u>204,786</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>599,561</u>	<u>522,054</u>
NET ASSETS PER SHARE OF RM0.20 EACH (RM)	0.74	0.70

The unaudited condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 28 February 2011 and the accompanying explanatory notes attached to the interim financial reports

**INTERIM FINANCIAL REPORT****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE PERIOD ENDED 30 NOVEMBER 2011**

	<b>GROUP 30/11/2011 RM'000</b>	<b>GROUP 30/11/2010 RM'000</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before taxation	<b>33,430</b>	31,143
Adjustments for:		
Non-cash items	<b>9,402</b>	(3,354)
Non-operating items	<b>3,619</b>	3,005
<b>Operating profit before changes in working capital</b>	<b>46,451</b>	30,794
Changes in working capital:-		
Net changes in current assets	<b>(94,938)</b>	7,661
Net changes in current liabilities	<b>7,345</b>	6,427
Net changes in bills payables	<b>50,868</b>	24,076
<b>Cash generated from operations</b>	<b>9,726</b>	68,958
Dividend paid	<b>(8,109)</b>	(10,103)
Interest paid	<b>(5,066)</b>	(3,831)
Interest received	<b>1,890</b>	826
Tax paid	<b>(5,963)</b>	(9,757)
<b>Net cash (used in)/generated from operating activities</b>	<b>(7,522)</b>	46,093
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from minority interest on subscription of shares	-	100
Purchase of property, plant and equipment	<b>(14,361)</b>	(621)
Purchase of prepaid land lease payment	<b>(3,857)</b>	-
Proceeds from disposal of property, plant and equipment	<b>113</b>	102
Capital work-in-progress incurred	<b>(2,357)</b>	(38,506)
<b>Net cash used in investing activities</b>	<b>(20,462)</b>	(38,925)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of share capital	-	22
Shares buy back	<b>(1,270)</b>	-
Drawdown of borrowings	<b>7,100</b>	37,755
Repayment of borrowings	<b>(8,676)</b>	(27,183)
<b>Net cash (used in)/ generated from financing activities</b>	<b>(2,846)</b>	10,594
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(30,830)</b>	17,762
<b>EFFECT OF EXCHANGE RATE CHANGES</b>	<b>182</b>	(74)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>138,382</b>	62,616
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>107,734</b>	80,304

The unaudited condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the financial year ended 28 February 2011 and the accompanying explanatory notes attached to the interim financial reports.



**INTERIM FINANCIAL REPORT**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 NOVEMBER 2011**

	← Attributable to Owners of the Company →										Minority Interests	Total Equity	
	← Non-Distributable					→ Distributable							
	Share Capital	Share Application Money	Share Premium	ICULS-Equity component	Share Option Reserve	Warrants Reserve	Revaluation Reserve	Exchange Reserve	Treasury Shares	Unappropriated Profits	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Balance as at 1 March 2010</b>	75,000	-	16,067	-	-	-	-	242	(380)	141,962	232,891	#	232,891
<b>Transactions with owners:</b>													
Issuance of shares pursuant to exercise of ESOS	5	-	17	-	-	-	-	-	-	-	22	-	22
Share option granted under ESOS	-	-	-	-	4,200	-	-	-	-	-	4,200	-	4,200
Transfer to share premium for ESOS exercised	-	-	10	-	(10)	-	-	-	-	-	-	-	-
Bonus Issue	14,968	-	(14,968)	-	-	-	-	-	-	-	-	-	-
Allotment of share capital	-	-	-	-	-	-	-	-	-	-	-	100	100
<b>Total transactions with owners</b>	<b>14,973</b>	<b>-</b>	<b>(14,941)</b>	<b>-</b>	<b>4,190</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,222</b>	<b>100</b>	<b>4,322</b>
Total comprehensive income for the period	-	-	-	-	-	-	-	(74)	-	23,884	23,810	(7)	23,803
First interim dividend paid to shareholders	-	-	-	-	-	-	-	-	-	(5,613)	(5,613)	-	(5,613)
Final dividend paid to shareholders	-	-	-	-	-	-	-	-	-	(4,490)	(4,490)	-	(4,490)
<b>Balance as at 30 November 2010</b>	<b>89,973</b>	<b>-</b>	<b>1,126</b>	<b>-</b>	<b>4,190</b>	<b>-</b>	<b>-</b>	<b>168</b>	<b>(380)</b>	<b>155,743</b>	<b>250,820</b>	<b>93</b>	<b>250,913</b>

Note: # RM 1.00

*The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 28 February 2011 and the accompanying explanatory notes attached to the interim financial reports*



**PANTECH GROUP HOLDINGS BERHAD**

Company No. 733607 W  
(Incorporated in Malaysia)

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 November 2011 (Continued)**

	← Attributable to Owners of the Company →										Total RM'000	Minority Interests RM'000	Total Equity RM'000
	← Non-Distributable →					→ Distributable							
	Share Capital RM'000	Share Application Money RM'000	Share Premium RM'000	ICULS- Equity component RM'000	Share Option Reserve RM'000	Warrants Reserve RM'000	Revaluation Reserve RM'000	Exchange Reserve RM'000	Treasury Shares RM'000	Unappropriated Profits RM'000			
<b>Balance as at 1 March 2011</b>	90,387	13	1,948	49,151	5,595	7,484	4,720	150	(380)	158,114	317,182	86	317,268
<b>Transactions with owners:</b>													
Issuance of shares pursuant to conversion of ICULS	139	-	277	(278)	-	-	-	-	-	(9)	129	-	129
Issuance of shares pursuant to exercise of Warrants	4	(13)	11	-	-	(2)	-	-	-	-	-	-	-
Share options granted under ESOS	-	-	-	-	1,548	-	-	-	-	-	1,548	-	1,548
Buy back of shares	-	-	-	-	-	-	-	-	(1,270)	-	(1,270)	-	(1,270)
<b>Total transactions with owners</b>	<b>143</b>	<b>(13)</b>	<b>288</b>	<b>(278)</b>	<b>1,548</b>	<b>(2)</b>	<b>-</b>	<b>-</b>	<b>(1,270)</b>	<b>(9)</b>	<b>407</b>	<b>-</b>	<b>407</b>
Total comprehensive income for the period	-	-	-	-	-	-	(105)	183	-	23,932	24,010	(7)	24,003
Final dividend paid to Shareholders	-	-	-	-	-	-	-	-	-	(5,398)	(5,398)	-	(5,398)
First interim dividend payable to Shareholders	-	-	-	-	-	-	-	-	-	(4,494)	(4,494)	-	(4,494)
<b>Balance as at 30 November 2011</b>	<b>90,530</b>	<b>-</b>	<b>2,236</b>	<b>48,873</b>	<b>7,143</b>	<b>7,482</b>	<b>4,615</b>	<b>333</b>	<b>(1,650)</b>	<b>172,145</b>	<b>331,707</b>	<b>79</b>	<b>331,786</b>

*The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 28 February 2011 and the accompanying explanatory notes attached to the interim financial reports*



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## **INTERIM FINANCIAL REPORT**

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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 2011. 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 financial year ended 28 February 2011.

#### **(a) Adoption of New and Revised Financial Reporting Standards**

Significant accounting policies adopted by the Group in this interim financial statements are consistent with those of the audited financial statements for year ended 28 February 2011, except for adoption of the following new and revised FRSs, Amendments to FRSs and IC Interpretations which are effective for financial period beginning 1 March 2011:-

##### **FRSs, Amendments to FRSs and IC Interpretations**

Amendments to FRS 2	- Share-based Payment. Group Cash-settled Share-based Payment Transactions
Amendments to FRS 3	- Business Combinations
Amendments to FRS 7	- Improving Disclosures about Financial Instruments
Amendments to FRS 101	- Presentation of Financial Statements
Amendments to FRS 121	- The Effects of Changes in Foreign Exchange Rates
Amendments to FRS 128	- Investments in Associates
Amendments to FRS 131	- Interests in Joint Ventures
Amendments to FRS 132	- Financial Instruments: Presentation
Amendments to FRS 134	- Interim Financial Reporting
Amendment to FRS 139	- Financial Instruments: Recognition and Measurement
IC Interpretation 4	- Determining Whether an Arrangement Contains a Lease



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## **INTERIM FINANCIAL REPORT**

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**(b) FRSs, Amendments to FRSs and IC Interpretations Issued but Not Adopted**

The following are the standards and IC Interpretations which are not yet effective and have not been early adopted by the Group, which are mandatory for financial period beginning on or after 1 July 2011:-

Amendments to IC Interpretation 14	- Prepayments of a Minimum Funding Requirement
IC Interpretation 19	- Extinguishing Financial Liabilities with Equity Instruments

The followings are the standards and the IC Interpretations which are not yet effective and have not been early adopted by the Group, which are mandatory for financial period beginning on or after 1 January 2012: -

Amendments to IC Interpretation 15	- Agreements for the Construction of Real Estate
FRS 124	- Related Party Disclosures

Adoption of these new and revised FRSs, Amendments to FRS and IC Interpretations will have no material impact on financial statements of the Group, except for the following:-

**FRS 3 Business Combination**

The revised standard continues to apply the acquisition method to business combinations, with some significant changes. All payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice to measure the non-controlling interest in the acquiree at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed.

**IC Interpretation 17 Distributions of Non-Cash Assets to Owners**

This interpretation provides guidance on accounting for arrangements whereby an entity distributes non-cash assets to shareholders either as a distribution of reserves or as dividends. The Group should measure the dividend payable at the fair value of the assets to be distributed when the dividend is appropriately authorised and is no longer at the discretion of the Group. On settlement of the dividend, the difference between the dividend paid and the carrying amount of the assets distributed is recognised in profit or loss. If the dividend remains unpaid at the end of the financial year, the dividend payable carrying amount is reviewed with any changes recognised in equity.



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### **FRS 124 Related Party Disclosures**

The revised standard modifies the definition of a related party and simplifies disclosures for government-related entities. The disclosure exemptions introduced in the standard do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balance in this financial statement may be affected when the revised standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the Standard.

### **FRS 127 Consolidated and Separate Financial Statements**

The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting treatments when control is lost. Any remaining interest in the entity is remeasured to fair value, and a gain or loss is recognised in profit or loss. Losses are required to allocate to non-controlling interests, even if it results in the non-controlling interest to be in a deficit position.

#### **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 2011 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**

Save as disclosed below, there were no other issuances, cancellations, repurchases, resale and repayments of debt and equity securities in the Company:

##### **a) Irredeemable Convertible Unsecured Loan Stock ("ICULS") and Warrants**

During the current financial year to date under review, 4,161,000 units of ICULS have been converted to 693,499 ordinary shares of RM0.20 each and 21,600 ordinary shares of RM0.20 were issued pursuant to exercise of 21,600 warrants at RM0.60.





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b) Treasury Shares

During the financial period ended 30 November 2011, the Company had repurchased 2,451,500 ordinary share or 0.54% of its issued share capital from the open market at the average price paid of RM0.52 per share. The repurchase transactions were financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A of the Companies Act, 1965.

The Company has the right to cancel, resell these shares and/or distributes as dividends at a later date. As treasury shares, the rights attached to voting, dividends and participation in other distribution is suspended. None of the treasury shares repurchased during the financial period had been sold as at the period ended 30 November 2011.

As at the financial period ended 30 November 2011, the number of ordinary shares in issue after deducting treasury shares against equity is 449,377,926 ordinary shares of RM0.20 each.

c) Pantech Group Holdings Berhad had received the approval from the Securities Commission, vide its letter dated 3 November 2010, for the exemption sought by CTL Capital Holding Sdn Bhd (“**CTL Capital**”) and the parties acting in concert with it (“**PACs**”) pursuant to Practice Note 2.9.1 of the Malaysian Code on Take-Overs and Mergers, 1998 (replaced by Practice Note 9 of the Malaysian Code on Take-Overs and Mergers 2010 with effect from 15 December 2010).

Amongst others, the approval requires Pantech to disclose in its annual and interim accounts and any public document, including annual reports, prospectuses and circulars, for so long as the ESOS Options, ICULS and Warrants remain outstanding, the following:-

**i. The time period for which the exemption has been granted;**

The exemption has been granted from 3 November 2010 up to the issuance and listing of the new Pantech Shares pursuant to the mandatory conversion of ICULS at its maturity date or upon full conversion of ICULS, whichever date is earlier.

**ii. Number and percentage of voting shares in Pantech, and the number of ESOS Options, ICULS and Warrants held by CTL Capital and the PACs as at the latest practicable date prior to disclosure (30 December 2011);**



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Parties	Direct		Indirect		No of ICULS		No of Warrants		No. of ESOS Options (viii)
	No. of Voting Shares	% <sup>(i)</sup>	No. of Voting Shares	% <sup>(i)</sup>	Direct	Indirect	Direct	Indirect	
CTL Capital	101,196,480	22.52	-	-	173,463,982	-	17,346,398	-	-
GL Management Agency Sdn Bhd	74,895,960	16.67	-	-	128,381,300	-	12,838,130	-	-
Dato' Chew Ting Leng ("CTL")	-	-	101,196,480 <sup>(ii)</sup>	22.52	-	173,463,982 <sup>(ii)</sup>	-	17,346,398 <sup>(ii)</sup>	4,500,000
Dato' Goh Teoh Kean ("GTK")	-	-	74,895,960 <sup>(iii)</sup>	16.67	-	128,381,300 <sup>(iii)</sup>	-	12,838,130 <sup>(iii)</sup>	4,500,000
Tan Ang Ang ("TAA")	7,944,600	1.77	1,278,000 <sup>(iv)</sup>	0.28	13,472,400	2,130,000 <sup>(iv)</sup>	1,347,240	213,000 <sup>(iv)</sup>	4,500,000
To Tai Wai ("TTW")	12,320,580	2.74	-	-	21,118,800	-	2,111,880	-	3,150,000
Datin Shum Kah Lin ("SKL")	-	-	101,196,480 <sup>(v)</sup>	22.52	-	173,463,982 <sup>(v)</sup>	-	17,346,398 <sup>(v)</sup>	-
Datin Lee Sock Kee ("LSK")	-	-	74,895,960 <sup>(vi)</sup>	16.67	-	128,381,300 <sup>(vi)</sup>	-	12,838,130 <sup>(vi)</sup>	-
Yong Yui Kiew ("YYK")	1,278,000	0.28	7,944,600 <sup>(vii)</sup>	1.77	2,130,000	13,472,400 <sup>(vii)</sup>	213,000	1,347,240 <sup>(vii)</sup>	-
<b>TOTAL</b>	<b>197,635,620</b>	<b>43.98</b>	<b>-</b>	<b>-</b>	<b>338,566,482</b>	<b>-</b>	<b>33,856,648</b>	<b>-</b>	<b>16,650,000</b>

**Notes:-**

- (i) Excluding a total of 3,272,300 treasury shares
- (ii) Deemed interested by virtue of his and his spouse SKL's interests in CTL Capital pursuant to Section 6A of the Companies Act, 1965 ("Act").
- (iii) Deemed interested by virtue of his and his spouse LSK's interests in GL Management Agency Sdn Bhd ("GL Management") pursuant to Section 6A of the Act.
- (iv) Deemed interested by virtue of his spouse YYK's direct shareholding in the Company pursuant to Section 134(12) of the Act
- (v) Deemed interested by virtue of her and her spouse CTL's interests in CTL Capital pursuant to Section 6A of the Act.
- (vi) Deemed interested by virtue of her and her spouse GTK's interests in GL Management pursuant to Section 6A of the Act.
- (vii) Deemed interested by virtue of her spouse TAA's direct shareholding in the Company pursuant to Section 134(12) of the Act.
- (viii) Only 40% of the ESOS Option is exercisable as at 30 December 2011.

- iii. The maximum potential voting shares or voting rights of CTL Capital and its PACs in Pantech, assuming only CTL Capital and its PACs (but not other shareholders) exercise the ESOS Options, ICULS and Warrants in full;



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Parties	Direct		Indirect	
	No. of voting shares	%	No. of voting shares	%
CTL Capital	147,453,542	26.51	-	-
GL Management	109,130,973	19.62	-	-
CTL	4,500,000	0.81	147,453,542 <sup>(i)</sup>	26.51
GTK	4,500,000	0.81	109,130,973 <sup>(ii)</sup>	19.62
TAA	16,037,240	2.88	1,846,000 <sup>(iii)</sup>	0.33
TTW	21,102,260	3.79	-	-
SKL	-	-	151,953,542 <sup>(iv)</sup>	27.32
LSK	-	-	113,630,973 <sup>(v)</sup>	20.43
YYK	1,846,000	0.33	16,037,240 <sup>(vi)</sup>	2.88
<b>TOTAL</b>	<b>304,570,015</b>	<b>54.75</b>	-	-

**Notes:-**

- (i) Deemed interested by virtue of his and his spouse SKL's interests in CTL Capital pursuant to Section 6A of the Act.
- (ii) Deemed interested by virtue of his and his spouse LSK's interests in GL Management pursuant to Section 6A of the Act.
- (iii) Deemed interested by virtue of his spouse YYK's direct shareholding in the Company pursuant to Section 134(12) of the Act
- (iv) Deemed interested by virtue of her and her spouse CTL's interests in CTL Capital pursuant to Section 6A of the Act.
- (v) Deemed interested by virtue of her and her spouse GTK's interests in GL Management pursuant to Section 6A of the Act.
- (vi) Deemed interested by virtue of her spouse TAA's direct shareholding in the Company pursuant to Section 134(12) of the Act.

**iv. No take-over offer would arise on full exercise of the ESOS Options and Warrants and conversion of ICULS by CTL Capital and the PACs.**



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## INTERIM FINANCIAL REPORT

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**A7 Dividend Paid**

	<b>Current Year To-date RM'000</b>	<b>Preceding Year Corresponding Period RM'000</b>
<b>Final dividend in respect of financial year ended 28 February 2011, paid on 15 September 2011</b> - Single tier dividend of 1.2 sen per ordinary share of RM0.20	<b>5,398</b>	
<b>Special Second Interim dividend in respect of financial year ended 28 February 2011, paid on 30 March 2011</b> - Single tier dividend of 0.6 sen per ordinary share of RM0.20	<b>2,711</b>	
<b>Final dividend in respect of financial year ended 28 February 2010, paid on 22 September 2010</b> - Single tier dividend of 1.2 sen per ordinary share of RM0.20		4,490
<b>Special Second Interim dividend in respect of financial year ended 28 February 2010, paid on 20 April 2010</b> - Single tier dividend of 1.5 sen per ordinary share of RM0.20		5,613
	<b>8,109</b>	10,103

Subsequent to the interim financial period ended 30 November 2011, the Company had on 8 December 2011 paid a first interim single tier dividend of 1.0 sen per ordinary share of RM0.20 each in respect of financial year ended 29 February 2012 amounting to RM4.49 million.



## INTERIM FINANCIAL REPORT

### A8 Segment Information

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

	Revenue		Profit before tax	
	----- 9 months ended 30 November 2011 -----			
	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*	244,794	211,389	30,311	35,652
Manufacturing of pipes and pipe fittings	111,336	70,668	3,502	4,416
Investments and management	21,061	20,774	20,554	14,875
	<b>377,191</b>	302,831	<b>54,367</b>	54,943
Inter-segments elimination	<b>(68,611)</b>	(39,959)	<b>(16,757)</b>	(20,241)
	<b>308,580</b>	262,872	<b>37,610</b>	34,702
Interest income			1,890	826
Finance cost			<b>(6,477)</b>	(4,471)
Share of profit/(loss) in associate			381	(8)
Share of profit in joint venture			26	94
			<b>33,430</b>	31,143

\* PFF : Represents pipes, fittings and flow controls

### Analysis of the Group's revenue by geographical segments:

	Revenue	
	-- 9 months ended 30 November 2011 --	
	Current Year to-date RM'000	Preceding Year Corresponding Period RM'000
Generated by Malaysia operation	351,845	290,196
Generated by overseas operation	25,346	12,635
	<b>377,191</b>	302,831
Inter-segments elimination	<b>(68,611)</b>	(39,959)
	<b>308,580</b>	262,872

### A9 Valuation of Property, Plant and Equipment

Property, plant and equipment of the Group are stated at cost or valuation less accumulated depreciation and any accumulated impairment losses.

There were no changes to the valuation of property, plant and equipment brought forward from the preceding audited financial statements for the financial year ended 28 February 2011.



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## INTERIM FINANCIAL REPORT

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**A10 Material events subsequent to the end of the interim period**

There were no material events subsequent to the current financial quarter up to the 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.

**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 financial institutions and suppliers for credit facilities granted to its subsidiaries:-

	<b>30 November 2011</b>
	<b>RM'000</b>
Corporate guarantees	<u>516,491</u> *

\* Represents the total limit of Pantech's corporate guarantee

**A13 Capital Commitments**

Authorised capital commitments not provided for in the interim financial statements as at 30 November 2011 are as follows:

	<b>RM'000</b>
Approved and contracted for	<u>16,105</u>
Analyzed as follows:	
- Property, plant and equipment	<u>16,105</u>



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## **INTERIM FINANCIAL REPORT**

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

#### **B1 Review of Performance**

For the 9 months ended 30 November 2011, the Group registered higher revenue of RM308.58 million (FY11 same period: RM262.87 million) and a higher profit before taxation of RM33.43 million (FY11 same period: RM31.14 million) due to improved sales from both manufacturing and trading division. However, the profit after taxation of RM23.82 million remain comparable due to continue losses incurred by the new manufacturing plant (FY11 same period: RM23.88 million).

For the current quarter under review with comparison to last year corresponding quarter, the Group registered a higher revenue of RM112.65 million (Q3FY2011 : RM75.43 million) due to improved sales from both manufacturing and trading division. The Group recorded a higher profit after taxation of RM10.34 million (Q3FY2011 : RM6.10 million) due mainly to better products mix.

#### **B2 Variation of results against preceding quarter**

In the current quarter under review, the Group reported higher revenue of RM112.65 million compared to RM100.58 million recorded for preceding quarter. The Group posted higher profit after taxation of RM10.34 million compared to preceding quarter of RM7.23 million due mainly to better products mix.

#### **B3 Prospects**

The Group will continue to focus and expand on its existing revenue generating businesses and seek opportunities to grow its businesses, both locally and overseas, by expanding its capacity as the major pipes, fittings and flow controls solutions provider to the oil and gas industries and related upstream and down-stream industries.

The Group is of the view that the long term outlook of the oil and gas industries continues to be positive with the expected multi billions oil and gas investment under Economic Transformation Programme (ETP) announced by the Government of Malaysia. Barring any unforeseen circumstances, the Group expects its overall performance for the current financial year to remain satisfactory.

#### **B4 Variance on Profit Forecast/Profit Guarantee**

There is no profit forecast or guarantee issued by the Group for the current financial year and quarter under review.



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## INTERIM FINANCIAL REPORT

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### B5 Taxation

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 30-Nov-11 RM'000	Preceding Year Corresponding Quarter 30-Nov-10 RM'000	Current Year To Date 30-Nov-11 RM'000	Preceding Year Corresponding Period 30-Nov-10 RM'000
Current taxation	3,881	1,673	9,108	6,253
Over provision of taxation in prior year	(27)	(637)	(121)	(637)
Transferred from / (to) deferred tax assets	284	71	885	1,650
Transferred (from) / to deferred taxation	(54)	-	(226)	-
Crystallization of deferred taxation upon depreciation of revalued assets	(12)	-	(35)	-
	<u>4,072</u>	<u>1,107</u>	<u>9,611</u>	<u>7,266</u>

Tax expense for the current quarter and financial year to-date ended 30 November 2011 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 financial year to date is higher than the statutory rate mainly due to certain expenses are not deductible for tax purposes.

### B6 Profit on sale of unquoted investments and/or properties

There is no sale of unquoted investment and/or properties for the current quarter and financial year to-date under review.

### B7 Quoted securities

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

### B8 Status of corporate proposals

a) There are no corporate proposals announced but not completed as at the date of this quarterly report.





## INTERIM FINANCIAL REPORT

b) Utilization of proceeds from corporate proposals

i) 7% Irredeemable Convertible Unsecured Loan Stock ("ICULS") 2010/2017

No.	Purpose	Proposed Utilization	Actual Utilization	Intended Timeframe for Utilization	Deviation		Explanations
		(RM'000)	(RM'000)		(RM'000)	%	
1)	Construction of factory buildings and warehouses, acquisition of plant and equipment	39,000	16,495	By January 2013	N/A	-	-
2)	Investments in related and/or complementary businesses locally and/or overseas	9,750	-	By January 2013	N/A	-	-
3)	Working Capital	24,591	24,584	-	7	0.03	The shortfall was funded from the working capital of the Pantech Group.
4)	Expenses for the Corporate Exercises	1,500	1,507	-	(7)	0.46	
		<u>74,841</u>					

**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 loan	78	100
<u>Unsecured:-</u>		
- Term loans	8,657	54,739
- Hire purchase	1,184	2,632
- Bankers' acceptances, trust receipts and other short term loan	93,251	-
- Onshore foreign currency loan	30,476	-
	<u>133,646</u>	<u>57,471</u>

Foreign currency borrowings included above:

	Foreign Currency '000	RM Equivalent '000
US Dollar	12,162	38,352
Singapore Dollar	1,542	3,773
	<u>13,704</u>	<u>42,125</u>



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## INTERIM FINANCIAL REPORT

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### **B10 Derivative Financial Instruments**

Details of outstanding derivative financial instruments as at 30 November 2011:-

Type of Derivatives	Contract/ Notional Value  (RM'000)	Fair Value  (RM'000)	Gain/(Loss) on Fair Value Changes (RM'000)	Purpose
Forward Exchange Contract - Maturing within 4 months	6,256	6,055	201	Hedging for contracted sales and trade receivables

As at 31 December 2011, the Group has the amount of forward exchange contracts with licensed banks as hedges for sales amounted to RM5.35 million. The settlement periods for these contracts are ranging from one to four months.

#### Credit risk

There is minimal credit risk as the forward contracts were entered into with reputable banks.

#### Cash requirements

The Group is exposed to minimal cash flow risk in view of its healthy cash position.

The derivative had been recorded in the Consolidated Statement of Financial Position for this reporting period in compliance with FRS 139.

### **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 is not aware 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 of directors has approved and declared a special interim single tier dividend of 1.2 sen per ordinary share in respect of the financial year ending 29 February 2012 (Previous year corresponding period: a special interim single tier dividend of 0.6 sen per ordinary share of RM 0.20 each). The interim dividend will be paid on 26 March 2012 to shareholders whose names appear on the Company's Record of Depositors on 29 February 2012.

The total dividend per share for the current financial year is 2.2 sen single tier dividend per ordinary share of RM 0.20 each. (Preceding year corresponding period: 2.1 sen single tier dividend per ordinary share of RM 0.20 each)



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## INTERIM FINANCIAL REPORT

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### B13 Earnings Per Share

#### a) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing profit for the period attributable to owners of the Company by weighted average number of ordinary shares in issue during the period:-

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
	30-Nov-11	30-Nov-10	30-Nov-11	30-Nov-10
	RM'000	RM'000	RM'000	RM'000
<b>Net profit attributable to owners of the Company</b>	<b>10,342</b>	6,094	<b>23,826</b>	23,884
Weighted average number of ordinary share in issue ('000)	<u>450,726</u>	449,046	<u>450,726</u>	449,046
<b>Basic earnings per RM0.20 share (sen)</b>	<b><u>2.29</u></b>	1.36	<b><u>5.29</u></b>	5.32

#### b) Diluted Earnings Per Share

The Diluted Earnings Per Share is calculated by dividing the profit attributable to the owners of the Company on the weighted average number of ordinary shares in issue during the period which have been adjusted for the dilutive effect of ordinary shares that would be issued upon conversion of all outstanding Irredeemable Convertible Unsecured Loan Stock ("ICULS").

The ESOS options granted to employees, and the warrants are anti-dilutive and hence the calculation of diluted earnings per share for the current period does not assume the exercise of the ESOS options and warrants.



## INTERIM FINANCIAL REPORT

**b) Diluted Earnings Per Share (cont'd)**

	<b>Individual Quarter</b>		<b>Cumulative Quarter</b>	
	<b>Current Year Quarter 30-Nov-11 RM'000</b>	<b>Preceding Year Corresponding Quarter 30-Nov-10 RM'000</b>	<b>Current Year To Date 30-Nov-11 RM'000</b>	<b>Preceding Year Corresponding Period 30-Nov-10 RM'000</b>
<b>Adjusted net profit for the period attributable to owners of the Company:</b>				
Net profit attributable to owners of the Company	10,342	6,094	23,826	23,884
Impact on income statement upon conversion of ICULS	(137)	-	(409)	-
	<b>10,205</b>	<b>6,094</b>	<b>23,417</b>	<b>23,884</b>
<b>Adjusted weighted average number of shares ('000):</b>				
Weighted average number of ordinary share in issue ('000)	450,726	449,046	450,726	449,046
Adjustment for dilutive effect on conversion of ICULS ('000)	121,989	-	121,989	-
Adjustment for dilutive effect on Exercise of ESOS ('000)	-	9,362	-	9,362
	<b>572,715</b>	<b>458,408</b>	<b>572,715</b>	<b>458,408</b>
<b>Diluted earnings per RM0.20 share (sen)</b>	<b>1.78</b>	<b>1.33</b>	<b>4.09</b>	<b>5.21</b>



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## INTERIM FINANCIAL REPORT

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### B14 Share Buy Back

As at end of current quarter, a total of 3,272,300 ordinary shares of RM0.20 each were retained as treasury shares and treated in accordance with the requirement of Section 67A of the Companies Act 1965. The average price paid for the shares repurchased was RM 0.504 per share.

### B15 Realized and Unrealized Profits / (Losses) disclosure

	As at 30-Nov-11 RM'000	As at 28-Feb-11 RM'000
<b>Total unappropriated profits of Pantech and its subsidiaries:</b>		
- Realized	216,898	200,825
- Unrealized	(1,932)	142
	<b>214,966</b>	200,967
<b>Total share of unappropriated profits from associated Company:</b>		
- Realized	2,092	1,750
- Unrealized	1	13
	<b>2,093</b>	1,763
<b>Total share of unappropriated profits from jointly controlled Entity:</b>		
- Realized	252	220
- Unrealized	-	(1)
	<b>252</b>	219
	<b>217,311</b>	202,949
<b>Less: consolidation adjustments</b>	<b>(45,166)</b>	<b>(44,835)</b>
<b>Total Group unappropriated profits</b>	<b>172,145</b>	<b>158,114</b>

Date: 17 January 2012