

AMTEL HOLDINGS BERHAD

(409449-A)

NOTES TO INTERIM FINANCIAL REPORT FOR THE THIRD QUARTER ENDED 31 AUGUST 2009: EXPLANATORY NOTES IN COMPLIANCE WITH REPORTING REQUIREMENTS OF FRS 134 – INTERIM FINANCIAL REPORTING

1. Basis of Preparation

The interim financial statements have been prepared in compliance with Financial Reporting Standard (“FRS”) 134: Interim Financial Reporting and Paragraph 9.22 of the Bursa Malaysia Securities Berhad (“BMSB”) Listing Requirements.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the last financial year ended 30 November 2008. 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 30 November 2008.

1.1 Significant Accounting Policies

The significant accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted in the financial statements for the financial year ended 30 November 2008 except for the following FRSs and Interpretations issued but not yet effective and have not been applied by the Group:-

		Effective for annual periods beginning on or after
FRS 4	Insurance Contracts	1 January 2010
FRS 7	Financial Instruments : Disclosures	1 January 2010
FRS 8	Operating Segments	1 July 2009
FRS 139	Financial Instruments : Recognition and Measurement	1 January 2010
IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	Interim Financial Reporting and Impairment	1 January 2010

The adoptions of the above FRSs upon their effective dates are not expected to have significant financial impact on the financial statements of the Group except for the changes in disclosures arising from the adoption of FRS 7 and 8.

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2. Audit Qualification

There was no qualification on audit report of the Group's preceding annual financial statements.

3. Seasonal or cyclicity of interim operations

The Group's operations are not effected by seasonal or cyclical factors for the current quarter and financial period under review.

4. Unusual Items

There were no items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size or incidence for the current quarter under review.

5. Material Changes in Estimates of Amounts Reported

There were no changes in estimates of amounts reported in the prior financial quarters or changes in estimates of amount reported in prior financial years that have a material effect in the current financial quarter.

6. Debt and Equity Securities.

There is no issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current quarter and financial period to date.

7. Dividends Paid

There was no dividend paid during the financial quarter ended 31 August 2009.

8. Segmental Reporting

The Group's segment revenue and results for the current financial period is as follows:-

	Investment Holdings RM'000	Trading & Distribution RM'000	Others RM'000	Intra-group Elimination RM'000	Total RM'000
Revenue					
External revenue	1,041	32,388	7,201	(2,036)	38,594
Inter-segment	(1,023)	(62)	(951)	2,036	-
Segment revenue	18	32,326	6,250	-	38,594
Results					
Profit/(Loss) from operations	2,233	3,037	(2,810)		2,460
Finance costs					(348)
Share of associates' results					77
Profit before taxation					2,189
Taxation					(246)
Profit after taxation					1,943
Minority interests					(23)
Net profit for the period					1,920

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9. Valuation of Property, Plant and Equipment

- (1) Property, plant and equipment which are stated at cost have been brought forward without amendment from the previous annual financial statements.
- (2) There was no material acquisition or disposal of property, plant and equipment by the Group during the financial period to date other than as mentioned below:-
 - (i) On 20 May 2009, the Company via its subsidiary company, namely Viva World Industries Sdn Bhd completed the sale of a piece of leasehold land together with buildings erected thereon comprising a 1 ½ storey detached light industrial factory building and a single storey detached guard house for a cash consideration of RM630,500/-.
 - (ii) On 17 April 2009, the Company via its subsidiary company, namely AAV Industries Sdn Bhd entered into a conditional Sale & Purchase Agreement with Bamboo Gate Sdn Bhd to dispose of a piece of leasehold land together with industrial building erected thereon for a total cash consideration of RM1.6 million. The disposal was completed on 4 June 2009.

10. Material Events Subsequent to the End of Financial Period

There were no material events subsequent to the end of the financial period ended 31 August 2009 that have not been reflected in the financial statements or to be disclosed as the date of this report.

11. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter and financial period to date other than as mentioned below:-

- (i) On 5 December 2008, the Company entered into a sale and purchase agreement with Mdm. Cheah See Mooi @ Cheah Seow Lan, Mr. Ching Ngau and Mr. Ching Jze Haur ("Purchaser") for the disposal of 736,000 ordinary shares of RM1/- each representing 32% equity interest in the associated company, Permata Makmur Sdn Bhd ("PMSB") for a cash consideration of RM3.6 million payable in nine (9) instalments over three (3) years, the last instalment being payable on 2 December 2011. The Disposal was completed on 31 December 2008.

On 27 February 2009, the Company entered into an Option Agreement with the Purchaser that grants the Company a Put Option to require the Purchaser to purchase 414,000 ordinary shares of RM1/- each representing the remaining 18% equity interest still held by the Company in PMSB from the Company for a cash consideration of RM1.2 million.

- (ii) On 31 March 2009, the Company's wholly-owned subsidiary companies, Amtel Cellular Sdn Bhd ("AMCSB") and Amtel Communications Sdn Bhd ("ACSB") entered into a Shares Sale Agreement whereby AMCSB acquired from ACSB the 30% equity interest in the associate company, Milan Utama Sdn Bhd comprising 18,000 ordinary shares of RM1/- each for a cash consideration of RM351,000/-. The above acquisition has no effect on the Group's gearing and is not expected to have material effect on the Group's earnings and net assets.

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11. Changes in Composition of the Group (cont'd)

(iii) On 25 June 2009, the Company entered into a Share Sale Agreement to dispose of 600,000 ordinary shares of RM1/- each representing 100% equity interest in subsidiary, namely Viva World Industries Sdn Bhd for a cash consideration of RM340,860/-. The disposal was completed on the same date; and

(iv) On 3 July 2009, the Company entered into a Share Sale Agreement with AE Multi Holdings Berhad for the acquisition of 499,000 ordinary shares of RM1/- each representing 49.9% equity interest in AAV Industries Sdn Bhd ("AAV") for a cash consideration of RM140,522/-. AAV becomes a wholly-owned subsidiary of the Company upon completion of the acquisition on the same date.

The above transactions (iii) and (iv) have no material effect on the Group's earnings, gearing and net assets.

12. Changes in Contingent Liabilities and Contingent assets

There were no changes in contingent liabilities or contingent assets since the last annual balance sheet as at 30 November 2008, except for the following:-

	As At 31/8/2009 RM'000
<u>Contingent Liabilities – Unsecured</u>	
In respect of corporate guarantees given by the Company to financial institutions and trade creditors for banking and credit facilities granted to the subsidiary companies	<u>10,064</u>

13. Capital and Other Commitments

The Group has no capital commitment in respect of property, plant and equipment for current period ended 31 August 2009.

14. Cash and Cash Equivalents

Cash and cash equivalents included in the Condensed Consolidated Cash Flow Statements for the financial period ended 31 August 2009 comprise the following Balance Sheet amounts:-

	RM'000
Cash and bank balances	755
Cash deposits with licensed banks	3,675
Bank overdrafts	<u>(292)</u>
	4,138
Less: Cash deposits with licensed banks under lien	<u>(1,256)</u>
	<u>2,882</u>

15. Related Party Transactions

There is no related party transaction entered into by the Company and/or its subsidiaries during the financial period to date.

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NOTES TO INTERIM FINANCIAL REPORT FOR THE THIRD QUARTER ENDED 31 AUGUST 2009:

EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

1. Review of Performance

For the current period ended 31 August 2009, the Group recorded a turnover of RM38.594 million and profit before tax of RM2.189 million as compared to turnover of RM32.406 million and profit before tax of RM23,000/- reported in preceding year corresponding period.

The improvement in the current period's results was mainly attributable to higher sales and profit contribution from the Trading & Distribution business and share of profit reported by an associated company involved in the trading and distribution products.

2. Material Changes in the Profit Before Tax for the Quarter Reported on as Compared with the Immediate Preceding Quarter.

The Group reported a profit before tax of RM1.638 million for current quarter as compared to profit before tax of RM370,000/- reported in preceding quarter. The improved results was mainly due to higher profit contribution from the Trading & Distribution division arising from higher sales volume achieved via new product mix and enhanced marketing strategies.

3. Prospects for the Current Financial Year

Barring unforeseen circumstances, the Group expects to record profitable results for the remaining quarter of financial year ending 30 November 2009.

4. Variances of Actual Profit from Forecast Profit

Not applicable.

5. Taxation

	Current Quarter RM'000	Cumulative Current Period RM'000
Taxation includes:-		
Tax provided based on results for the period	49	244
Transferred from deferred tax liabilities	2	2
	<u>51</u>	<u>246</u>

The tax charge for the Group reflects an effective tax rate which is lower than the statutory tax rate due to certain income not subject to tax and utilisation of unutilised tax losses brought forward in certain subsidiaries.

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6. Profit/Loss on Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and/or properties for the current quarter and financial period to date other than as mentioned in Note 9 (2) and Note 11 of Page 7 & Page 8.

The Group received dividends of RM50,222/- from quoted investments in unit trusts fund for the current financial period to date.

7. Quoted Securities

(1) Summary of dealings in quoted securities:-

	Current Quarter RM'000	Cumulative Current Period RM'000
<u>Long Term Investments:</u>		
<u>(i) Quoted Unit Trusts</u>		
Total Disposal Proceeds	3,718	10,602
Total Profit/(Loss) on Disposal	-	-
Total Purchase Consideration	5,130	12,109
<u>Short Term Investments – Quoted Shares:</u>		
Total Disposal Proceeds	-	-
Total Profit/(Loss) on Disposal	-	-
Total Purchase Consideration	-	8

(2) Investments in quoted securities as at 31 August 2009 are as follows:-

	RM'000
<u>Long Term Investments:</u>	
<u>(i) Quoted Unit Trusts</u>	
Total investments at cost & at carrying value (after allowance for impairment loss)	3,894
Total investments at market value	3,894
<u>(ii) Quoted Shares</u>	
Total investments at cost	481
Total investments at carrying value/book value (after allowance for impairment loss)	368
Total investments at market value	368

8. Status of Corporate Proposals

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

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9. Group Borrowings

The Group's total borrowings (all denominated in Ringgit Malaysia) as at 31 August 2009 are as follows:-

	RM'000	RM'000
(1) Short Term Borrowings		
- <u>Unsecured</u>		
Bank overdrafts	292	
Bills payable	<u>1,343</u>	1,635
- <u>Secured</u>		
Current portion of revolving project loans		<u>7,529</u>
		<u>9,164</u>
(2) Long Term Borrowings		
- <u>Secured</u>		
Revolving project loans	8,429	
Less: current portion of long term loans	<u>(7,529)</u>	<u>900</u>
Hire purchase creditors payable after the next 12 months		<u>905</u>

Securities:-

- (i) The revolving project loans are secured by a debenture incorporating fixed and floating charge over all present and future assets and undertakings of Amtel Cellular Sdn Bhd and corporate guarantee of the Company.

10. Off Balance Sheet Financial Instruments

The Group does not have any financial instruments with off-balance sheet risk as at the date of issue of this quarterly report.

11. Material Litigation

There is no pending material litigation that would have a material adverse effect on the financial position of the Group as at the date of issue of this quarterly report.

12. Dividend

The Board of Directors does not recommend any payment of dividend for the current financial period ended 31 August 2009.

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13. Earning Per Share

(1) Basic earning per share

The basic earning per share for the current quarter and financial period to date is calculated by dividing the consolidated net profit attributable to the equity holders of the Company of RM1.549 million and RM1.920 million respectively by the number of 49,277,066 ordinary shares in issue during the period.

(2) Diluted earning per share

Not applicable.

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By Order of the Board

CHIA MOH MUI
Company Secretary