

JOTECH HOLDINGS BERHAD (Company No. 334818-P)
QUARTERLY REPORT ON CONSOLIDATED RESULTS
FOR THE THIRD FINANCIAL QUARTER ENDED 30 SEPTEMBER 2007

CONDENSED CONSOLIDATED INCOME STATEMENTS

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year Quarter 30.9.2007 RM'000	Preceding Year Corresponding Quarter 30.9.2006 RM'000	Current Year To Date 30.9.2007 RM'000	Preceding Year Corresponding Year 30.9.2006 RM'000
Revenue	37,668	63,274	127,649	178,768
Cost of sales	(29,973)	(53,414)	(105,163)	(151,676)
Gross profit	7,695	9,860	22,486	27,092
Operating expenses	(4,492)	(6,652)	(14,970)	(18,331)
Other operating income	167	523	1,523	1,263
Profit from operations	3,370	3,731	9,039	10,024
Interest expense	(1,060)	(1,441)	(3,557)	(3,737)
Interest income	86	59	178	333
Profit before taxation	2,396	2,349	5,660	6,620
Tax expense	(371)	(352)	(1,011)	(1,392)
Profit for the period	2,025	1,997	4,649	5,228
Attributable to :				
Equity holders of the parent	1,993	2,065	4,607	5,074
Minority interests	32	(68)	42	154
Profit for the period	2,025	1,997	4,649	5,228
Earnings per share (sen):				
- Basic	0.277	0.320	0.641	0.785
- Diluted	N/A	0.319	N/A	N/A

(The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2006)

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CONDENSED CONSOLIDATED BALANCE SHEETS

	AS AT END OF CURRENT QUARTER ENDED 30.9.2007 RM'000	AS AT PRECEDING FINANCIAL YEAR ENDED 31.12.2006 RM'000 (Restated)
Non-current assets		
Property, Plant And Equipment	65,434	73,293
Other investment	19,000	-
Investment Properties	1,622	1,648
Prepaid Lease Payments	5,085	5,227
Intangible assets	6,179	7,779
Deferred Tax Assets	125	1,999
	97,445	89,946
Current Assets		
Inventories	23,309	42,625
Trade and other receivables	36,491	53,557
Tax recoverable	847	1,063
Other investments	1,850	2,500
Cash and cash equivalents	24,191	19,994
	86,688	119,739
TOTAL ASSETS	184,133	209,685
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share Capital	71,890	71,783
Reserves	18,855	16,701
Total Shareholders' Equity	90,745	88,484
Minority interests	5,794	6,377
Total Equity	96,539	94,861
Non-current liabilities		
Borrowings	6,247	8,543
Deferred tax liabilities	4,701	4,769
	10,948	13,312
Current Liabilities		
Trade and other payables	21,586	35,501
Short term borrowings	54,330	65,534
Provision for taxation	730	477
	76,646	101,512
Total liabilities	87,594	114,824
TOTAL EQUITY AND LIABILITIES	184,133	209,685
Net assets per share attributable to ordinary equity holders of the parent (RM)	0.13	0.12 [^]

[^] - Restated with adjustment made in accordance with subdivision of every one (1) share at RM1.00 into ten (10) sub-divided share at RM0.10 carried out in the fourth quarter 2006.

(The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2006)

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CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	CURRENT YEAR TO DATE 30.9.2007 RM'000	PRECEDING YEAR TO DATE 30.9.2006 RM'000
Cash flows from operating activities		
Profit before taxation	5,660	6,620
Adjustments for :		
Reversal of allowance for diminution in value	-	(61)
Depreciation and amortisation	6,845	6,450
Interest expense	3,557	3,737
Loss on disposal of other investment	-	56
Investment in sub-bond written down	650	800
Dividend income	(93)	-
Loss/(Gain) on disposal of property, plant and equipment	40	(284)
Net gain on disposal of a subsidiaries	(840)	-
Interest income	(179)	(333)
Operating profit before working capital changes	15,640	16,985
Changes in working capital :		
Net change in current assets	8,669	(12,609)
Net change in current liabilities	(3,055)	6,740
Cash generated from operations	21,254	11,116
Taxes paid	(553)	(957)
Net cash generated from operating activities	20,701	10,159
Cash flows from investing activities		
Acquisition of property, plant and equipment	(5,227)	(5,401)
Acquisition of minority interest	-	(400)
Dividends received	93	-
Interest received	179	333
Net cash effects from disposal of investments	(416)	89
Proceeds from disposal of property, plant and equipment	53	313
Net cash used in investing activities	(5,318)	(5,066)
Cash flows from financing activities		
Interest paid	(2,907)	(2,870)
Dividend paid	(1,574)	(930)
Drawdown of loans and other borrowings	18,542	36,636
Repayment of borrowings	(25,127)	(36,821)
Share issue expenses	(40)	(33)
Net cash used in financing activities	(11,106)	(4,018)
Net increase in cash and cash equivalents	4,277	1,075
Effect of exchange rate fluctuations on cash held	(80)	(475)
Cash and cash equivalents at beginning of period	19,994	19,037
Cash and cash equivalents at end of period	24,191	19,637

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2006)

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	<i>Non-Distributable</i>			<i>Distributable</i>		Minority Interest RM'000	Total RM'000
	Share Capital RM'000	Share Premium RM'000	Exchange Fluctuation Reserve RM'000	Retained Profits RM'000	Sub-total RM'000		
At 1 January 2007	71,783	956	(130)	15,875	88,484	6,377	94,861
Issue of shares:							
- Exercise of share options	107	6	-	-	113	-	113
Disposal of a subsidiary	-	-	(70)	-	(70)	(391)	(461)
Net gain/(loss) not recognised in the consolidated income statement							
- Exchange differences on translation of financial statements of foreign entities	-	-	(662)	-	(662)	(234)	(896)
Share issue expenses	-	(153)	-	-	(153)	-	(153)
Dividend paid	-	-	-	(1,574)	(1,574)	-	(1,574)
Net profit for the period	-	-	-	4,607	4,607	42	4,649
At 30 September 2007	<u>71,890</u>	<u>809</u>	<u>(862)</u>	<u>18,908</u>	<u>90,745</u>	<u>5,794</u>	<u>96,539</u>
At 1 January 2006	64,600	658	173	11,545	76,976	9,757	86,733
Net gain/(loss) not recognised in the consolidated income statement							
- Exchange differences on translation of financial statements of foreign entities	-	-	(285)	-	(285)	(190)	(475)
Share issue expenses	-	(33)	-	-	-	-	(33)
Dividend paid	-	-	-	(930)	(930)	-	(930)
Net profit for the period	-	-	-	5,074	5,074	154	5,228
At 30 September 2006	<u>64,600</u>	<u>658</u>	<u>(112)</u>	<u>15,689</u>	<u>80,802</u>	<u>9,721</u>	<u>90,523</u>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2006).

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NOTES TO THE INTERIM FINANCIAL REPORT

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134, Interim Financial Reporting and Chapter 9 part K of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the annual audited financial statements of the Group for the year ended 31 December 2006.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the year ended 31 December 2006 except for the adoption of the following new Financial Reporting Standards (“FRS”) issued by MASB that are effective for financial year beginning 1 January 2007:-

FRS 117 Leases
FRS 124 Related Party Disclosures

The adoption of the above standards does not have material impact to the financial position of the Group. The principal effects of the changes in accounting policy resulting from the adoption of the FRS 117 are disclosed under Notes A1.1 below.

A1.1 CHANGES IN ACCOUNTING POLICIES

With the adoption of FRS 117, Leases which is applicable for annual period commencing on 1 January 2007, the resulting changes in the accounting policies are as follows:-

FRS 117, Leases

The Group had previously classified leasehold land as property within its property, plant and equipment. Upon the adoption of FRS 117, Leases, the Group treats such leases as operating leases, with the carrying amount classified as prepaid lease payments in accordance with the provision in FRS 117. The prepaid lease payments are amortised on a straight-line basis over the lease term.

The effect of the reclassification is summarized in Note A2 below.

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A2. Comparatives

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

	As previously reported	Reclassification	As Restated
	RM'000	RM'000	RM'000
As at 31 December 2006			
Property, Plant and Equipment	78,520	(5,227)	73,293
Prepaid Lease Payments	-	5,227	5,227

A3. Qualified audit report

The preceding financial statements for the year ended 31 December 2006 were reported on without any qualification.

A4. Seasonal or cyclical factors

There were no material seasonal or cyclical factors affecting the performance of the Group for the period ended 30 September 2007.

A5. Unusual items affecting assets, liabilities, equity, net income or cash flows

During the current financial quarter, the Company announced the disposal of a wholly owned subsidiary, Cabletron (M) Sdn Bhd ("CMSB") in which Cabletron Electronics (M) Sdn Bhd ("CESB"), a wholly owned subsidiary of Jotech entered into Share Sale Agreement ("SSA") with Next Hub (M) Sdn Bhd for the disposal of the entire equity interest or 10,000 ordinary shares of RM1.00 each in CMSB, for a total cash consideration of RM10,000 on 25 July 2007. Subsequent to the disposal, the Company classifies the RM19 million investment in redeemable preference shares in CMSB as other investment of the Group.

Save as disclosed above, there was no material unusual item affecting the Group for the period ended 30 September 2007.

A6. Material changes in estimates

There were no material changes in estimates in the prior financial year which have a material effect in the period ended 30 September 2007.

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A7. Debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of the Company's debt or equity securities for the period ended 30 September 2007, except for the issuance of 1,070,000 ordinary shares of RM0.10 each in relation to the Company's Executive Share Option Scheme ("ESOS") in the first quarter 2007.

Subsequent to the end of the financial period, the Company issued 205,400,000 new ordinary shares of RM0.10 each ("right shares") together with 205,400,000 free warrants at an issue price of RM0.11 ("warrants") determined on a renounceable basis of two (2) rights shares with two (2) warrants for every seven (7) existing ordinary shares of RM0.10 each in Jotech held by the entitled shareholders on the entitlement date of 17 October 2007. The rights shares and warrants were quoted on the Second Board of Bursa Malaysia Securities Berhad on 20 November 2007.

A8. Dividend paid

Since the end of the previous financial year, the Company paid a first and final dividend of 0.3 sen less tax (2006: 0.2 sen less tax) per ordinary share amounting to RM1.57 million (2006: RM0.93 million) in respect of financial year ended 31 December 2006 on 15 August 2007 to depositors registered in the Records of Depositors at the close of business on 1 August 2007.

A9. Segmental information

Segmental information is presented in respect of the Group's business segment. Inter-segment pricing is determined based on a negotiated basis.

	Investment Holding RM'000	Precision Stamping & Machining RM'000	Semiconductor Tooling & Automation RM'000	Electronics RM'000	Eliminations RM'000	Total RM'000
External Revenue	82	101,672	8,332	17,563	-	127,649
Inter-segment Revenue	1,548	4,316	72	362	(6,298)	-
Total Revenue	1,630	105,988	8,404	17,925	(6,298)	127,649
Segment Result	(1,299)	12,346	382	(2,390)	-	9,039
Interest expense						(3,557)
Interest income						178
Profit before taxation						5,660
Taxation						(1,011)
Profit after taxation						4,649
Minority interests						(42)
Profit attributable to equity holders of the parent						4,607

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A10. Valuation of property, plant and equipment

The Group accounts its property, plant and equipment at cost less accumulated depreciation and does not adopt a policy to revalue its property, plant and equipment.

A11. Material events subsequent to the end of the interim period

Except as mentioned in Note B8, there have been no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the current period.

A12. Changes in composition of the Group

On 25 July 2007, the Company announced the disposals of entire equity interests in wholly owned subsidiaries, Cabletron (M) Sdn Bhd ("CMSB"), Assets 88 Sdn Bhd ("ASB"), Star Annexe Sdn Bhd ("SASB"), and Palladine (M) Sdn Bhd ("PMSB"):-

- (i) On 25 July 2007, Cabletron Electronics (M) Sdn Bhd ("CESB"), a wholly owned subsidiary of Jotech entered into Share Sale Agreements ("SSA") with:-
 - (a) Next Hub (M) Sdn Bhd for the disposal of the entire equity interest or 10,000 ordinary shares of RM1.00 each in Cabletron (M) Sdn Bhd, for a total cash consideration of RM10,000.
 - (b) Next Hub (M) Sdn Bhd for the disposal of the entire equity interest or 2 ordinary shares of RM1.00 each in ASB, for a total cash consideration of RM1;
 - (c) Biotech Fibre Marketing Sdn Bhd for the disposal of the entire equity interest or 2 ordinary shares of RM1.00 each in SASB, for a total cash consideration of RM1; and
- (ii) On 25 July 2007, Jotech entered into a Share Sale Agreement with Next Hub (M) Sdn Bhd for the disposal of the entire equity interest or 250,000 ordinary shares of RM1.00 each in PMSB, for a total cash consideration of RM1.

Subsequently on 30 July 2007, the Company announced that Jotech and Prodelcon Sdn Bhd ("PSB"), a wholly owned subsidiary of Jotech had entered into a Share Sale Agreement ("SSA") with Kosmo Kerjaya Sdn Bhd for the disposal of their entire equity interest in Cabletron Electronics (M) Sdn Bhd ("CESB"), comprising 10,000,000 Cumulative Redeemable Convertible Preference Shares of RM1.00 each and 5,000,000 ordinary shares of RM1.00 each held by Jotech and PSB respectively, for a total cash consideration of RM2.

In relation thereto, CESB, CMSB, ASB, SASB and PMSB ceased to be the subsidiaries of Jotech.

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A13. Contingent liabilities/Contingent assets

There have been no changes in the contingent liabilities/assets since the last annual balance sheet date.

A14. Capital commitment

There is no material capital commitment as at 30 September 2007.

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**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES
BERHAD LISTING REQUIREMENT**

B1. Review of performance

The Group reported revenue of RM37.7 million and RM127.6 million for the current quarter and year-to-date respectively compared to RM63.3 million and RM178.8 million registered in the corresponding quarter last year and preceding year-to-date respectively. The decline in the Group's current quarter revenue of RM25.6 million and year-to-date revenue of RM51.2 million was mainly attributable to the lower revenue from Electronics Division ("ED"). This was due to the Group had ceased consolidation of revenue from all subsidiaries of the ED which had been disposed of entirely since July 2007. The revenue from the ED were RM17.6 million this financial year-to-date compared to RM18.0 million and RM54.7 million reported in the corresponding quarter last year and preceding year-to-date respectively.

The Group reported net profit ("PATMI") of RM2.0 million for this quarter, consistent with that reported in the corresponding quarter last year. The year-to-date PATMI was RM4.6 million compared to RM5.1 million in the preceding year-to-date. This was mainly due to a weaker performance reported in the first quarter this year.

B2. Comparison with preceding quarter's results

The Group achieved a lower revenue of RM37.7 million for the current quarter as compared to RM45.9 million registered in the preceding quarter due to the Group had ceased consolidation of revenue from all subsidiaries of the ED which had been disposed of entirely since July 2007. The ED reported revenue of RM7.2 million in the preceding quarter. Both Precision Stamping and Machining Division ("PSMD") and Semiconductor Tooling & Automation Division ("STAD") reported a marginal decrease in revenue of RM0.6 million and RM0.4 million respectively from RM35.7 million in the preceding quarter to RM35 million this quarter by the PSMD whilst STAD reported a decline from RM3 million to RM2.6 million.

The Group reported RM2.0 million PATMI this quarter, compared with the preceding quarter PATMI of RM2.6 million. The decline of PATMI was mainly due to the write-down of the investment in sub-ordinated Aegis One bond of RM0.7 million in this financial quarter.

B3. Prospects

Business outlook for the Group in the final quarter of 2007 remains positive and the Group expects both business divisions, PSMD and STAD will contribute positively to the Group's revenue and profit in the fourth quarter of 2007.

B4. Variance of actual profit from forecast profit / shortfall in profit guarantee

Not applicable as no profit forecast was published.

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B5. Taxation

The taxation for the current quarter and year to date are as follows :-

	Current quarter 30.9.2007 RM'000	Financial year- to-date 30.9.2007 RM'000
Current tax expense		
Malaysia	(183)	(594)
Overseas	(142)	(413)
	(325)	(1,007)
Deferred tax expense		
Malaysia	(46)	(4)
Overseas	-	-
	(46)	(4)
	(371)	(1,011)

The effective tax rates of the Group for the current quarter and financial year-to-date are lower than the statutory tax rate due to the utilization of tax incentives.

B6. Sale of unquoted investments or properties

There were no sales of unquoted investments or properties in the current quarter and financial year-to-date.

B7. Purchase or disposal of quoted investments

There were no purchases or disposal of quoted investments in the current quarter and financial year-to-date.

B8. Corporate proposals

- (i) On 25 June 2007, the Company announced that a proposed rights issue with warrants which involves the issuance of 205,400,000 new ordinary shares of RM0.10 each in Jotech ("Rights Shares") together with 205,400,000 free warrants ("Warrants") at an issue price to be determined on a renounceable basis of two (2) Rights Shares with two (2) Warrants for every seven (7) existing ordinary shares of RM0.10 each in Jotech ("Jotech Shares") held by the entitled shareholders on an entitlement date. ("Proposed Rights Issue with Warrants").

On 23 July 2007, MIMB Investment Bank Berhad (*formerly known as Malaysian International Merchant Bankers Berhad*) ("MIMB"), the adviser of the Company had submitted the application to the Securities Commission ("SC") in relation with the Proposed Rights Issue with Warrants.

SC and Bank Negara Malaysia had approved the Rights Issue with Warrants vide its letter dated 2 August 2007 and 1 August 2007 respectively approved the Rights Issue with Warrants. Subsequently on 7 September 2007, the shareholders had approved the Proposed Rights Issue with Warrants at the Extraordinary General Meeting.

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B8. Corporate proposals (Cont'd)

- (i) The approval-in-principle had been obtained from Bursa Securities on 20 September 2007 for the admission of the Warrants to the Official List of the Second Board of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants and the new Jotech Shares issued upon the exercise of the Warrants on the Second Board of Bursa Securities. Official quotation of the rights shares and warrants were commenced on 20 November 2007 after receipt of confirmation from Bursa Depository that all the CDS accounts of the Entitled Shareholders/renounees had been duly credited and notices of allotment had been despatched to them.

MIMB had on 9 November 2007 announced that as at the close of acceptance and payment for the Rights Issue with Warrants at 5.00 p.m. on 5 November 2007, the Rights Shares with Warrants has been oversubscribed by 116% over the total number of 205,400,000 Rights Shares with 205,400,000 Warrants available for subscription under the Rights Issue with Warrants.

The Rights Shares and Warrants had been quoted on the Second Board of Bursa Malaysia Securities Berhad on 20 November 2007.

The status of the utilisation of proceeds raised from the Right Issue with Warrants is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Date of/Intended timeframe for utilisation RM'000	Deviation RM'000
Repayment of term loan	20,000	20,000	27 November 2007	-
Working capital	1,844	1,844	Within 24 months	-
Proposals expenses	750	750	Within 3 months	-

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B8. Corporate proposals (Cont'd)

- (ii) On 19 September 2007, MIMB Investment Bank Berhad (*formerly known as Malaysian International Merchant Bankers Berhad*) (“MIMB”), the adviser of the Company announced that the Company had on 19 September 2007 entered into a sale and purchase agreement (“SPA”) with AIC Corporation Berhad (“AIC”) for the disposal of its entire equity interest in a wholly owned subsidiary, Prodelcon Sdn Bhd (“Prodelcon”) (“Proposed Disposal”).

The Proposed Disposal entails the disposal of Jotech’s entire equity interest in Prodelcon comprising 1,249,000 ordinary shares of RM1.00 each for a total consideration of RM53,000,000 to be satisfied by:-

- (i) the issuance of 27,500,000 new AIC Shares at an issue price of RM1.00 per share; and
- (ii) cash of RM25,500,000.

As part of the terms of the SPA, Jotech warrants, represents and guarantees to AIC that the audited profit after taxation (but excluding the loss on disposal of its investment in a subsidiary amounting to RM2,920,000) of Prodelcon for the financial year ending 31 December 2007 shall not be less than RM5,000,000 (“Guaranteed Profit Clause”).

Subsequently on 15 November 2007, MIMB announced that the Company had on 15 November 2007 entered into a supplemental sale and purchase agreement with AIC to clarify the intention of both parties by amending the Guaranteed Profit Clause to Jotech warrants, represents and guarantees to AIC that the audited profit after taxation of Prodelcon (**after deducting** the loss on disposal of its investment in a subsidiary amounting to RM2,920,000) for the financial year ending 31 December 2007 shall not be less than RM5,000,000.

AIC had submitted the application to the Securities Commission on the proposed acquisition of Prodelcon on 19 November 2007.

Save as disclosed above, there were no outstanding corporate proposals announced but not completed within 7 days before the date of issue of this report.

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B9. Group borrowings

The Group borrowings as at 30 September 2007 are as follows:-

	RM'000
Secured	19,601
Unsecured	40,976
Total Group Borrowings	60,577

	RM'000
Short Term	54,330
Long Term	6,247
Total Group Borrowings	60,577

The total borrowings denominated in foreign and local currency as at 30 September 2007 are as follows:-

	RM'000
Foreign Currency:	
- USD2,101,997 @ 3.396	7,138
- RMB7,477,600 @ 0.452	3,366
Local Currency	50,073
Total Group Borrowings	60,577

B10. Off balance sheet financial instruments

During the financial year-to-date, the Group did not enter into any contracts involving off balance sheet financial instruments.

B11. Material litigation

There was no material litigation against the Group as at the date of this report.

B12. Dividend

The shareholders had approved in the Annual General Meeting convened on 19 June 2007, a first and final dividend of 0.3 sen less tax per ordinary share (2006: 0.2 sen less tax) amounting to RM1.57 million (2006: RM0.93 million) in respect of the financial year ended 31 December 2006 which was paid on 15 August 2007.

The Board of Directors does not recommend any dividend in respect of the period ended 30 September 2007.

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B13. Earnings per share

	Current Year Quarter 30.9.2007 RM'000	Preceding Year Quarter 30.9.2006 RM'000	Current Year To Date 30.9.2007 RM'000	Preceding Year To Date 30.9.2006 RM'000
Earnings				
Net profit attributable to equity holders of the parent	1,993	2,065	4,607	5,074
a) Basic				
Issued ordinary shares at beginning of year / Weighted average number of ordinary shares	718,900	646,000 [^]	718,799	646,000 [^]
b) Diluted				
Weighted average number of ordinary shares ('000)	718,900	646,000 [^]	717,830	646,000 [^]
Effect of share options ('000)	#	480 [^]	#	-
Weighted average number of ordinary shares ('000)	718,900	646,480 [^]	717,830	646,000 [^]
Basic earnings per share (sen)	0.277	0.320 [^]	0.641	0.785 [^]
Diluted earnings per share (sen)	N/A#	0.319 [^]	N/A#	N/A*

- All ESOS were fully exercised on 14 February 2007.

* - The diluted earnings per share for the Group for the preceding year quarter and preceding year to date was not presented as the effect from exercising of the share options under the ESOS would be anti-dilutive.

[^] - Restated with adjustment made in accordance with subdivision of every one (1) share at RM1.00 into ten (10) sub-divided share at RM0.10 carried out in the fourth quarter 2006.