JOTECH HOLDINGS BERHAD

(Company No. 334818-P)

QUARTERLY UNAUDITED REPORT ON CONSOLIDATED RESULTS FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2011

JOTECH HOLDINGS BERHAD

(Company No. 334818-P)

QUARTERLY UNAUDITED REPORT ON CONSOLIDATED RESULTS
FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2011

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the nine months ended 30 September 2011 – unaudited

Discontinued operations	**Three months ended**		**Period ended**	
RM in thousand (RM'000)	**30.9.2011**	**30.9.2010**	**30.9.2011**	**30.9.2010**
Revenue	29,681	34,824	82,056	97,832
Cost of sales	(23,095)	(28,534)	(65,928)	(81,446)
Gross profit	6,586	6,290	16,128	16,386
Operating expenses	(3,562)	(3,608)	(10,891)	(10,182)
Other operating expense	(157)	(557)	(696)	(992)
Other operating income	145	122	20,358	546
Results from operating activities	3,012	2,247	24,899	5,758
Finance income	9	36	40	135
Finance costs	(719)	(426)	(2,021)	(1,150)
Profit/(Loss) from operations	2,302	1,857	22,918	4,743
Share of profit/(loss) of associates, net of tax	140	1,118	1,299	2,422
Profit / (Loss) before tax	2,442	2,975	24,217	7,165
Income tax expense	2,784	(108)	(2,597)	(901)
Profit/(Loss) for the period	5,226	2,867	21,620	6,264
Profit/(Loss) attributable to:				
Owners of the Company	5,067	2,691	21,425	6,009
Non-controlling interests	159	176	195	255
Profit/(Loss) for the period	5,226	2,867	21,620	6,264
Basic earnings/(loss) per ordinary share (sen)	0.459	0.291	2.037	0.650
Diluted earnings/(loss) per ordinary share (sen)	0.452	n.a*	1.912	n.a*

* *The diluted earnings per share were not presented as the effect of the assumed conversion of warrants outstanding would be anti-dilutive.*

JOTECH HOLDINGS BERHAD

(Company No. 334818-P)
QUARTERLY UNAUDITED REPORT ON CONSOLIDATED RESULTS
FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2011

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the nine months ended 30 September 2011 – unaudited (continued)

Discontinued operations	**Three months ended**		**Period ended**	
RM in thousand (RM'000)	**30.9.2011**	**30.9.2010**	**30.9.2011**	**30.9.2010**
Profit / (Loss) for the period	5,226	2,867	21,620	6,264
Foreign currency translation gain/(loss) for foreign operations	1,487	(973)	1,886	(2,260)
Other comprehensive income/(loss) for the period, net of tax	1,487	(973)	1,886	(2,260)
Total comprehensive income for the period	6,713	1,894	23,506	4,004
Total comprehensive income attributable to:				
Owners of the Company	6,147	1,878	22,921	4,223
Non-controlling interests	566	16	585	(219)
Total comprehensive income for the period	6,713	1,894	23,506	4,004

(The Condensed Unaudited Consolidated Statements of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 December 2010)

JOTECH HOLDINGS BERHAD

(Company No. 334818-P)

QUARTERLY UNAUDITED REPORT ON CONSOLIDATED RESULTS
FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2011

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 September 2011 – unaudited

RM in thousand (RM'000)	**Note**	**As at the end 30.9.2011**	**As at the end 31.12.2010 Audited/ restated**
Non-current assets			
Property, plant and equipment		-	55,737
Investment in associates		-	36,602
Intangible assets		-	2,122
Advance to associate		-	707
		-	95,168
Current Assets			
Inventories		-	12,410
Trade and other receivables		-	26,379
Tax recoverable		-	248
Other investments		-	1,740
Cash and cash equivalents		-	22,568
		-	63,345
Assets of disposal group classified as held for sale	B12	232,661	-
TOTAL ASSETS		232,661	158,513
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital		110,430	92,430
Reserves		40,167	17,287
Reserves of disposal group classified as held for sale	B12	5,063	-
Total Shareholders' Equity		155,660	109,717
Non-controlling interests		6,849	6,264
Total Equity		162,509	115,981
Non-current liabilities			
Borrowings		-	16,536
Deferred tax liabilities		-	1,939
		-	18,475
Current Liabilities			
Trade and other payables		-	14,019
Short term borrowings		-	9,316
Taxation		-	722
		-	24,057
Liabilities of disposal group classified as held for sale	B12	70,152	-
Total liabilities		70,152	42,532
TOTAL EQUITY AND LIABILITIES		232,661	158,513
Net assets per share attributable to ordinary equity holders of the parent (RM)		0.141	0.119

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2010)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
For the nine months ended 30 September 2011 – unaudited

Discontinued operations *RM in thousand (RM'000)*	**Period ended** **30.9.2011**	 **30.9.2010**
Cash flows from operating activities		
Profit / (Loss) before tax	24,217	7,165
Adjustments for :		
Allowance for diminution in value of other investments	419	422
Reversal of allowance for diminution in value of other investments	(210)	-
Changes in fair value of investment in associate	(7,374)	-
Negative goodwill of investments	(12,444)	-
Unrealised (profit)/loss on foreign exchange	(299)	558
Share of profit of equity accounted associate	(1,299)	(2,422)
Gain on disposal of quoted investments	(82)	(107)
Gain on disposal of property, plant and equipment	(27)	(97)
Loss on disposal of subsidiary	440	-
Property, plant and equipment written off	2	-
Depreciation and amortisation	4,396	5,077
Finance costs	2,021	1,150
Finance income	(40)	(135)
Dividend income	(84)	(141)
Operating profit before working capital changes	9,636	11,470
Changes in working capital:		
Net change in current assets	(1,091)	(6,297)
Net change in current liabilities	2,742	(548)
Cash generated from operations	11,287	4,625
Taxes – (paid)/refunded	(1,232)	(553)
Net cash generated from operating activities	10,055	4,072
Cash flow from investing activities		
Acquisition of property, plant and equipment	(6,079)	(7,526)
Acquisition of other investments	(727)	(1,163)
Acquisition of associate	-	(271)
Acquisition of subsidiary, net of cash and cash equivalents acquired	(9,178)	(170)
Loan to associate	(183)	-
Proceeds from disposal of discontinued operation, net of cash and cash equivalents	6,351	-
Proceeds from disposals of other investments	679	658
Dividends received	84	141
Interest received	40	135
Proceeds from disposal of property, plant and equipment	28	702
Net cash used in investing activities	(8,985)	(7,494)
Cash flow from financing activities		
Interest paid	(2,021)	(1,150)
Payment of hire purchase liabilities	(238)	(250)
Net drawdown/(repayment) of borrowings	(3,117)	(2,418)
Net cash used in financing activities	(5,376)	(3,818)
Net decrease in cash and cash equivalents	(4,306)	(7,240)
Effects of exchange rate fluctuations on cash held	(43)	(839)
Cash and cash equivalents at beginning of period	22,568	26,463
Cash and cash equivalents at end of period	18,219	18,384

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the nine months ended 30 September 2011 – unaudited
(continued)

Discontinued operations *RM in thousand (RM'000)*	**Period ended** **30.9.2011**	 **30.9.2010**
Cash and cash equivalents at end of period comprise:		
Cash and bank balances	16,667	11,922
Placements with licensed banks and approved financial institutions	1,552	6,462
	18,219	18,384

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report of the Group for the year ended 31 December 2010)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the nine months ended 30 September 2011 – unaudited

	Attributable to owners of Company								
	Non-Distributable					*Distributable*			
RM in thousand (RM'000)	**Share Capital**	**Share Premium**	**Capital Reserve**	**Translation Reserve**	**Reserve of disposal group classified as held for sale**	**Retained Profit**	**Sub-total**	**Non-controlling Interest**	**Total**
At 1 January 2010									
- as previously stated	92,430	2,284	-	243	-	7,145	102,102	6,365	108,467
- effect of adopting FRS 139	-	-	-	-	-	284	284	-	284
At 1 January 2010, restated	92,430	2,284	-	243	-	7,429	102,386	6,365	108,751
Total comprehensive income for the period	-	-	-	(1,699)	-	9,030	7,331	(101)	7,230
At 31 December 2010/1 January 2011	92,430	2,284	-	(1,456)	-	16,459	109,717	6,264	115,981
Total comprehensive income for the period	-	-	-	1,497	-	21,424	22,921	585	23,506
Issue of ordinary shares	18,000	-	5,022	-	-	-	23,022	-	23,022
Reserve attributable to disposal group held for sale	-	-	(5,022)	(41)	5,063	-	-	-	-
At 30 September 2011	110,430	2,284	-	-	5,063	37,883	155,660	6,849	162,509

(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 2010)

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 Paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The quarterly financial report do not include all the information required for the full annual financial statements and should be read in conjunction with the annual audited financial statements of the Group for the year ended 31 December 2010.

A2 Changes in Accounting Policies

Save as disclosed below, the significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2010.

i) Accounting for business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

The Group has changed its accounting policy with respect to accounting for business combinations.

From 1 January 2011 the Group has applied FRS 3, *Business Combinations* (revised) in accounting for business combinations. The change in accounting policy has been applied prospectively in accordance with the transitional provisions provided by the standard and does not have impact on earnings per share.

Under FRS 3 (revised), the definition of a business has been broadened, which will result in more acquisitions being treated as business combinations.

Acquisitions on or after 1 January 2011

For acquisitions on or after 1 January 2011, the Group measures goodwill at the acquisition date as:
- the fair value of the consideration transferred; plus
- the recognised amount of any minority (will be known as non-controlling) interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

Any pre-existing interest in the acquiree will be measured at fair value with the gain or loss recognised in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

NOTES TO THE INTERIM FINANCIAL REPORT (continued)

A2 Changes in Accounting Policies (continued)

i) Accounting for business combinations (continued)

Acquisitions on or after 1 January 2011 (continued)

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

Any non-controlling interest will be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards) and relate to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to past and /or future service.

Acquisitions between 1 January 2006 and 1 January 2011

For acquisitions between 1 January 2006 and 1 January 2011, goodwill represents the excess of the cost of the acquisition over the Group's interest in the recognised amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognised immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

Acquisitions prior to 1 January 2006

For acquisitions prior to 1 January 2006, goodwill represents the excess of the cost of the acquisition over the Group's interest in the fair values of the net identifiable assets and liabilities.

ii) Loss of control

The Group applied FRS 127, *Consolidated and Separate Financial Statements* (revised) since the beginning of the reporting period in accordance with the transitional provisions provided by the standard and does not have impact on earnings per share. Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

NOTES TO THE INTERIM FINANCIAL REPORT (continued)

A2 Changes in Accounting Policies (continued)

ii) Loss of control (continued)

In the previous years, if the Group retained any interest in the previous subsidiary, such interest was measured at the carrying amount at the date that control was lost and this carrying amount would be recognised as cost on initial measurement of the investment.

iii) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and the owners of the Company.

Since the beginning of the reporting period, the Group has applied FRS 127, *Consolidated and Separate Financial Statements* (revised) where losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance. This change in accounting policy is applied prospectively in accordance with the transitional provisions of the standard and does not have impact on earnings per share.

In the previous years, where losses applicable to the non-controlling interests exceed the their interests in the equity of a subsidiary, the excess, and any further losses applicable to the non-controlling interests, were charged against the Group's interest except to the extent that the non-controlling interests had a binding obligation to, and was able to, make additional investment to cover the losses. If the subsidiary subsequently reported profits, the Group's interest was allocated with all such profits until the non-controlling interests' share of losses previously absorbed by the Group had been recovered.

The Group has not applied the following accounting standards, amendments, and interpretations that have been issued by the Malaysian Accounting Standards Board but are not yet effective for the Group:

FRSs, Interpretations and amendments effective for annual periods beginning on or after 1 July 2011

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

FRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2012

- FRS 124, *Related Party Disclosures* (revised)
- IC 15, *Arrangements for the Construction of Real Estate*

The Group plans to apply the abovementioned standards, amendments and interpretations from the annual period beginning 1 January 2012 for those standards, amendments or interpretations that will be effective for annual periods beginning on or after 1 July 2011 and 1 January 2012 except for IC Interpretation 19, Amendments to IC Interpretation 14 and IC Interpretation 15 which are not applicable to the Group.

NOTES TO THE INTERIM FINANCIAL REPORT (continued)

A2 Changes in Accounting Policies (continued)

The initial application of a standard, an amendment or an interpretation, which will be applied prospectively or which requires extended disclosures, is not expected to have any financial impact to the current and prior periods' financial statements upon their first adoption.

Following the announcement by the Malaysian Accounting Standards Board on 1 August 2008, the Group's financial statements will be prepared in accordance with the International Financial Reporting Standards ("IFRS") framework for annual periods beginning on 1 January 2012.

A3. Audit report

The preceding financial statements for the year ended 31 December 2010 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 2011.

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

Save as disclosed below, there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the quarter and the financial year to date.

As disclosed in Note B8 below, the Jotech Business (as defined in Note B8) fall within the ambit of Discontinued Operations and Disposal Group Classified as Held for Sale under FRS 5, Non-current Assets Held for Sale and Discontinued Operations.

As a result of the above:
(i) all assets, liabilities and related reserves of the Group as at 30 September 2011 have been classified and presented on the consolidated statements of financial position, as 'held for sale' in accordance with FRS 5;
(ii) the entire results of the Group for the current quarter and period and preceding year corresponding quarter and period have been presented on the consolidated statements of comprehensive income as "Discontinued Operations" in accordance with FRS 5; and
(iii) the cash flows of the Group for the current period and preceding year corresponding period have been presented on the consolidated statements of cash flows as "Discontinued Operations" in accordance with FRS 5.

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 2011.

A7. Debt and equity securities

There were no issuances, cancellations, repurchases and resale of the Company's debt or equity securities for the period ended 30 September 2011.

A8. Dividend paid

Since the end of the previous financial year, no dividend was paid by the Company.

NOTES TO THE INTERIM FINANCIAL REPORT (continued)

A9. Segmental information

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

Discontinued operations
For the nine months ended 30 September 2011:

(In thousands of RM)	← Discontinued operations →			Disposed operation			Less:	
	Investment Holding	Precision Stamping	Plantation	Precision stamping	Eliminations	Consolidated	Disposed operation	Discontinued operations
External revenue	84	76,113	5,859	2,011	-	84,067	(2,011)	82,056
Inter segment revenue	440	1,482	-	-	(1,922)	-	-	-
Total revenue	524	77,595	5,859	2,011	(1,922)	84,067	(2,011)	82,056
Segment results	17,246	3,865	3,498			**24,609**	**290**	**24,899**
Finance costs						(2,022)	1	(2,021)
Finance income						40	-	40
Share of net profit of associate						1,299	-	1,299
Profit before tax						**23,926**	**291**	**24,217**
Income tax expense						(2,621)	24	(2,597)
Profit for the period						**21,305**	**315**	**21,620**
Other comprehensive income for the period						1,886	-	1,886
Total comprehensive income for the period						23,191	315	23,506
Non-controlling interest						(585)	-	(585)
Total comprehensive income attributable to owners of the Company						**22,606**	**315**	**22,921**

NOTES TO THE INTERIM FINANCIAL REPORT (continued)

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

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

There were no changes in the composition of the Group in the current quarter.

A13. Contingent liabilities/Contingent assets

There were no contingent liabilities/assets since the last annual balance sheet date.

A14. Capital commitment

The approved and contracted for material capital commitment as at 30 September 2011 amounted to RM9 million in respects of factory building, machinery and equipment for a second plant expansion currently being undertaken by PT Indotech Metal Nusantara, a wholly-owned subsidiary of the Company.

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT

B1. Review of performance

The Group registered revenue of RM29.7 million for the current quarter compared to RM34.8 million achieved in the corresponding quarter last year. This was mainly due to revenue of a subsidiary which had been disposed of in March 2011, was no longer consolidated in the current quarter. The said subsidiary company contributed RM3.3m revenue in the corresponding quarter last year. The revenue decline was partially offset by the contribution from oil palm plantation division subsidiaries of RM2.5 million or 8% to the Group's revenue.

The Group achieved a net profit of RM5.2 million for the current quarter compared to RM2.9 million registered in the corresponding quarter last year. The increase in net profit for the current quarter was due to contribution by the oil palm plantation subsidiaries of RM0.9 million and reversal of deferred tax of RM3.5 million.

B2. Comparison with preceding quarter's results

The current quarter revenue of RM29.7 million reflected a growth of RM3.8million or 15% against the preceding quarter revenue of RM25.9 million. This was contributed by the improvement in revenue contribution by all subsidiaries of precision stamping division.

The Group's current quarter net profit declined by RM3.4 million compared to the preceding quarter. This was primarily due to the preceding quarter results included a gain of RM7.4 million fair value gain arising from fair value recognition of an investment in the associate to its market value.

B3. Prospects

The strong growth of automotive industry in Indonesia presents a good prospect for Jotech's precision stamping division to contribute positively to the Group. A new manufacturing plant is being constructed to cater for the expected increase in demand from automotive customers. The new plant is expected to contribute positively to the Group starting next year.

The oil palm plantation subsidiaries will continue to contribute positively to the Group in view of positive prospect of increasing crude palm oil price.

The Board of Directors foresees a continual positive prospect of the financial performance of the Group for the remaining financial quarter of the year.

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

Not applicable as no profit forecast was published.

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B5. Taxation

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

	Current quarter 30.9.2011 RM'000	Financial year-to-date 30.9.2011 RM'000
Current tax expense		
Malaysia	(3,163)	1,592
Overseas	379	1,005
	(2,784)	2,597

The effective tax rate for the current quarter and year-to-date are lower than the statutory tax rate due to reversal of deferred tax and fair value gain recognized for investments respectively.

B6. Sale of unquoted investments or properties

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

B7. Purchase and disposal of quoted investments

(a) Total purchases of quoted investments for the current quarter and financial year-to date were as follows:

	Current quarter 30.9.2011 RM'000	Financial year-to-date 30.9.2011 RM'000
Purchase of quoted shares	323	727

(b) Total disposals of quoted investments for the current quarter and financial year-to-date were as follows:

	Current quarter 30.9.2011 RM'000	Financial year-to-date 30.9.2011 RM'000
Sales proceeds of quoted shares	325	679
Cost of quoted shares	(320)	(597)
Gain on disposal of quoted shares	5	82

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B7. Purchase and disposal of quoted investments (continued)

(c) Total investment in quoted shares as at 30 September 2011:

	Cost	Book Value	Market Value
	RM `000	RM `000	RM `000
Total quoted shares	2,977	1,660	1,660

B8. Corporate proposals

Save as disclosed below, there are no corporate proposals that were announced but not completed within 7 days from the date of issue of this quarterly report.

On 29 July 2011, Maybank Investment Bank Berhad ("Maybank IB"), being the adviser to Jotech in respect of the Proposed Disposal (as defined below) had announced on behalf of the Board of Directors of the Company ("Board") that the Company had received an offer ("Offer") of even date from Temasek Formation Berhad ("TFB") (then known as Temasek Formation Sdn Bhd), a company whose major shareholder and director, namely Datuk Goh Tian Chuan ("Datuk Goh") is also a major shareholder and Executive Chairman of the Company, to acquire the entire business and undertakings, including all assets and liabilities of the Company ("Jotech Business") ("Proposed Disposal").

Together with the Offer, TFB simultaneously made offers on substantially the same terms and conditions to acquire the entire businesses and undertakings, including all assets and liabilities, of AIC Corporation Berhad ("AIC") ("AIC Business") and AutoV Corporation Berhad ("AutoV") ("AutoV Business"). Such simultaneous offers, together with the Offer (collectively known as the "Merger Exercise Offer"), shall constitute a single consolidated offer as at 29 July 2011 for the purposes of achieving the merger of the businesses and undertakings of AIC, Jotech and AutoV (collectively known as "Target Companies"), including all assets and liabilities of the Target Companies as at completion of the Proposed Disposal in accordance with the terms of the Merger Agreement (as defined below) ("Completion").

On 24 August 2011, Maybank IB announced on behalf of the Board that the non-interested Directors of Jotech have decided to accept the Offer, subject to, among others the approval of the shareholders of Jotech and relevant authorities, where required. As the Merger Exercise Offer represents a related party transaction in view of Datuk Goh's substantial shareholdings in the Target Companies, Alliance Investment Bank Berhad ("Alliance") has been appointed by Jotech to advise the non-interested Directors and the non-interested shareholders of Jotech.

On 22 August 2011 and 24 August 2011, Maybank IB announced on behalf of the board of directors of AutoV and AIC respectively that they have decided to accept the offer from TFB to acquire the AutoV Business ("Proposed AutoV Business Disposal") and AIC Business ("Proposed AIC Business Disposal") upon the terms and conditions contained in their respective offer letters dated 29 July 2011 issued by TFB to AutoV and AIC.

On 15 September 2011, Maybank IB announced on behalf of the Board that Jotech had on even date entered into a definitive merger agreement ("Merger Agreement") with TFB, AIC and AutoV in relation to the Merger Exercise Offer.

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B8. Corporate proposals (continued)

The Offer entails the following proposals ("Proposals"):

i) Proposed Disposal;
ii) Proposed Distribution;
iii) Proposed Share Issue;
iv) Proposed Bonus Issue; and
v) Proposed Warrant Scheme

which is further described below.

Proposed Disposal

The Proposed Disposal entails TFB acquiring the Jotech Business for a total purchase consideration ("Consideration") equivalent to:

(a) RM0.18 for each ordinary share of RM0.10 each in Jotech ("Jotech Share"), being 20% above the volume weighted average market price ("VWAMP") of Jotech Shares for the five (5) market days up to and including 26 July 2011, being the last trading day prior to the Offer, of RM0.15, multiplied by the total number of outstanding Jotech Shares, at a date to be determined later by TFB in consultation with Jotech**;** and

(b) RM0.09 for each Warrant , being 16.88% above the VWAMP of the Warrants for the five (5) market days up to and including 26 July 2011, being the last trading day prior to the Offer, of RM0.077, multiplied by the total outstanding number of Warrants in issue at a date to be determined later by TFB in consultation with Jotech.

The Consideration shall be satisfied by the issuance of an equivalent value of new ordinary shares of RM0.10 each in TFB ("TFB Share") at an issue price of RM0.12 per TFB Share, less/excluding such number of TFB Shares to be received by Jotech arising from its entitlement to TFB Shares pursuant to its existing 28,023,900 ordinary shares of RM1.00 each in AIC, being such TFB Shares to which Jotech will be entitled to under a proposed distribution, similar to the Proposed Distribution (as defined below), to be undertaken by AIC in connection with the implementation of the Proposed AIC Business Disposal under the Merger Exercise Offer.

The Consideration is intended to be distributed/paid to the entitled shareholders of Jotech and Warrant Holders pursuant to the Proposed Distribution and Proposed Warrant Scheme as defined below.

Proposed Distribution

Jotech shall, subject to obtaining all requisite approvals, implement a proposed distribution exercise comprising:

(i) a capital reduction exercise ("Proposed Capital Reduction") in accordance with Sections 60(2) and/or 64 of the Companies Act, 1965 ("Act"), involving a reduction of the share capital and/or share premium reserve (if applicable) of Jotech via cancellation of Jotech's issued and paid-up share capital, which shall require confirmation by the High Court of Malaya pursuant to Sections 60(2) and/or 64 of the Act; and

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B8. Corporate proposals (continued)

Proposed Distribution (continued)

(ii) a capital repayment exercise ("Proposed Capital Repayment") involving:

(a) the distribution-in-specie of the TFB Shares to be received by Jotech upon completion of the Proposed Disposal to all the entitled shareholders of Jotech; and

(b) the distribution-in-specie of the TFB Shares to be received by Jotech arising from its entitlement to the TFB Shares pursuant to its existing 28,023,900 ordinary shares of RM1.00 each in AIC held by Jotech in AIC, to all the entitled shareholders of Jotech.

(collectively known as the "Proposed Distribution").

Proposed Share Issue

In connection with the Proposed Disposal, TFB shall simultaneously with the implementation of the Proposed Distribution (which will result in the cancellation of the entire share capital of Jotech), subscribe for and Jotech shall allot and issue 20 new Jotech Shares to TFB at an issue price of RM0.10 each ("Proposed Share Issue"). Accordingly, immediately following the completion of the Proposed Distribution and Proposed Share Issue, the share capital of Jotech shall be RM2.00, comprising 20 Jotech Shares, all of which shall be held by TFB.

Proposed Bonus Issue

In order to facilitate the Proposed Distribution, Jotech shall, prior to the implementation of the Proposed Capital Reduction, undertake a bonus issue of shares, which shall not be credited to the entitled shareholders of Jotech and shall immediately be cancelled pursuant to the Proposed Capital Reduction and which is to be effected by way of capitalising all sums standing to the credit of the share premium account, retained profits and/or any other reserves which may be capitalised, including the net gain arising from the Proposed Disposal ("Proposed Bonus Issue"). The actual number of bonus shares to be issued per Jotech Share would be dependent on the amount to be capitalised and the total issued and paid-up capital of Jotech, as at the entitlement date for the Proposed Distribution.

Proposed Warrant Scheme

In conjunction with the Proposed Disposal, Jotech shall implement a scheme of arrangement under Section 176 of the Act ("Proposed Warrant Scheme") to pay the Warrants holders their entitlements to the Consideration in consideration for the cancellation of the exercise rights pursuant to the Warrants and thereafter proceed to cancel all the Warrants so that all the outstanding Warrants are effectively and validly cancelled.

Upon Completion, each of the Target Companies will separately apply to Bursa Malaysia Securities Berhad ("Bursa Securities") to be delisted from the Main Market of Bursa Securities and subsequently subject to the requisite approvals being obtained, TFB shall assume the listing status of any one of the Target Companies and be listed on the Main Market of Bursa Securities.

Maybank IB had on 20 October 2011, submitted an application to the Securities Commission in relation to the Proposals.

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B9. Group borrowings

The Group borrowings as at 30 September 2011 were as follows:-

	RM'000
Secured	50,440
Unsecured	64
Total Group Borrowings	50,504

	RM'000
Short Term	20,977
Long Term	29,527
Total Group Borrowings	50,504

The total borrowings denominated in foreign and local currency as at 30 September 2011 were as follows:-

	RM'000
Foreign Currency:	
- USD20,000 @ RM3.189/USD1	64
- CNY14,700,000 @ RM0.4997/RMB1	7,345
- IDR18,664,809,852@ RM0.0363/IDR100	6,773
Local Currency	36,322
Total Group Borrowings	50,504

B10. Financial Instruments

a) Derivatives

There were no new or existing derivatives as at the end of the reporting period.

b) Gains/(losses) arising from fair value changes in financial liabilities

There were no gains or losses arising from fair value changes in financial liabilities in this reporting period.

B11. Material litigation

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

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B12. Discontinued operation and disposal group classified as held for sale

Pursuant to the Merger Agreement as mentioned in Note B8 above, the Jotech Business fall within the ambit of Discontinued Operations and Disposal Group Classified as Held for Sale under FRS 5, Non-current Assets Held for Sale and Discontinued Operations. Accordingly, all assets, liabilities and related reserves of the Group have been classified and presented on the consolidated statements of financial position as 'held for sale' in accordance with FRS 5. As at 30 September 2011, the assets, liabilities and reserves classified as 'held for sale' comprised as follows:

RM in thousand (RM'000)	**As at the end 30.9.2011**
ASSETS	
Property, plant and equipment	125,840
Investment in associates	45,275
Intangible assets	1,821
Advance to associate	890
Inventories	12,069
Trade and other receivables	26,251
Tax recoverable	636
Other investments	1,660
Cash and cash equivalents	18,219
Assets classified as held for sale	232,661
LIABILITIES	
Borrowings	50,504
Deferred tax liabilities	3,042
Trade and other payables	14,764
Taxation	1,842
Liabilities classified as held for sale	70,152
Net assets of disposal group classified as held for sale	162,509
RESERVE	
Capital reserve	5,022
Foreign currency translation reserve	41
Reserve classified as held for sale	5,063

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B13. Earnings/(loss) per share

	Current Year Quarter	Preceding Year Quarter	Current Year To Date	Preceding Year To Date
	30.9.2011	30.9.2010	30.9.2011	30.9.2010
Profit/(loss) attributable to equity holders of the parent	RM'000	RM'000	RM'000	RM'000
From assets held for sale	5,508	2,691	21,740	6,009
From disposed operation	(441)	-	(315)	-
	5,067	2,691	21,425	6,009
Basic				
Weighted average number of ordinary shares @ 10 sen ('000)	1,104,300	924,300	1,051,553	924,300
Basic earnings/(loss) per share (sen)				
From assets held for sale	0.499	0.291	2.067	0.650
From disposed operation	(0.040)	-	(0.030)	-
	0.459	0.291	2.037	0.650
Diluted				
Weighted average number of ordinary shares @ 10 sen ('000)	1,120,068	n.a*	1,118,351	n.a*
Diluted earnings/(loss) per share (sen)				
From assets held for sale	0.492	n.a*	1.941	n.a*
From disposed operation	(0.040)	n.a*	(0.029)	n.a*
	0.452	n.a*	1.912	n.a*

** The diluted earnings per share were not presented as the effect of the assumed conversion of warrants outstanding would be anti-dilutive.*

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENT (continued)

B14. Realised and unrealised profits/losses

The format of disclosure of the breakdown of realised and unrealised profits or losses is prescribed in Bursa Malaysia's directive dated 20 December 2010.

On 25 March 2010, Bursa Malaysia Securities Berhad ("Bursa Malaysia") issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of Bursa Malaysia Main Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the unappropriated profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits or losses.

On 20 December 2010, Bursa Malaysia further issued another directive on the disclosure and the prescribed format of presentation.

The breakdown of the retained earnings of the Group and of the Company as at 30 September 2011, into realised and unrealised profits, pursuant to the directive, is as follows:

	As at 30.9.2011 RM'000
Total retained profits/(accumulated losses) of the Company and its subsidiaries	
-Realised	33,095
-Unrealised	(1,875)
	31,220
Total share of retained profits/(accumulated losses) from associated companies	
-Realised	3,862
-Unrealised	(945)
	34,137
Consolidation adjustments	3,746
Total retained earnings	37,883