

**Condensed Consolidated Income Statements**
**For the Three-Month Period Ended 31 July 2006**

The figures have not been audited

|   | Note | 3 months ended            |   | 6 months ended            |   |
|---|------|---------------------------|---|---------------------------|---|
|   |      | 31 July<br>2006<br>RM'000 | 31 July<br>2005<br>RM'000<br>(Restated) | 31 July<br>2006<br>RM'000 | 31 July<br>2005<br>RM'000<br>(Restated) |
| <b>Continuing Operations</b>  |      |                           |   |                           |   |
| Revenue   | A5   | 80,109                    | 65,091                                  | 153,826                   | 129,775                                 |
| Costs of sales  |      | <u>(63,060)</u>           | <u>(50,786)</u>                         | <u>(117,355)</u>          | <u>(98,917)</u>                         |
| <b>Gross profit</b>   |      | <b>17,049</b>             | <b>14,305</b>                           | <b>36,471</b>             | <b>30,858</b>                           |
| Other income  |      | 1,527                     | 323                                     | 3,393                     | 611                                     |
| Administrative and other expenses                                       |      | (15,487)                  | (13,639)                                | (26,352)                  | (23,127)                                |
| Finance cost  |      | (4,607)                   | (3,815)                                 | (9,014)                   | (6,889)                                 |
| Share of profit of associates   |      | <u>207</u>                | <u>177</u>                              | <u>496</u>                | <u>373</u>                              |
| <b>(Loss)/profit before tax</b>   | A5   | <b>(1,311)</b>            | <b>(2,649)</b>                          | <b>4,994</b>              | <b>1,826</b>                            |
| Taxation  | B5   | <u>1,667</u>              | <u>(671)</u>                            | <u>833</u>                | <u>(1,115)</u>                          |
| <b>Profit/(loss) for the period</b>                                     |      | <b><u>356</u></b>         | <b><u>(3,320)</u></b>                   | <b><u>5,827</u></b>       | <b><u>711</u></b>                       |
| Attributable to:  |      |                           |   |                           |   |
| Equity holders of the parent  |      | (1,691)                   | (3,659)                                 | 1,661                     | (907)                                   |
| Minority interests  |      | <u>2,047</u>              | <u>339</u>                              | <u>4,166</u>              | <u>1,618</u>                            |
|   |      | <b><u>356</u></b>         | <b><u>(3,320)</u></b>                   | <b><u>5,827</u></b>       | <b><u>711</u></b>                       |
| <b>Earnings per share attributable to equity holders of the parent:</b> |      |                           |   |                           |   |
| Basic, for (loss)/profit for the period (sen)                           | B13  | (2.2)                     | (4.8)                                   | 2.2                       | (1.2)                                   |

The condensed consolidated income statements should be read in conjunction with the audited financial statements for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements.

**Condensed Consolidated Balance Sheet**

As at 31 July 2006

The figures have not been audited

|                               | Note | As at<br>31 July<br>2006<br>RM'000 | As at<br>31 January<br>2006<br>RM'000<br>(Restated) |
|-------------------------------|------|------------------------------------|---|
| <b>ASSETS</b>                 |      |                                    |   |
| <b>Non-current assets</b>     |      |                                    |   |
| Property, plant and equipment |      | 365,497                            | 339,083   |
| Investment properties         |      | 4,877                              | 2,095   |
| Intangible assets             |      | 2,072                              | 2,139   |
| Investment in associates      |      | 7,043                              | 5,587   |
| Other investment              |      | 100                                | 100   |
| Goodwill on consolidation     |      | 573                                | 573   |
| Deferred tax assets           |      | 7,048                              | 6,991   |
|                               |      | <u>387,210</u>                     | <u>356,568</u>                                      |
| <b>Current assets</b>         |      |                                    |   |
| Inventories                   |      | 30,025                             | 25,634  |
| Trade receivables             |      | 100,537                            | 117,348   |
| Other receivables             |      | 22,717                             | 16,919  |
| Cash and bank balances        |      | 57,122                             | 64,040  |
|                               |      | <u>210,401</u>                     | <u>223,941</u>                                      |
| <b>TOTAL ASSETS</b>           |      | <u><b>597,611</b></u>              | <u><b>580,509</b></u>                               |

**Condensed Consolidated Balance Sheet**
**As at 31 July 2006**

The figures have not been audited

|  | Note | As at<br>31 July<br>2006<br>RM'000 | As at<br>31 January<br>2006<br>RM'000<br>(Restated) |
|--|------|------------------------------------|---|
| <b>EQUITY AND LIABILITIES</b>                              |      |                                    |   |
| <b>Equity attributable to equity holders of the parent</b> |      |                                    |   |
| Share capital  |      | 76,800                             | 76,800  |
| Reserves   |      | 86,401                             | 87,303  |
|  |      | <u>163,201</u>                     | <u>164,103</u>                                      |
| <b>Minority interests</b>                                  |      | 40,015                             | 37,796  |
| <b>Total equity</b>  |      | <u>203,216</u>                     | <u>201,899</u>                                      |
| <b>Non-current liabilities</b>                             |      |                                    |   |
| Long term borrowings                                       | B9   | 228,845                            | 186,376   |
| Deferred tax liabilities                                   |      | 8,110                              | 11,139  |
|  |      | <u>236,955</u>                     | <u>197,515</u>                                      |
| <b>Current liabilities</b>                                 |      |                                    |   |
| Short term borrowings                                      | B9   | 83,239                             | 83,699  |
| Trade payables   |      | 34,455                             | 39,611  |
| Other payables   |      | 34,858                             | 57,160  |
| Tax payables   |      | 1,816                              | 625   |
| Dividends payables   |      | 3,072                              | -   |
|  |      | <u>157,440</u>                     | <u>181,095</u>                                      |
| Total liabilities  |      | <u>394,395</u>                     | <u>378,610</u>                                      |
| <b>TOTAL EQUITY AND LIABILITIES</b>                        |      | <u><b>597,611</b></u>              | <u><b>580,509</b></u>                               |

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements.

## Condensed Consolidated Statement of Changes in Equity

For the Six-Month Period Ended 31 July 2006

The figures have not been audited

|  | <-----Attributable to Equity Holders of the Parent-----> |                            |                                   |  |                                |                 | Minority<br>Interests | Total<br>Equity |
|--|--|----------------------------|-----------------------------------|--|--------------------------------|-----------------|-----------------------|-----------------|
|  | <-----Non-Distributable----->                            |                            |                                   | Distributable                            |                                |                 |                       |                 |
|  | Share<br>Capital<br>RM'000                               | Share<br>Premium<br>RM'000 | Revaluation<br>Reserves<br>RM'000 | Foreign<br>Exchange<br>Reserve<br>RM'000 | Retained<br>Earnings<br>RM'000 | Total<br>RM'000 | RM'000                | RM'000          |
| <b>At 1 February 2005</b>  |  |                            |                                   |  |                                |                 |                       |                 |
| As previously stated   | 76,800   | 1,024                      | 2,429                             | 1,743                                    | 90,974                         | 172,970         | 40,756                | 213,726         |
| Prior year adjustment  | -  | -                          | -                                 | -  | (14,242)                       | (14,242)        | (5,433)               | (19,675)        |
| <b>At 1 February 2005 (restated)</b>   | <u>76,800</u>  | <u>1,024</u>               | <u>2,429</u>                      | <u>1,743</u>                             | <u>76,732</u>                  | <u>158,728</u>  | <u>35,323</u>         | <u>194,051</u>  |
| Foreign currency translation, representing<br>net expenses recognised directly to equity | -  | -                          | -                                 | (2,090)                                  | -                              | (2,090)         | -                     | (2,090)         |
| Loss for the period  | -  | -                          | -                                 | -  | (907)                          | (907)           | 1,618                 | 711             |
| Dividends  | -  | -                          | -                                 | -  | (3,840)                        | (3,840)         | (2,580)               | (6,420)         |
| <b>At 31 July 2005 (restated)</b>  | <u>76,800</u>  | <u>1,024</u>               | <u>2,429</u>                      | <u>(347)</u>                             | <u>71,985</u>                  | <u>151,891</u>  | <u>34,361</u>         | <u>186,252</u>  |
| <b>At 1 February 2006</b>  |  |                            |                                   |  |                                |                 |                       |                 |
| As previously stated   | 76,800   | 1,024                      | 2,429                             | 3,029                                    | 99,687                         | 182,969         | 44,317                | 227,286         |
| Prior year adjustment  | -  | -                          | -                                 | -  | (18,866)                       | (18,866)        | (6,521)               | (25,387)        |
| <b>At 1 February 2006 (restated)</b>   | <u>76,800</u>  | <u>1,024</u>               | <u>2,429</u>                      | <u>3,029</u>                             | <u>80,821</u>                  | <u>164,103</u>  | <u>37,796</u>         | <u>201,899</u>  |
| Foreign currency translation, representing<br>net expenses recognised directly to equity | -  | -                          | -                                 | 509                                      | -                              | 509             | 46                    | 555             |
| Acquisition of subsidiary  | -  | -                          | -                                 | -  | -                              | -               | (180)                 | (180)           |
| Profit for the period  | -  | -                          | -                                 | -  | 1,661                          | 1,661           | 4,166                 | 5,827           |
| Dividends  | -  | -                          | -                                 | -  | (3,072)                        | (3,072)         | (1,813)               | (4,885)         |
| <b>At 31 July 2006</b>   | <u>76,800</u>  | <u>1,024</u>               | <u>2,429</u>                      | <u>3,538</u>                             | <u>79,410</u>                  | <u>163,201</u>  | <u>40,015</u>         | <u>203,216</u>  |

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements.

**Condensed Consolidated Cash Flow Statement**  
**For the Six-Month Period Ended 31 July 2006**

The figures have not been audited

|  | <b>6 months ended</b> |                 |
|--|-----------------------|-----------------|
|  | <b>31 July</b>        | <b>31 July</b>  |
|  | <b>2006</b>           | <b>2005</b>     |
|  | <b>RM'000</b>         | <b>RM'000</b>   |
| Net cash generated from operating activities               | 13,500                | 15,045          |
| Net cash used in investing activities                      | (65,815)              | (22,130)        |
| Net cash generated from/(used in) financing activities     | 47,997                | (18,298)        |
| Net decrease in cash and cash equivalents                  | <u>(4,318)</u>        | <u>(25,383)</u> |
| Cash and cash equivalents at beginning of financial period | 43,845                | 67,112          |
| Cash and cash equivalents at end of financial period       | <u>39,527</u>         | <u>41,729</u>   |

Cash and cash equivalents at the end of the financial period comprise the following:

|   | <b>As at</b>   | <b>As at</b>   |
|---|----------------|----------------|
|   | <b>31 July</b> | <b>31 July</b> |
|   | <b>2006</b>    | <b>2005</b>    |
|   | <b>RM'000</b>  | <b>RM'000</b>  |
| Cash and bank balances  | 57,122         | 53,268         |
| Bank overdrafts (included within short term borrowings in Notes B5) | (17,595)       | (11,539)       |
|   | <u>39,527</u>  | <u>41,729</u>  |

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements.

## Part A - Explanatory Notes Pursuant to FRS 134

### A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirement of Financial Reporting Standards ("FRS") 134: Interim Financial Reporting and paragraph 9.22 and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 January 2006. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 January 2006 except for the treatment of deferred tax arising from Reinvestment Allowances (RA) and Investment Tax Allowances (ITA).

In prior year, the Group recognised deferred tax assets arising from RA and ITA for all deductible temporary differences, when it is probable that significant taxable profit will be available against which the temporary difference can be utilised. In the current financial year, the Directors decided that accounting policy shall derecognise such deferred tax benefits in order to comply with the requirement of the relevant authority. The change was accounted for under FRS 108 which requires the comparative figures to be restated. The effect of the changes in policy is detailed below:

### Balance Sheet

|                          | <b>As at 31 January 2006</b>    |                    |                    |
|--------------------------|---------------------------------|--------------------|--------------------|
|                          | <b>As previously<br/>stated</b> | <b>Adjustments</b> | <b>As restated</b> |
|                          | <b>RM'000</b>                   | <b>RM'000</b>      | <b>RM'000</b>      |
| Retained earnings        | 99,687                          | (18,866)           | 80,821             |
| Minority interests       | 44,317                          | (6,521)            | 37,796             |
| Deferred tax assets      | 21,506                          | (14,515)           | 6,991              |
| Deferred tax liabilities | 267                             | 10,872             | 11,139             |

### Income Statement

|                              | <b>3 months ended 31 July 2005</b> |                    |                    |
|------------------------------|------------------------------------|--------------------|--------------------|
|                              | <b>As previously<br/>stated</b>    | <b>Adjustments</b> | <b>As restated</b> |
|                              | <b>RM'000</b>                      | <b>RM'000</b>      | <b>RM'000</b>      |
| Profit/(loss) for the period | 2,484                              | (5,804)            | (3,320)            |
| Attributable to:             |                                    |                    |                    |
| Equity holders of the parent | 1,212                              | (4,871)            | (3,659)            |
| Minority interests           | 1,272                              | (933)              | 339                |
|                              | <u>2,484</u>                       | <u>(5,804)</u>     | <u>(3,320)</u>     |

**A1. Basis of Preparation (Contd.)**
**Income Statement**

|                              | <b>6 months ended 31 July 2005</b>         |                               |                               |
|------------------------------|--|-------------------------------|-------------------------------|
|                              | <b>As previously<br/>stated<br/>RM'000</b> | <b>Adjustments<br/>RM'000</b> | <b>As restated<br/>RM'000</b> |
| Profit/(loss) for the period | 7,511                                      | (6,800)                       | 711                           |
| Attributable to:             |  |                               |                               |
| Equity holders of the parent | 4,767                                      | (5,674)                       | (907)                         |
| Minority interests           | 2,744                                      | (1,126)                       | 1,618                         |
|                              | <u>7,511</u>                               | <u>(6,800)</u>                | <u>711</u>                    |

**A2. Changes in Accounting Policies**

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 January 2006 except for the adoption of the following new/revised Financial Reporting Standards ("FRS") effective for the financial period beginning 1 February 2006:

|         |  |
|---------|--|
| FRS 3   | Business Combinations                                |
| FRS 101 | Presentation of Financial Statements                 |
| FRS 102 | Inventories  |
| FRS 108 | Accounting Policies, Changes in Estimates and Errors |
| FRS 110 | Events after the Balance Sheet Date                  |
| FRS 116 | Property, Plant and Equipment                        |
| FRS 121 | The Effects of Changes in Foreign Exchange Rates     |
| FRS 127 | Consolidated and Separate Financial Statements       |
| FRS 128 | Investments in Associates                            |
| FRS 131 | Interests in Joint Ventures                          |
| FRS 132 | Financial Instruments: Disclosure and Presentation   |
| FRS 133 | Earnings Per Share                                   |
| FRS 136 | Impairment of Assets                                 |
| FRS 138 | Intangible Assets                                    |
| FRS 140 | Investment Property                                  |

The Group will adopt the following FRSs in future financial periods depending on their relevant effective date:

|         |  |
|---------|--|
| FRS 117 | Leases   |
| FRS 124 | Related Party Disclosures                          |
| FRS 139 | Financial Instruments: Recognition and Measurement |

**A2. Changes in Accounting Policies (Contd.)**

The adoption of FRS 102, 108, 110, 116, 121, 127, 128, 131, 132, 133, 138 and 140 does not have significant financial impact to the Group. With the adoption of the new/revised FRSs, the Group has effected the necessary changes to the accounting policies and disclosures as disclosed under notes below:

**FRS 3: Business Combinations and FRS 136: Impairment of Assets**

The adoption of these new FRSs resulted in the Group to cease annual goodwill amortisation. Goodwill is carried at cost less accumulated impairment losses and is now tested for impairment annually, or more frequently if events or changes in circumstances indicate that it may have to be impaired. Any impairment loss is recognised in profit or loss and subsequent reversal is not allowed. Prior to 1 February 2006, goodwill was amortised on straight-line basis over its estimated useful life of 10 years. This change in accounting policy was effected retrospectively for business combinations where the agreement date was on or after 1 February 2006. FRS 3 required the Group to eliminate at 1 February 2006 the carrying amount of the accumulated amortisation of RM953,066 against the carrying amount of goodwill. The carrying amount of goodwill as at 1 February 2006 of RM573,001 ceased to be amortised. This has the effect of reducing the amortisation charges by RM31,318 in the current financial quarter.

**FRS 101: Presentation of Financial Statements**

The adoption of FRS 101 has no financial impact on the Group but has affected the presentation of minority interest, share of net after-tax results of associates and certain disclosures. In the Consolidated Balance Sheet, minority interests are now presented within total equity. In the Consolidated Income Statement, minority interests are presented as an allocation of the total profit or loss for the period. A similar requirement is also applicable to the statement of changes in equity. FRS 101 also requires disclosure, on the face of the statement of changes in equity, total recognised income and expenses for the period, showing separately the amounts attributable to equity holders of the parent and to minority interest. The share of net after-tax results of associates is now disclosed net of tax in the Consolidated Income Statement.

The current period's presentation of the Group's financial statements is based on the requirements of FRS 101, with the comparatives restated to conform with the current period's presentation.



**A2. Changes in Accounting Policies (Contd.)**
**FRS 101: Presentation of Financial Statements (Contd.)**

The following comparatives were restated following adoption of FRS 101:

|                               | <b>3 months ended 31 July 2005</b> |                               |                    |
|-------------------------------|------------------------------------|-------------------------------|--------------------|
|                               | <b>As previously<br/>stated</b>    | <b>Reclassi-<br/>fication</b> | <b>As restated</b> |
|                               | <b>RM'000</b>                      | <b>RM'000</b>                 | <b>RM'000</b>      |
| <b>Income statements</b>      |                                    |                               |                    |
| Share of profit of associates | 214                                | (37)                          | 177                |
| (Loss)/profit before tax      | (2,612)                            | (37)                          | (2,649)            |
| Taxation                      | (708)                              | 37                            | (671)              |
|                               | <b>6 months ended 31 July 2005</b> |                               |                    |
|                               | <b>As previously<br/>stated</b>    | <b>Reclassi-<br/>fication</b> | <b>As restated</b> |
|                               | <b>RM'000</b>                      | <b>RM'000</b>                 | <b>RM'000</b>      |
| <b>Income statements</b>      |                                    |                               |                    |
| Share of profit of associates | 483                                | (110)                         | 373                |
| Profit/(loss) before tax      | 1,936                              | (110)                         | 1,826              |
| Taxation                      | (1,225)                            | 110                           | (1,115)            |

**FRS 138: Intangible Assets**

The adoption of FRS 138 had resulted in extension of the accounting policy on Intangible Assets. Computer software amounting to RM2.139 million was previously capitalised as an integral component of property, plant and equipment. Under FRS 138 which is applied prospectively, such computer software is now recognised separately as an intangible asset and amortised over the useful lives. The adoption of FRS 138 has no significant effect to the income statement.

**FRS 140: Investment Property**

Investment properties are properties held either to earn rental income or for capital appreciation or both. These properties which were classified as properties, plant and equipment have been reclassified as investment properties following the adoption of FRS 140. Investment properties are measured at amortised cost or fair value disclosed. This change was accounted for under FRS 108 which requires the comparative figure to be restated.

**A2. Changes in Accounting Policies (Contd.)**
**FRS 140: Investment Property (Contd.)**

The following comparatives amount have been restated due to the adoption of FRS 138 and FRS 140 as below:

|                                 | <b>As previously<br/>stated<br/>RM'000</b> | <b>Reclassi-<br/>fication<br/>RM'000</b> | <b>As restated<br/>RM'000</b> |
|---------------------------------|--|--|-------------------------------|
| <b>At 31 January 2006</b>       |  |  |                               |
| Property, plant and equipment   | 343,317                                    | (4,234)                                  | 339,083                       |
| Investment properties - FRS 140 | -  | 2,095                                    | 2,095                         |
| Intangible assets - FRS 138     | -  | 2,139                                    | 2,139                         |

**A3. Auditors' Report on Preceding Annual Financial Statements**

The Auditors' Report on the financial statements for the year ended 31 January 2006 was not qualified.

A4. Segmental Information

|   | Automotive Component Manufacturing (ACM) |              | Power Engineering and Railway Electrification (PER) |              | Others       |              | Elimination  |              | Consolidated |              |
|---|--|--------------|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
|   | 31 July 2006                             | 31 July 2005 | 31 July 2006  | 31 July 2005 | 31 July 2006 | 31 July 2005 | 31 July 2006 | 31 July 2005 | 31 July 2006 | 31 July 2005 |
|   | RM'000                                   | RM'000       | RM'000  | RM'000       | RM'000       | RM'000       | RM'000       | RM'000       | RM'000       | RM'000       |
| <b>Revenue</b>  |  |              |   |              |              |              |              |              |              |              |
| External sales  | 74,032                                   | 57,139       | 5,704   | 2,451        | 373          | 5,501        | -            | -            | 80,109       | 65,091       |
| Inter-segment sales   | 9,671                                    | 11,600       | -   | 8            | 540          | -            | (10,211)     | (11,608)     | -            | -            |
| Total revenue   | 83,703                                   | 68,739       | 5,704   | 2,459        | 913          | 5,501        | (10,211)     | (11,608)     | 80,109       | 65,091       |
| <b>Result</b>   |  |              |   |              |              |              |              |              |              |              |
| Segment results/<br>Profit/(loss) before<br>taxation & associates | 1,850                                    | 842          | (1,471)   | (1,192)      | (1,615)      | (1,762)      | (282)        | (714)        | (1,518)      | (2,826)      |
| Share of profit<br>of associates                                  | -  | -            | 207   | 177          | -            | -            | -            | -            | 207          | 177          |
| Profit/(loss) before<br>taxation                                  | 1,850                                    | 842          | (1,264)   | (1,015)      | (1,615)      | (1,762)      | (282)        | (714)        | (1,311)      | (2,649)      |
| Taxation  |  |              |   |              |              |              |              |              | 1,667        | (671)        |
| Profit/(loss) for the period                                      |  |              |   |              |              |              |              |              | 356          | (3,320)      |
| <b>Attributable to:</b>   |  |              |   |              |              |              |              |              |              |              |
| Equity holders of the parent                                      |  |              |   |              |              |              |              |              | (1,691)      | (3,659)      |
| Minority interests  |  |              |   |              |              |              |              |              | 2,047        | 339          |
|   |  |              |   |              |              |              |              |              | 356          | (3,320)      |

A4. Segmental Information (Contd.)

|                                       | Malaysia |         | Thailand |         | Indonesia |         | Consolidated |         |
|---------------------------------------|----------|---------|----------|---------|-----------|---------|--------------|---------|
|                                       | 31 July  | 31 July | 31 July  | 31 July | 31 July   | 31 July | 31 July      | 31 July |
|                                       | 2006     | 2005    | 2006     | 2005    | 2006      | 2005    | 2006         | 2005    |
|                                       | RM'000   | RM'000  | RM'000   | RM'000  | RM'000    | RM'000  | RM'000       | RM'000  |
| Total revenue from external customers | 49,568   | 41,692  | 29,477   | 21,440  | 1,064     | 1,959   | 80,109       | 65,091  |

**A5. Unusual Items due to their Nature, Size and Incidence**

There were no items affecting assets, liabilities, equity, net income or cash flows during the financial period ended 31 July 2006.

**A6. Changes in Estimates**

There were no changes in the estimates reported in the prior financial year that have a material effect in the current quarter.

**A7. Comment about Seasonal or Cyclical Factors**

The business operations of the Group were not affected by any seasonal or cyclical factors.

**A8. Dividends Paid**

During the reporting quarter, a final tax exempt dividend of 4 sen per share on share capital of 76,800,000 ordinary shares for a total amount of RM3.072 million in respect of the financial year ended 31 January 2006 was approved by the shareholders at the Annual General Meeting held on 10 July 2006. This dividend was subsequently paid on 11 August 2005.

**A9. Carrying Amount of Revalued Assets**

The valuations of property, plant and equipment have been brought forward without amendment from the financial statements for the year ended 31 January 2006.

**A10. Debt and Equity Securities**

There were no issuance and/or repayment of debt and equity securities, issuance of new ordinary share, share buybacks, share cancellations, share held as treasury shares and resale of treasury shares for the current reporting quarter.

**A11. Changes in Composition of the Group**

During the reporting quarter,

- i. The Company executed a Share Sale Agreement to acquire 100% interest in Fine Components (Thailand) Co., Ltd. (FCT), a company incorporated in Thailand, for a total cash consideration of Thai Baht 85,000,000. With the completion on 22 June 2006, FCT became a wholly-owned subsidiary of the Company.
- ii. The Company executed a Subscription Agreement in respect of subscription by Ingress of 960,000 issued and fully paid-up ordinary shares of RM1.00 each in Maju Nusa Sdn. Bhd. ("MNSB") for a total consideration of RM960,000, representing a 49% equity shareholding in MNSB. The subscription was completed on 28 June 2006 and MNSB became an associate company of Ingress.
- iii. The authorised share capital of Ramusa Engineering Sdn. Bhd. (RESB) was raised from RM1 million to RM10 million. Multi Discovery Sdn. Bhd. (MDSB) subsequently subscribed fully to the rights of 5,000,000 ordinary shares of RM1.00 each as issued by RESB. This resulted in MDSB increasing its shareholding in RESB from 51% to 95.5%. The increase of paid up capital was completed on 25 July 2006.

**A12. Capital Commitments**

There were no material changes in capital commitments for the Group since the last annual balance sheet date as at 31 January 2006.

**A13. Changes in Contingent Liabilities or Contingent Assets**

The Company provides corporate guarantee to financial institutions for all bank facilities granted to subsidiaries of the Group of RM284,880,548.

**A14. Subsequent Events**

There were no other material subsequent events between the end of the current quarter and the date of this announcement.

## Part B - Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

### B1. Performance Review

During the current quarter, ACM Malaysia commenced production of its latest product, side impact beam together with heatshield and mouldings for the new Satria Neo. Moulding part for the new Naza Sutera commenced during the quarter.

Group-wide yearly bonus was paid during this quarter.

The Group recorded a loss before taxation of RM1.311 million and this is an improvement of 50% from the previous year corresponding quarter's loss of RM2.649 million. Overall ACM recorded a profit before taxation of RM1.568 million as against the previous year corresponding quarter loss of RM0.129 million. Profit before taxation were recorded by ACM Malaysia of RM2.360 million and ACM Thailand of RM0.395 million while ACM Indonesia suffered a loss of RM1.187 million. PER together with the units categorised under Others suffered a loss of RM1.264 million and RM1.615 million respectively.

In comparison to previous year corresponding quarter, revenue increased by 23% to RM80.109 million while loss after tax and after minority interest improved by 53% to RM1.691 million. The reasons are as follows:

- i. Total ACM division reported an increase of 30% in revenue.
- ii. ACM Malaysia recorded 29% increase in revenue. This was due to substantial increases in supplies of Myvi and Kelisa models. The older models of Wira, Waja and Kancil recorded reductions in volume. The recently launched model of Savvy did not register any improvement in volume. Supply for new Satria Neo and Naza Sutera commenced during the quarter.
- iii. ACM Thailand registered a 37% increase in revenue. Downward price adjustments for previous and current supplies of two (2) Honda models were concluded during the quarter.  
Existing models of Mitsubishi and Ford/Mazda registered decreases in supplies while encouraging volume were recorded for their new models.  
For the Honda models, City and Accord recorded increases in volume while the Jazz dropped in supplies. The Civic which commenced in the first quarter, recorded encouraging volume.  
The results of the recently acquired Fine Components (Thailand) Co., Ltd. was consolidated as from this quarter onwards under ACM Thailand.
- iv. For ACM Indonesia, negative growth of 46% was encountered both in revenue and volume.
- v. PER increased by 133% in revenue and had to contend with costs of delayed projects.
- vi. The units under Others experienced a 93% reduction in revenue, given that new awards were delayed.

## B1. Performance Review (Contd.)

For the first half of the year, the Group recorded 19% and 283% improvements in revenue and profit after taxation and minority interests respectively in comparison to first half previous year due to the following:

- i. ACM Malaysia registered a 34% improvement in revenue. This was due to substantial increases in Myvi, Kelisa and Savvy models. The older models of Wira, Waja encountered volume reductions.
- ii. ACM Thailand posted a 36% increase in revenue. Existing models of Mitsubishi and Ford/ Mazda registered decreases in supplies while encouraging volume were recorded by their new models. For the Honda models, City and Accord recorded increases in volume while the Jazz dropped in supplies. The Civic which commenced in the first quarter, recorded encouraging volume.
- iii. ACM Indonesia encountered a 51% reduction in volume.
- iv. PER Division experienced a 40% increase in revenue.
- v. The units under Others experienced decreases in revenue.

## B2. Comment on Material Change in Profit Before Taxation

The Group recorded a 9% improvement in revenue with a loss after tax and minority interest of RM1.691 million as against the immediate preceding quarter profit after tax and minority interest of RM3.352 million.

Group-wide bonus was paid during this reporting quarter.

Overall ACM recorded 4.2% improvement. ACM Malaysia recorded a 2.3% increase in revenue. During the current quarter, supplies for new models for Satria Neo and Sutera commenced. There was substantial increases in supplies for Myvi while the other models recorded decreases in volume.

ACM Thailand registered a 6.3% increase in revenue. Downward price adjustments for previous and current supplies of two (2) Honda models were concluded during the quarter. Existing and new models of Mitsubishi increased in supplies.

For Ford/ Mazda, the existing models recorded drop in volume while the new models registered increases.

Isuzu models recorded drop in volume.

For Honda, only the City model registered a drop in supply.

For PER, revenue increased by 265% and had to contend with costs of delayed projects.

The units under Others, revenue decreased by 67%.



### B3. Commentary on Prospects

For ACM Thailand, the strong demand will continue. Most of the earlier models of Mitsubishi and Ford/Mazda are expected to encounter volume drop but these will be more than offsetted significantly by volume rise of their new models. Supply for Isuzu models are expected to increase. For Honda, most models are anticipated to have substantial increases.

For ACM Malaysia, most of the key older models of Wira, Waja and Kancil with the exception of Kelisa are expected to encounter volume contraction. For the newer models of Myvi and Toyota are anticipated to have substantial rise in volume.

For ACM Indonesia, existing models of Mitsubishi and Suzuki are expected to encounter reduction in volume. The products for newer models of TD New Canter (sash and moulding) and Futura will commence supply during the last quarter of the year.

For Power Engineering and rail electrification division (PER), progress is expected to accelerate on the recently awarded jobs. For the rail electrification, further delays are not foreseen and the compensation for the numerous extension of time given is expected to be finalised by the end of this financial year.

For the units under Others, significant contribution is not foreseen in this financial year.

### B4. Profit Forecast or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in respect of the current period.

### B5. Taxation

|                        | 3 months ended            |   | 6 months ended            |   |
|------------------------|---------------------------|---|---------------------------|---|
|                        | 31 July<br>2006<br>RM'000 | 31 July<br>2005<br>RM'000<br>(Restated) | 31 July<br>2006<br>RM'000 | 31 July<br>2005<br>RM'000<br>(Restated) |
| Income tax             | (1,419)                   | (251)                                   | (2,253)                   | (550)                                   |
| Deferred tax liability | -                         | (420)                                   | -                         | (565)                                   |
| Deferred tax benefits  | 3,086                     | -                                       | 3,086                     | -                                       |
|                        | <u>1,667</u>              | <u>(671)</u>                            | <u>833</u>                | <u>(1,115)</u>                          |

The effective tax rate on the Group takes into consideration the following:

- i. Tax incentive in form of tax exemption from the Board of Investment of Thailand for ACM Thailand operation.
- ii. Investment Tax Allowance and Reinvestment Allowance granted to a few subsidiaries of ACM Malaysia.

**B6. Sales of Unquoted Investments and Properties**

There were no sales of unquoted investments and/or properties for the current financial period under review.

**B7. Quoted Securities**

There were no purchases or disposals of quoted securities for the current financial period under review.

**B8. Corporate Proposal**

There were no corporate proposals announced and not completed as at the date of this quarterly report.

**B9. Borrowings**

|  | <b>As at<br/>31 July<br/>2006<br/>RM'000</b> | <b>As at<br/>31 January<br/>2006<br/>RM'000</b> |
|--|--|---|
| <b>Short term borrowings</b>   |  |   |
| Secured  | 55,100                                       | 60,594  |
| Unsecured  | 28,139                                       | 23,105  |
|  | <u>83,239</u>                                | <u>83,699</u>                                   |
| <b>Long term borrowings</b>  |  |   |
| Secured  | 68,845                                       | 26,376  |
| Unsecured  | 160,000                                      | 160,000   |
|  | <u>228,845</u>                               | <u>186,376</u>                                  |
| Including borrowings denominated in foreign currencies as at 31 July 2006: |  |   |
|  | <b>THB'000</b>                               | <b>RM'000<br/>Equivalent</b>                    |
| Thai Baht  |  |   |
| Short term borrowings  | 317,547                                      | 34,591  |
| Long term borrowings   | 508,943                                      | 55,440  |
|  | <u>826,490</u>                               | <u>90,031</u>                                   |
|  | <b>IDR'000</b>                               | <b>RM'000<br/>Equivalent</b>                    |
| Indonesian Rupiah  |  |   |
| Short term borrowings  | 11,905,567                                   | 5,036   |
| Long term borrowings   | 13,331,103                                   | 5,639   |
|  | <u>25,236,670</u>                            | <u>10,675</u>                                   |

**B10. Off Balance Sheet Financial Instruments**

There were no off balance sheet financial instruments as at the date of this quarterly report.

**B11. Changes in Material Litigation**

There was no pending material litigation as at the date of this quarterly report.

**B12. Dividend Payable**

At the Annual General Meeting held on 10 July 2006, a final ordinary tax exempt dividend of 4 sen per share on the share capital of 76,800,000 ordinary shares for an amount of RM3.072 million in respect of the financial year ended 31 January 2006 was approved by the shareholders. This dividend was subsequently paid on 11 August 2006.

**B13. Earnings Per Share**

|   | <b>3 months ended</b> |                   | <b>6 months ended</b> |                   |
|---|-----------------------|-------------------|-----------------------|-------------------|
|   | <b>31 July</b>        | <b>31 July</b>    | <b>31 July</b>        | <b>31 July</b>    |
|   | <b>2006</b>           | <b>2005</b>       | <b>2006</b>           | <b>2005</b>       |
|   |                       | <b>(Restated)</b> |                       | <b>(Restated)</b> |
| (Loss)/profit for the period attributable to ordinary equity holders of the parent (RM'000) | (1,691)               | (3,659)           | 1,661                 | (907)             |
| Number of ordinary shares in issue  | 76,800                | 76,800            | 76,800                | 76,800            |
| Basic, for (loss)/profit for the period (sen)   | (2.2)                 | (4.8)             | 2.2                   | (1.2)             |

**B14. Authorisation for Issue**

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 29 September 2006.