

**WAWASAN TKH HOLDINGS BERHAD (540218-A)**  
**(Formerly known as Greatpac Holdings Berhad)**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET**  
**AS AT 31 DECEMBER 2006**

	UNAUDITED AS AT 31-Dec-06 RM'000	AUDITED AS AT 31-Dec-05 RM'000
	Note	
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	61,084	55,677
Goodwill on consolidation	31,589	61,471
Intangible asset	528	10
Available-for-sale investment	-	107
<b>CURRENT ASSETS</b>		
Inventories	22,518	15,943
Trade receivables	11,366	9,824
Other receivables	4,632	3,510
Fixed deposit with licensed banks	183	3,803
Cash and bank balances	2,715	2,515
	<u>41,414</u>	<u>35,595</u>
<b>CURRENT LIABILITIES</b>		
Amount due to substantial shareholder	10,285	-
Trade payables	11,538	6,691
Other payables	11,364	9,539
Short term borrowings	20,304	15,694
Provision for taxation	-	52
	<u>53,491</u>	<u>31,976</u>
<b>NET CURRENT (LIABILITIES) / ASSETS</b>	(12,077)	3,619
<b>NON CURRENT LIABILITIES</b>		
Long term borrowings	20,566	5,014
Deferred taxation	-	5,439
Irredeemable Convertible Unsecured Loan Stocks (Liability Component)	47	99
	<u>20,613</u>	<u>10,552</u>
	<u>60,511</u>	<u>110,332</u>
<b>FINANCED BY:-</b>		
Share capital	143,019	142,663
Other reserves	44	-
Accumulated losses	(83,968)	(34,051)
Irredeemable Convertible Unsecured Loan Stocks (Equity Component)	1,416	1,720
<b>Total equity attributable to shareholders of the Company</b>	<u>60,511</u>	<u>110,332</u>
Minority interest	-	-
<b>Total equity</b>	<u>60,511</u>	<u>110,332</u>
Net Assets Per Share (RM)	0.42	0.77

The condensed consolidated balance sheet should be read in conjunction with the Annual Financial Report for the year ended 31 December 2005 accompanying explanatory notes attached to the interim financial statements.

**WAWASAN TKH HOLDINGS BERHAD (540218-A)**  
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**UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT**  
**FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2006**

	Note	Individual Quarter		Cumulative Quarter	
		Current Year Quarter 31-Dec-06 RM'000	Preceding Year Corresponding Quarter 31-Dec-05 RM'000	Current Year To date 31-Dec-06 RM'000	Preceding Year Corresponding Period 31-Dec-05 RM'000
Revenue		23,398	27,898	100,934	125,860
Cost of sales		(25,947)	(26,734)	(100,334)	(110,808)
Gross (loss)/ profit		(2,549)	1,164	600	15,052
Other income		348	185	985	558
Distribution expenses		(1,973)	(2,315)	(7,790)	(9,271)
Administrative expenses		(3,305)	(405)	(10,511)	(5,175)
Other expenses		(36,610)	(20,207)	(36,610)	(30,560)
Finance costs		(779)	(421)	(2,000)	(1,051)
Loss before taxation		(44,868)	(21,999)	(55,326)	(30,447)
Income tax expense	B5	5,432	344	5,409	(32)
Loss for the period		(39,436)	(21,655)	(49,917)	(30,479)
<b>Attributable to :</b>					
Shareholders of the Company		(39,436)	(21,655)	(49,917)	(30,479)
Minority Interest		-	-	-	-
		(39,436)	(21,655)	(49,917)	(30,479)
Loss per share					
Basic (sen)		(27.64)	(15.18)	(34.99)	(21.37)
Diluted (sen)		(27.36)	N/A	(34.62)	(21.31)

The condensed consolidated income statement should be read in conjunction with the Annual Financial Report for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

**WAWASAN TKH HOLDINGS BERHAD (540218-A)**

(Formerly known as Greatpac Holdings Berhad)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES OF EQUITY  
FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2006**

	Non-distributable Attributable to shareholders of the Company			Distributable		Minority Interest RM'000	Total Equity RM'000
	Ordinary Share Capital RM'000	Irredeemable Convertible Unsecured Loan Stocks (Equity Component) RM'000	Other Reserves	(Accumulated Losses)/ Retained Profit RM'000	Total RM'000		
<b><u>For the 12 months quarter ended 31 December 2006</u></b>							
Balance as at 1 January 2006	142,663	1,720		(34,051)	110,332	-	110,332
Issuance during the year	-	-		-	-	-	-
Conversion/adjustment during the period	356	(304)			52		52
Foreign currency translation			44		44	-	44
Net loss for the period	-	-		(49,917)	(49,917)	-	(49,917)
Balance as at 31 December 2006	143,019	1,416	44	(83,968)	60,511	-	60,511
<b><u>For the 12 months quarter ended 31 December 2005</u></b>							
Balance as at 1 January 2005	142,553	1,802	-	(3,572)	140,783	-	140,783
Issuance during the year	110	(82)		-	28		28
Conversion during the period	-	-		-	-		-
Net loss for the period	-	-		(30,479)	(30,479)		(30,479)
Balance as at 31 December 2005	142,663	1,720		(34,051)	110,332	-	110,332

The condensed consolidated income statement of changes in equity should be read in conjunction with the Annual Financial Report for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

**WAWASAN TKH HOLDINGS BERHAD (540218-A)**  
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**UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT**  
**FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2006**

	<b>12 Months Ended 31-Dec-06 RM'000</b>	<b>12 Months Ended 31-Dec-05 RM'000</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
(Loss)/Profit before taxation	(55,326)	(30,447)
Adjustments for:		
Non-cash items	45,152	37,298
Non-operating items (net of income)	998	860
<b>Operating profit before working capital changes</b>	<u>(9,176)</u>	<u>7,711</u>
Net change in current assets	(9,238)	(5,722)
Net change in current liabilities	5,207	(547)
Payment for non-operating expenses (net of income)	(998)	(860)
	<u>(5,029)</u>	<u>(7,129)</u>
<b>Net cash flow generated from/(used in) operating activities</b>	<u>(14,205)</u>	<u>582</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceed from disposal of property, plant and equipment	39	2,103
Purchase of property, plant and equipment	(18,333)	(8,342)
Acquisition of subsidiaries *	720	654
Payment for intangible asset	518	(2)
<b>Net cash flow used in investing activities</b>	<u>(17,056)</u>	<u>(5,587)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Advance from substantial shareholder	10,439	-
Bank borrowings drawdown	15,407	7,700
Repayment of bank borrowings	(2,025)	(2,804)
<b>Net cash flow generated from/(used in) financing activities</b>	<u>23,821</u>	<u>4,896</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(7,440)	(109)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	4,214	4,323
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u>(3,226)</u>	<u>4,214</u>
Cash and cash equivalents at the end of the financial period comprise the following:		
Fixed deposits with licensed banks	183	3,356
Cash and bank balances	2,715	2,515
Bank Overdrafts (included within short term borrowings in Note B9)	(6,124)	(1,657)
	<u>(3,226)</u>	<u>4,214</u>
<b>*Acquisition of subsidiaries, net of cash acquired</b>		
Fair value of total net assets	105	
Less: Goodwill on acquisition	1,118	
Total cash consideration	1,013	
Less: Cash and bank balances of subsidiaries	(293)	
Cash and cash equivalents of subsidiaries acquired	<u>720</u>	

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Report for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim Financial Statements.

**PART A: EXPLANATORY NOTES IN COMPLIANCE WITH FRS 134, PARAGRAPH 16****A1. Basis of preparation of interim financial report**

The interim financial report is unaudited and has been prepared in accordance with the reporting requirements as set out in Financial Reporting Standards ('FRS') No. 134<sup>2004</sup>: Interim Financial Reporting and paragraph 9.22 of Bursa Malaysia Securities Berhad ("Bursa Malaysia") Listing Requirements and should be read in conjunction with the Company's audited financial statements for the year ended 31 December 2005.

The same accounting policies and methods of computation as disclosed in the audited accounts for the year ended 31 December 2005 have been adopted in the preparation of the fourth quarter ended 31 December 2006 condensed financial statements, except for the adoption of the following new and revised FRS issued by Malaysian Accounting Standards Board ("MASB") that are effective for the Group for the financial period beginning 1 January 2006:

- FRS 3 - Business Combinations
- FRS 5 - Non current asset held for sale and discontinued operations
- FRS 101 - Presentation of financial statements
- FRS 102 - Inventories
- FRS 108 - Accounting policies, change in estimates and errors
- FRS 110 - Events after the balance sheet date
- FRS 116 - Property, plant and equipment
- FRS 127 - Consolidated and separate financial statements
- FRS 132 - Financial instruments : Disclosure and presentation
- FRS 133 - Earnings Per Share
- FRS 136 - Impairment of assets
- FRS 138 - Intangible assets

The adoption of all FRS mentioned above does not have significant financial impact on the Group. The current period's presentation of the financial statements is based on the revised requirements of FRS101, with the comparatives restated to conform with the current period's presentation.

**A2. Audit report**

The audited financial statements for the Group and the Company for the financial year ended 31 December 2005 were not subject to any qualification.

**A3. Seasonal and cyclical factors**

The disposal food wares business ,being the main contributor to the Group for the current quarter and financial year to date is subject to factors affecting the disposal food wares industry. The performances of startup automotive parts manufacturing and automotive sales businesses are affected by the seasonality and cyclicity factors of the automotive industry, The other business segments are not affected by the seasonality or cyclical factors.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**A4. Unusual and extraordinary items**

Included in the operating expenses for the financial year to date are the following items:

	Current quarter / Financial Year ended 31/12/06 RM '000
i) Impairment loss in goodwill of wholly owned subsidiaries - Associated Kaolin Industries Sdn Bhd and Greatpac Sdn Bhd('GPSB')	31,000
ii) Impairment loss of certain assets in a wholly owned subsidiary, MGS Technology Sdn Bhd	2,678
iii) Accelerated depreciation of certain assets in GPSB	1,690
Total	<u>35,368</u>

There were no other unusual items affecting assets, liabilities, equity, net income or cash for the current quarter and financial period ended 31 December 2006.

**A5. Changes in estimates**

There were no changes in estimates of amounts reported in prior interim periods of the current financial year or prior financial year that have a material effect in the current interim period.

**A6. Issuance and repayment of debt and equity securities**

In the quarter under review, 331,100 ordinary shares of RM1 each of the Company were issued arising from the conversion of 331,100 RM1 nominal value Irredeemable Convertible Unsecured Loan Stocks ("ICULS").

Except for the above, there were no other issuances, cancellations, repurchases, resale and repayments of debt and equity securities in the fourth quarter ended 31 December 2006.

**A7. Dividends paid**

There was no dividend paid during the current quarter and financial year ended 31 December 2006.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**A8. Segmental reporting**

<i>Business segment</i>	12 months ended 31 December 2006	
	Revenue	Profit/(loss) before tax
	RM'000	RM'000
1 Manufacturing		
- Disposable food wares	73,659	(13,686)
- Medical compounds/devices	3,740	(3,858)
- Automotive parts	4,021	(6,064)
2 Mining of refined kaolin	18,220	1,050
3 Automotive sales and services	1,294	(636)
4 Investment holding	-	(112)
Unallocated corporate expenses	-	(70,047)
Consolidation adjustments		37,997
Total	<u>100,934</u>	<u>(55,356)</u>

No segmental information is provided on a geographical basis as the Group's activities are conducted wholly in Malaysia.

**A9. Valuation of property, plant and equipment**

The valuation of property, plant and equipment has been brought forward without any amendment from the audited financial statements for the year ended 31 December 2005.

**A10. Material events subsequent to the balance sheet date**

There were no other material events subsequent to the end of the quarter and financial year-to-date up to the date of this report

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

On 6 November 2006, Momentum Suria Sdn Bhd ('MSSB'), the 99.9% owned subsidiary of the Company acquired the 2 ordinary shares of RM1.00 each in Clear Marque Sdn Bhd for a total cash consideration of RM6,660.

On 19 December 2006, MSSB acquired the 2 ordinary shares of RM1.00 each in Clear Speed Sdn Bhd for a total cash consideration of RM6,720.

Save as disclosed, there were no changes in the composition of the Group during the current quarter.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**A12. Contingent liabilities**

Contingent liabilities of the Company include the following:-

	As at <u>28/2/07</u> RM'000	As at <u>31/12/05</u> RM'000
Corporate guarantees for credit facilities of subsidiaries	<u>46,374</u>	<u>11,089</u>

Except for the above, there were no significant changes in contingent liabilities since the last annual balance sheet as at 31 December 2005.

**A13. Capital commitments**

Capital commitments as at 31 December 2006 are as follows:

	RM '000
Property, plant and equipment - Approved and contracted for	<u>24,859</u>

**A14. Related party transactions**

There were no significant related party transactions entered into by the Group during the financial quarter under review.

**PART B: ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA****B1. Review of performance**

The Group registered a significantly higher pretax loss of RM44.9mil for the current quarter against a pretax loss of RM21.9million in the preceding year corresponding fourth quarter. A lower revenue of RM23.4 mil was registered for the current quarter vis-à-vis RM27.9 million in the corresponding period ended 31 December 2005.

For the cumulative year to date, the pretax loss registered at RM55.3 million compared to RM30.4 million in the preceding year. The significantly higher loss for the current quarter and year to date were largely attributable to higher impairment loss in goodwill for the kaolin mining and disposal foodwares businesses, accelerated depreciation and impairment of certain assets in wholly owned subsidiaries, namely Greatpac Sdn Bhd and MGS Technology Sdn Bhd respectively made in the current quarter. The startup automotive parts manufacturing division's results (which only December 2005 results were consolidated in the preceding year) and the addition of the automotive sales division at end of May 2006 also contributed to the higher loss. The higher other income for the cumulative year to date, mainly comprised a fire insurance claims receivable of RM0.5 million for the medical compounds segment

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

The Group's performance, mainly driven by the disposable foodwares manufacturing business, was adversely affected by the difficult business environment resulting from the prevailing high prices of petrochemical resin materials, hikes in energy and fuel costs, higher interest rate and intense competition. Nevertheless, the mining of refined kaolin business managed to achieve a higher turnover vis-a-vis the preceding year in tandem with the bullish market sentiment. However, its profit margin was marginally depressed by higher operating costs arising from escalating energy and fuel costs. Meanwhile, the general slowdown in automotive industry and weak market sentiment in domestic car sales have affected the automotive parts manufacturing startups and the newly acquired automotive sales and service businesses.

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

The Group recorded a lower revenue of RM23.4 million for the current quarter over the last preceding quarter's revenue of RM25.6 million, while registering higher pretax loss of RM44.9 million in the current quarter as compared to pretax loss of RM7.1 million in the preceding quarter.

The significantly higher loss for the current quarter and year to date were largely attributable to higher impairment loss in goodwill for the kaolin mining and disposal foodwares businesses, accelerated depreciation and impairment of certain assets in wholly owned subsidiaries, namely Greatpac Sdn Bhd and MGS Technology Sdn Bhd respectively made in the current quarter

The significant decline in operating income for the group was largely attributable to the unfavourable business conditions that prevailed due to the hikes in petrochemical resin materials, fuel costs and interest rate, which reduced profitability of the disposal foodwares business. In order to mitigate costs increase (as the anticipated drop in material costs has yet to materialise), Greatpac Sdn Bhd has successfully lead the increase in selling prices for the domestic disposal foodwares market in the current quarter notwithstanding intense competition.

The automotive sales and services division and automotive parts manufacturing division generate marginally higher turnover in the current quarter vis-à-vis the preceding quarter. The automotive parts manufacturing business has also made good inroads into the replacement market. However, these start up businesses have yet to achieve breakeven sales to cover for its higher operating expenses, as a result of the prevailing lackluster market conditions for the automotive industry, which were affected directly and indirectly by the weak used car market and rising interest rates.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**B3. Current year prospects**

Whilst the business conditions continue to be complex and challenging, the Group will maintain strong focus on managing operating cost, optimizing sales and improving operating efficiency to enhance competitive position. With the moving into a new plant and additions of machineries, the disposal food wares business is expected to increase its export market reach and expand into new range of products. The automotive industry is anticipated to be recovering as used cars market is gradually strengthening. The prudent accounting treatment by Directors and initiatives undertaken to date is to reflect fair values of its balance sheet and to set the Group in a stronger footing to move forward and benefit from opportunities that can contribute to its recovery and growth.

**B4. Variance of actual and forecast profit**

This is not applicable as there is no profit forecast or guarantee issued.

**B5. Income tax expense**

	Individual Quarter		Cumulative Quarter	
	Current year quarter ended 31/12/06  RM`000	Preceding year quarter ended 31/12/05  RM`000	Current year to date 31/12/06  RM`000	Preceding year corresponding period 31/12/05  RM`000
Current tax :				
Malaysian Tax	7	(48)	30	46
Overprovision		-	-	-
Deferred tax	(5,439)	(123)	(5,439)	159
	<u>(5,432)</u>	<u>171</u>	<u>(5,409)</u>	<u>205</u>

The effective tax rate is lower than the statutory tax rate due to the availability of capital and reinvestment allowances.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**B6. Profits/(losses) on sales of unquoted investments and/or properties**

There were no sales or purchases of unquoted investment and/or property during the current quarter and financial period ended 31 December 2006.

**B7. Quoted and marketable investments**

On 8 November 2006, Associated Kaolin Industries Sdn Bhd, the wholly owned subsidiary of the Company completed its progressive disposal of 564,200 ordinary shares and 32,000 units of warrants in Gunung Capital Berhad, realizing a total gain of RM89,849.

There were no other sales or purchases of quoted and marketable investments during the current quarter and financial period ended 31 December 2006.

**B8. Status of corporate proposals**

**Special Bumiputera Issue (“SBI”) of 25,000,000 of the Company to Bumiputera Investors:-**

Pursuant to the corporate restructuring exercise undertaken by the Company/Associated Kaolin Industries Berhad (“AKI”), the Company will undertake the SBI of up to 25,000,000 new GHB shares to Bumiputera investors at an issue price of RM1.00 per ordinary share. The Company will implement the SBI as and when the Company manages to secure Bumiputera investors.

On 12 December 2003, the Company had issued 6,000,000 ordinary shares to eligible Bumiputera investors pursuant to the SBI at an issue price of RM1.00 each fully paid up and the proceed was used for part settlement of the debts owing to the Scheme Creditors of AKI.

As as todate of this report, the Company has yet to implement the remaining 19,000,000 ordinary shares of RM1.00 each under the proposed SBI.

The Securities Commission via its letter dated 1 June 2006 has approved the Company’s application for an extension of time up to 7 May 2007 to complete the implementation of the remaining 19,000,000 new ordinary shares of the Company to Bumiputera investors.

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**B9. Group borrowings**

The Group's borrowings as at 31 December 2006 are as follows:

	RM'000
Short -term borrowings:-	
Unsecured	3,450
Secured (a)	16,724
	<u>20,304</u>
Long term borrowings :	
Secured	20,566
ICULS (liability component)	47
Total Borrowings	<u>40,917</u>
<u>Other Borrowings</u>	
Other payables (b)	2,918
Amount due to substantial shareholder (c)	10,285
Total group's borrowings	<u>54,120</u>

(a) Security for RM3.35 million borrowings included pledge of RM3.35 million fixed deposits from a substantial shareholder of the Company, Wawasan TKH Sdn Bhd.

(b) This is in respect of an amount owing to former shareholders of a subsidiary company. The amount is unsecured, interest free and is classified under current liabilities.

(c) The advances from Wawasan TKH Sdn Bhd are interest free and repayable on demand.

(d) Included in the short term borrowings are bank overdrafts outstanding at RM6,124,000

**B10. Off balance sheet financial instrument**

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

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

## B11. Changes in material litigation

- (a) Greatpac Sdn Bhd (“GPSB”), a wholly owned subsidiary of the Company, filed a writ of summons dated 20 February 2006 in the High Court of Singapore against New Modern Metal and Plastics Pte Ltd (“NMMP”) to recover the sum of S\$700,902.24 owing by NMMP to GPSB for the sales of goods, together with interest on the overdue accounts, costs and such other relief. Subsequently, NMMP filed a defence and counterclaim dated 13 March 2006 against GPSB in the High Court for amongst others, infringement of trademarks, losses, damages, costs and such other relief. GPSB filed a reply and defence to counterclaim dated 27 March 2006 against NMMP. In addition, GPSB has made a further claim for a declaration that NMMP’s trade mark registrations are invalid and/or an order for rectification of the relevant trademark registrations in GPSB’s favour.

The next pre-trial conference is scheduled to take place on 12 March 2007. Further, the deadline for GPSB and New Modern to exchange their affidavits of evidence-in-chief is 2 April 2007.

- (b) On 12 April 2006, GPSB had been served with a writ of summons for tenancy disputes by the following parties:-
- (i) Yong Lip Ngoh, former director of the Company
  - (ii) Jasa Ringgit Holdings Sdn Bhd
  - (iii) Focus Matrix Sdn Bhd
  - (iv) Starguard Resources Sdn Bhd

claiming for GPSB to vacate and deliver vacant possession of the premises located at Lot 2222 to 2225, Jalan Hospital, Sungai Buloh Industrial Area, 47000 Sungai Buloh, Selangor Darul Ehsan, together with damages and costs occupied by GPSB for its current business operations in the Sungai Buloh plant.

GPSB had on 27 December 2006 filed a Notice of Appeal to the Judge in Chambers in respect of GPSB’s Striking Out Application. The appeal to the Judge in Chambers to strike out the suit is fixed for hearing on 27 June 2007.

Saved as disclosed above, the Company is not aware of any proceedings against the Company or its subsidiaries that is pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and/or adversely affect the position or business of the Company or any of its subsidiaries as at 27 February 2007

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Notes to the interim financial report for the fourth quarter ended 31 December 2006

The figures have not been audited

**B12. Dividend**

No dividend was proposed or declared during the current quarter and the financial period ended 31 December 2006.

**B13. Loss per share**

The basic loss per share for the financial period has been calculated based on the consolidated profit after tax and minority interest divided by the weighted average number of ordinary shares outstanding during the period.

	3 months ended 31/12/06	Year-to- date ended 31/12/06
Net loss attributed to shareholders (RM'000)	(39,436)	(49,917)
Weighted average number of shares (‘000)	142,695	142,678
Basic loss per share (sen)	27.64	34.99