



METECH GROUP BERHAD (Company No. 219350-H)
(Formerly known as Sin Kean Boon Group Berhad)
(Incorporated in Malaysia)
AND ITS SUBSIDIARIES

CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2006

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTERS	
	CURRENT YEAR QUARTER 3/31/2006 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 3/31/2005 RM'000	CURRENT YEAR TODATE 3/31/2006 RM'000	PRECEDING YEAR TODATE 3/31/2005 RM'000
Revenue	43,065	35,169	43,065	35,169
Profit from operations	3,679	1,276	3,679	1,276
Financing costs	(243)	(461)	(243)	(461)
Share of profit after tax of associates	137	220	137	220
Profit before taxation	3,573	1,035	3,573	1,035
Tax expense	(424)	(236)	(424)	(236)
Profit for the period	3,149	799	3,149	799
Attributable to:				
Shareholders of the Company	1,735	714	1,735	714
Minority interests	1,414	85	1,414	85
Profit for the period	3,149	799	3,149	799
Earnings per share (sen)	4.28	1.76	4.28	1.76

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



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CONDENSED CONSOLIDATED BALANCE SHEET AT 31 MARCH 2006

	(Unaudited) As at 31/3/2006 RM'000	(Audited) As at 31/12/2005 RM'000
Assets		
Property, plant and equipment	30,343	30,746
Interest in leasehold land held for own use under an operating lease	3,567	3,588
Interest in associates	3,845	3,708
Other investments	108	108
Total non-current assets	<u>37,863</u>	<u>38,150</u>
Inventories	51,128	46,679
Trade and other receivables	47,322	43,175
Tax refundable	290	322
Short term deposits with licensed banks	3,450	4,000
Cash and bank balances	5,101	6,050
Total current assets	<u>107,291</u>	<u>100,226</u>
Total assets	<u><u>145,154</u></u>	<u><u>138,376</u></u>
Equity		
Share capital	40,500	40,500
Reserves	8,624	4,715
Negative goodwill	-	2,174
Total equity attributable to shareholders of the Company	<u>49,124</u>	<u>47,389</u>
Minority interests	28,206	27,086
Total equity	<u>77,330</u>	<u>74,475</u>
Liabilities		
Interest-bearing borrowings	347	933
Deferred tax liabilities	1,315	1,315
Total non-current liabilities	<u>1,662</u>	<u>2,248</u>
Trade and other payables	17,232	11,514
Bank loans and overdraft	48,308	49,739
Current taxation	622	400
Total current liabilities	<u>66,162</u>	<u>61,653</u>
Total liabilities	<u>67,824</u>	<u>63,901</u>
Total equity and liabilities	<u><u>145,154</u></u>	<u><u>138,376</u></u>
Net Assets per share (RM)	1.21	1.17

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



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**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE PERIOD ENDED 31 MARCH 2006**

	Share Capital RM'000	Distributable Retained Profits RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
At 1 January 2006	40,500	4,715	45,215	27,086	72,301
Recognition of negative goodwill	-	2,174	2,174	-	2,174
Acquisitions of share from minority shareholders	-	-	-	(294)	(294)
Net profit for the period	-	1,735	1,735	1,414	3,149
At 31 March 2006	<u>40,500</u>	<u>8,624</u>	<u>49,124</u>	<u>28,206</u>	<u>77,330</u>
At 1 January 2005	40,500	1,679	42,179	25,692	67,871
Net profit for the period	-	714	714	85	799
At 31 March 2005	<u>40,500</u>	<u>2,393</u>	<u>42,893</u>	<u>25,777</u>	<u>68,670</u>

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



METECH GROUP BERHAD (Company No. 219350-H)
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CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD ENDED 31 MARCH 2006

	RM'000	3/31/2005 RM'000
Profit before taxation	3,573	1,035
Adjustments for		
Non-cash items	1,527	440
Non-operating items	(172)	(129)
Operating profit before changes in working capital	4,928	1,346
Changes in working capital		
Net changes in current assets	(8,276)	(9,952)
Net changes in current liabilities	5,718	458
Tax paid	(491)	(236)
Net cash inflow/(outflow) from operating activities	1,879	(8,384)
Cash flows from investing activities		
- Other investments	(1,066)	(365)
Net cash outflow from investing activities	(1,066)	(365)
Cash flows from financing activities		
- Borrowings	(2,076)	3,650
- Proceed to minority shareholders	(294)	-
Net cash (outflow)/inflow from financing activities	(2,370)	3,650
Net decrease in cash and cash equivalents	(1,557)	(5,099)
Cash and cash equivalents at 1 January	9,431	12,565
Cash and cash equivalents at 31 March	7,874	7,466

Note :

Cash and cash equivalents

Cash and cash equivalents included in the condensed consolidated cash flow statement comprise the following :

Short term deposits with licensed banks	3,450	2,000
Cash and bank balances	5,101	5,726
Bank overdraft	(677)	(260)
	7,874	7,466

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements

METECH GROUP BERHAD
(Formerly known as Sin Kean Boon Group Berhad)
(Company No. 219350 - H)
(Incorporated in Malaysia)
Notes to the interim financial report

1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134, Interim Financial Reporting and the additional disclosure requirements as in Part A of Appendix 9B of the Revised Listing Requirements.

The interim financial report should be read in conjunction with the most recent annual audited financial statements of the Group for the year ended 31 December 2005.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those accounting policies in the financial statements for the year ended 31 December 2005, except for the accounting policy changes that are expected to be reflected in the 2006 annual financial statements. Details of these changes in accounting policies are set out in Note 2.

2. Changes in accounting policies

The Malaysian Accounting Standards Board (“MASB”) has issued a number of new and revised Financial Reporting Standards (FRSs, which term collectively includes the MASB’s Issues Committee’s Interpretations) that are effective for accounting periods beginning on or after 1 January 2006.

In 2006, the MASB issued another two revised FRSs which are effective for annual periods beginning on or after 1 October 2006.

The board of directors has determined the accounting policies to be adopted in the preparation of the Group’s annual financial statements for the year ending 31 December 2006 including early adopting the two FRSs issued by the MASB in 2006, on the basis of FRSs currently in issue.

The following sets out further information on the changes in accounting policies for the annual accounting period beginning on 1 January 2006 which have been reflected in this interim financial report.

(a) Impact on the results

There was no significant impact to the net profit for the 3 months period ended 31 March 2006 as a result of the adoption of the new and revised FRSs.

(b) Leasehold land held for own use

With the adoption of FRS 117 as from 1 January 2006, the leasehold interest in land held for own use is accounted for as being held under an operating lease and the prepaid lease payments are amortised on a straight line basis over the remaining lease term of the land.

(c) Negative Goodwill

Negative goodwill represents the excess of the fair values of the net identifiable assets acquired over the cost of acquisition and is not amortised previously.

With effect from 1 January 2006, in accordance with FRS 3, Business combination, the negative goodwill is recognized immediately in the income statement as it arises. In accordance with the transitional provisions of FRS 3, the negative goodwill as at 1 January 2006 of RM2.174 million was derecognized with a corresponding increase in retained earnings.

3. Auditors' qualification

The auditors have expressed an unqualified opinion on the Company's statutory financial statements for the year ended 31 December 2005 in their report dated 31 March 2006.

4. Seasonal or cyclical factors

The business of the Group was not affected by any significant seasonal or cyclical factors in the current quarter and current financial year to date.

5. Exceptional and extraordinary items

There were no material exceptional and extraordinary items for the period under review.

6. Change in estimates

There was no material changes in the estimates used for the preparation of this interim financial report.

7. Change in debt and equity securities

There were no issuance, cancellations, repurchase, resale and repayments of debt and equity securities for the current financial year-to-date.

8. Dividends paid

No dividend was paid for the current quarter ended 31 March 2006.

9. Segment revenue and results

No segment information by business activities has been prepared as the Group's activities involved is primarily in one sector of operations only.

10. Revaluation of property, plant and equipment

The property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

There were no material write-down in property, plant and equipment during the quarter under review.

11. Material post balance sheet events

There were no material post balance sheet events subsequent to the period under review.

12. Changes in Group's composition

There were no changes in the composition of the Group for the current quarter and financial year-to-date, other than on 23 March 2006, the Company acquired the remaining 294,000 ordinary shares of RM1/= each representing 49% of the total issued and paid up share capital of Metech Industries Sdn Bhd ("MISB") (Formerly known as Mecglow Industries Sdn Bhd). Upon the completion of acquisition, MISB became a wholly-owned subsidiary of the Company. Subsequently, the Company further subscribed for another 2,400,000 ordinary shares of RM1/= each in MISB on 29 March 2006.

13. Changes in contingent liabilities and assets

There were no changes in contingent liabilities and assets during the period under review.

14. Review of performance of the current quarter and current financial year to date

The Group recorded a net profit of RM3.149 million for the current quarter and current year to date as compared to the net profit of RM0.799 million in the preceding year corresponding quarter and year to date ended 31 March 2005. The higher net profit for the current quarter was mainly due to the higher turnover and improved performance in terms of profitability for one of the main subsidiary.

15. Variation of results against preceding quarter

The Group recorded a slight drop of 0.03% or RM0.015 million in revenue, RM43.065 million for the current quarter as compared to RM43.080 million in the preceding quarter ended 31 December 2005.

Despite the slight drop in revenue, the net profit increased to RM3.149 million for the current quarter from RM2.900 million in the preceding quarter and it was mainly due to the improved profit margin and to keep the administration and operational cost down.

16. Current year prospects

With the prices of the crude petroleum and the major metal commodities reaching to an almost record high and coupled with the strengthening of the Malaysian Ringgit against the US Dollars, the Group will definitely face the inflationary pressure from the rising costs of raw materials and the unfavourable forex rates for its exports. But, the Group will treat it as a challenge and will continue to take immediate positive steps to mitigate the economic impact to further improve its performance and also to continue to explore for new products, new markets and new opportunities that will contribute positively to the Group's overall performance.

17. Variance of profit forecast

Not applicable as no profit forecast was published.

18. Tax expense

	Individual Quarter		Cumulative Quarters	
	Current Year Quarter 31 March 2006 RM'000	Preceding Year Corresponding Quarter 31 March 2005 RM'000	Current Year To date 31 March 2006 RM'000	Preceding Year To date 31 March 2005 RM'000
Current taxation				
- Based on results for the period	457	236	457	236
-Prior year	(33)	-	(33)	-
	<hr/> 424	<hr/> 236	<hr/> 424	<hr/> 236
Deferred taxation				
- Based on results for the period	-	-	-	-
- Prior period	-	-	-	-
	<hr/> -	<hr/> -	<hr/> -	<hr/> -
	<hr/> 424	<hr/> 236	<hr/> 424	<hr/> 236

The disproportionate tax charge is due to the availability of tax incentives to certain subsidiary companies.

19. Profit/(Loss) on sale of unquoted investments and/or properties for current quarter and financial year-to-date

There were no profits on sale of unquoted investments and properties as there were no disposals of investments and properties during the period under review.

20. Purchase or disposal of quoted securities

There were no material purchases or disposals of quoted shares for the period under review.

Investments in quoted securities as at 31 March 2006.

	Cost RM'000	Book value RM'000	Market Value RM'000
Total quoted investment	<hr/> 1,898	<hr/> 108	<hr/> 97

21. Status of corporate proposals

There were no corporate proposals in the current quarter and current financial year to date.

22. Group borrowings and debts securities

	31 March 2006 RM'000
Current	
Unsecured	<u>48,308</u>
Non-current	
Unsecured	<u>347</u>

The above borrowings are denominated in Ringgit Malaysia.

23. Off balance sheet financial instruments

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

24. Changes in material litigation

(a) Penang High Court (No.2) Civil No:22-205-2002

On 17 April 2002, SKB Metal Sdn Bhd (“SMSB”) (a non-related company to Metech Group Berhad (“Metech Group”)) (Formerly known as Sin Kean Boon Group Berhad) commenced legal proceedings vide High Court (No. 2) Civil Suit No. 22-205-2002 against Metech Group claiming for losses of RM12,590,923 and damages for breach of contract plus interest at 8% per annum and legal costs.

This claim is in respect of two Sale and Purchase Agreements for SMSB to sell and for Metech Group to purchase the entire share capital of Asas Cergas Sdn Bhd (“ACSB”) (a wholly-owned subsidiary of SMSB). ACSB is the registered owner of Lot Nos. 466 & 472, Jalan Perusahaan Baru Satu, Prai [see section (b) below]. SMSB has terminated the Sale and Purchase Agreements. Metech Group accepted the termination and demanded for a refund of RM1.2 million being the deposit paid by Metech Group to SMSB under the Agreements. Metech Group has counterclaimed for this RM1.2 million in its Counterclaim.

On 5 June 2002, Metech Group filed the Defence and Counterclaim. SMSB sought for further and better particulars of Metech Group’s Defence and Counterclaim. Upon hearing the application, the Senior Assistant Registrar on 10 September 2002 dismissed the said application with costs. An appeal to the Judge in Chambers was filed. The said appeal was allowed with costs in the cause. Metech Group then filed and served the Further and Better Particulars as required on 13 October 2003.

Subsequently on 15 April 2005, SMSB filed a Notice of Intention to Proceed with suit after a lapse of 1 year and subsequently, filed an application to amend the Statement of Claim. Statement of Claim was amended to claim:-

- (i) Loss and damages of RM13,340,136.88;
- (ii) General Damages;
- (iii) Interest at the rate of 8% p.a. on the sum of RM5,341,405.65 from 1 April 2002 to date of full settlement;

- (iv) Interest at the rate of 8% p.a. on the sum of RM8,277,360.00 from 1 April 2002 to date of full settlement;
- (v) Interest;
- (vi) Costs; and
- (vii) Such further reliefs as this Honorable Court deems fit.

Metech Group filed an Amended Defence and maintained the Counterclaim filed earlier.

The hearing for the application for change of name has been fixed on 5 September 2006.

Based on the advice of the solicitors, Messrs Sitham & Associates, Metech Group is of the opinion that the final outcome of the above suit would be favourable to the Company.

(b) Penang High Court (No.2) Civil No:22-104-2002

On 5 March 2002, ACSB and SMSB commenced legal proceedings against, Sin Kean Boon Metal Industries Sdn Bhd (“SKBMI”) vide Penang High Court Civil Suit No. 22-104-2002 claiming vacant possession and double rental in respect of the tenancy of Lot Nos 466 & 472, Jalan Perusahaan Baru Satu, Prai Industrial Estate 3, 13600 Prai, Penang. On 10th October 2002, SKBMI has filed Defence and Counterclaim, claiming amongst other things, alternatively, that they are entitled to compensation of approximately RM10.0 million being the investment cost and also all consequential damages flowing from the breach by ACSB and SMSB.

On 17 May 2002, SKBMI and its parent company Metech Group obtained an injunction restraining ACSB and SMSB from proceeding with or executing any Writ of Distress on SKBMI. ACSB and SMSB have lodged appeals in the Court of Appeal against the Injunction Order. Subsequently, the appeal against the injunction has been withdrawn. The injunction obtained by SKBMI and Metech Group is maintained.

On 13 March 2003, ACSB and SMSB discontinued their claim in Civil Suit No. 22-104-2002 and the Court has ordered them to pay costs to SKBMI. SKBMI had filed taxation proceedings to recover costs and the order for taxation was allowed on 27 June 2005. ACSB and SMSB filed an appeal and the appeal was fixed for hearing on 28 March 2006. SKBMI has been advised by its solicitors that an objection will be taken up against the appeal as it is procedurally wrong in law and is premature. Further SMSB has also filed a stay of taxation pending the outcome of the suit. The court dismissed the stay and SMSB appealed against the dismissal. The appeal was fixed for hearing on 28th March 2006 and has been subsequently adjourned to 18th April 2006 to enable the plaintiff to withdraw both the appeals. The Counterclaim of SKBMI and Metech Group against ACSB and SMSB is maintained.

The SKBMI’s Counterclaim is now pending case management on 21 February 2006 and not fixed for trial yet. On 21 February 2006, the matter was taken off and a new date is still pending from the court. Further, this Counterclaim has been consolidated with SMSB’s claim in Suit No. 22-267-2003 and therefore will be heard together when it comes up for hearing. Meanwhile, SKBMI has been paying the monthly rental of RM46,300 per month without fail to a stakeholder’s account in the joint names of solicitors for both parties pending adjudication of this matter.

On 28 March 2006, the Plaintiffs’ Solicitors informed that they may withdraw both the appeals which were filed vide Enclosures 66 and 67 ie the appeal against the Deputy Registrar’s order granting taxation and order dismissing stay of taxation as the Plaintiff

should file a Review against the order of taxation before proceeding with the appeal. The matter is now adjourned to 18 April 2006 for hearing of the same.

On 18 April 2006, the Plaintiffs' solicitors informed the Court that the Plaintiffs do not wish to withdraw both the appeals and intend to proceed with the same. Parties are to put in Written Submission for both enclosures 66 and 67, (i.e. the appeal against the award of costs and appeal against the dismissal of the stay of bill of costs respectively). No date was given for filing of the Written Submission and this matter is fixed on 31 October 2006 for decision/clarification.

SKBMI and Metech Group have been advised by their solicitors, Messrs Sitham & Associates, that they have a reasonably strong defence and counterclaim, and that it would probably take one to two years for the trial of this civil suit and for the Court to adjudicate on this matter.

SKBMI and Metech Group have counterclaimed for amongst other things, an order that any rental found due and payable from SKBMI to ACSB and SMSB if any, be set off from the RM1.2 million already paid by Metech Group to SMSB under sale and purchase agreements for Metech Group to acquire the shares in ACSB (see (a) above).

(c) Penang High Court (No. 2) Civil Suit No. 22-267-2003

By letter dated 21 March 2003, SMSB demanded for rent of RM972,000 and interest of RM74,078 for the period of July 2001 to March 2003 inclusive. By letter dated 25th March 2003, SKBMI replied that as previously agreed, rental from July 2001 to March 2003 has been held in stakeholder's account pending the adjudication of the tenancy dispute, which is still awaiting trial by virtue of the Counterclaim in Suit No. 22-104-2002. Therefore, the rental cannot be released to SMSB.

On 31 March 2003, SMSB issued a notice to determine the tenancy on 2 May 2003. By letter dated 3 April 2003, SKBMI reiterated its stand that all rent has been paid up to date to the stakeholder's account. Furthermore, in the Counterclaim in Suit No. 22-104-2002, the High Court will be deciding if SKBMI has acquired a tenancy coupled with an equity. Therefore, SMSB is not entitled to determine the tenancy on 2 May 2003 and their notice of termination of tenancy is null and void. By letter dated 10 April 2003, SMSB denied the assertions in letter dated 3 April 2003 and maintained their stand. SKBMI reiterated its stand vide letter of 2 May 2003 and that it had not breached any covenant and that SMSB is not entitled to determine the tenancy.

On 20 May 2003, SKBMI was served with a Writ of Summons, at the Penang High Court Civil Suit No. 22-267-2003. By the said Writ, SMSB has claimed against SKBMI for vacant possession, arrears of rent, interest and double rental in respect of the tenancy of Lot Nos. 466 & 472, Jalan Perusahaan Baru Satu, Prai Industrial Estate 3, 13600 Prai, Penang. On 10 June 2003, SKBMI has filed Defence stating that all monthly rental from July 2001 to date has been paid to SKBMI's solicitors as stakeholders as previously agreed pending the tenancy dispute of the premises, which is still pending trial by virtue of the Counterclaim in Suit No. 22-104-2002 [see section (b) above].

SMSB filed for summary judgment which was strongly opposed by SKBMI. Simultaneously, SKBMI also filed application to consolidate Suit No. 22-267-2003 and 22-104-2002 to be heard together. Both the applications were allowed by the Court on 27 July 2004.

A stay of execution was obtained against SMSB on 10 August 2004. Both parties appealed. On appeal on 7 September 2004, the Summary Judgment order obtained by SMSB against SKBMI was reversed and the Court ordered that all rentals paid so far and all future rentals be paid into a trust account. Subsequently, SMSB's appeal against the order of consolidation was dismissed on 8 November 2004. Thus, this suit is now ordered to be heard together with SKBMI's Defence and Counterclaim in Suit No. 22-104-2002 and the same was pending case management in preparation for trial. The suit was subsequently consolidated with the Defence and Counterclaim in Suit No. 22-104-2002.

Meanwhile, pending all this, SMSB had on 12 January 2005 filed an application under Order 14A RHC, for an order for determination of the case on a point of law without a full trial. This was fixed for hearing on 7 February 2006. The hearing however has been adjourned to 22 August 2006 by the Court.

Based on the advice of the solicitors, Messrs Sitham & Associates, SKBMI is of the opinion that they have a reasonably strong defence.

24. Proposed dividend

No dividend is proposed for the quarter ended 31 March 2006.

25. Earnings per share

The calculation of basic earnings per share for the current quarter and current year to date are based on the net profit attributable to ordinary shareholders of RM1.735 million and on the number of ordinary shares outstanding of 40,500,000.

26. Capital commitments

	31 March 2006 RM'000
Property	
Contracted but not provided for in the financial statements	<u>2,417</u>

27. Related party transactions

There were no non-recurrent related party transactions during the period under review.

BY ORDER OF THE BOARD

Lam Voon Kean
Company Secretary
Dated this 22 May 2006