

Form Version V3.0

#### Financial Results

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**Submitting Investment** 

Bank/Advisor

(if applicable)

**Submitting Secretarial Firm** 

(if applicable)

Company name \* AMTEL HOLDINGS BERHAD

Stock name \* AMTEL
Stock code \* 7031

Contact person \* CHIA MOH MUI

Designation \* GROUP SECRETARY

#### Part A1: QUARTERLY REPORT

Financial Year End \* 30/11/2009

Quarter \* ○ 1 Qtr ○ 2 Qtr ● 3 Qtr ○ 4 Qtr ○ Other

Quarterly report for the 31/08/2009

financial period ended \*

The figures \* ○ have been audited ● have not been audited

#### Please attach the full Quarterly Report here:



#### Remarks:

## Currency Malaysian Ringgit (MYR) Part A2 : SUMMARY OF KEY FINANCIAL INFORMATION

## Summary of Key Financial Information for the financial period ended \* 31/08/2009

	INDIVIDUAL	. QUARTER	CUMULATIVE QUARTER		
	CURRENT YEAR PRECEDING YEAR CORRESPONDING QUARTER		CURRENT YEAR TO DATE *	PRECEDING YEAR CORRESPONDING PERIOD	
	31/08/2009 [dd/mm/yyyy] \$\$'000	31/08/2008 [dd/mm/yyyy] \$\$'000	31/08/2009 [dd/mm/yyyy] \$\$'000	31/08/2008 [dd/mm/yyyy] \$\$'000	
1 Revenue	19,606	12,089	38,594	32,406	

2	Profit/(loss) before tax	1,638	53	2,189	23
3	Profit/(loss) for the period	1,587	32	1,943	-100
4	Profit/(loss) attributable to ordinary equity holders of the parent	1,549	-117	1,920	-207
5	Basic earnings/(loss ) per share (Subunit)	3.14	-0.24	3.90	-0.42
6	Proposed/Dec lared dividend per share (Subunit)	0.00	0.00	0.00	0.00

		AS AT END OF CURRENT QUARTER*	AS AT PRECEDING FINANCIAL YEAR END
7	Net assets	0.6636	0.6246
	per share		
	attributable to		
	ordinary		
	equity holders		
	of the parent		
	(\$\$)		

#### Remarks:

<u>Definition of Subunit:</u>
n a currency system, there is usually a main unit (base) and subunit that is a fraction amount of the main unit. Example for the subunit as follows:

Country	Base Unit	Subunit
Malaysia	Ringgit	Sen
United States	Dollar	Cent
United Kingdom	Pound	Pence

#### **Part A3: ADDITIONAL INFORMATION**

		INDIVIDUAL	. QUARTER	CUMULATIVE QUARTER			
		CURRENT YEAR QUARTER*			PRECEDING YEAR CORRESPONDING PERIOD		
		31/08/2009 [dd/mm/yyyy]	31/00/2000		31/08/2008 [dd/mm/yyyy]		
		\$\$'000	\$\$'000	\$\$'000	\$\$'000		
1	Gross interest income	23	26	92	88		
2	Gross interest expense	194	178	348	489		

#### Remarks:

#### **Other Currency**

### Part A2 : SUMMARY OF KEY FINANCIAL INFORMATION

Summary of Key Financial Information for the financial period ended

#### \* 31/08/2009

31/08/2009						
	INDIVIDUAL	QUARTER	CUMULATIV	E QUARTER		
	CURRENT YEAR	PRECEDING YEAR	<b>CURRENT YEAR TO</b>	PRECEDING YEAR		
	QUARTER *	CORRESPONDING QUARTER	DATE *	CORRESPONDING PERIOD		
	[dd/mm/yyyy]	[dd/mm/yyyy]	[dd/mm/yyyy]	[dd/mm/yyyy]		
	\$\$'000	\$\$'000	\$\$'000	\$\$'000		
1 Revenue						
2 Profit/(loss) before tax						
3 Profit/(loss) for the period						
4 Profit/(loss) attributable to ordinary equity holders of the parent						
5 Basic earnings/(los s) per share (Subunit)						
6 Proposed/De clared dividend per share (Subunit)						
	AS AT END OF CU	RRENT QUARTER*	AS AT PRECEDING F	INANCIAL YEAR END		
7 Net assets per share attributable to ordinary equity holders of the parent (\$\$)						

#### Remarks:

<u>Definition of Subunit:</u>
n a currency system, there is usually a main unit (base) and subunit that is a fraction amount of the main unit. Example for the subunit as follows:

Country	Base Unit	Subunit
Malaysia	Ringgit	Sen
United States	Dollar	Cent
United Kingdom	Pound	Pence

#### **Part A3: ADDITIONAL INFORMATION**

	INDIVIDUAL	_ QUARTER	CUMULATIVE QUARTER					
	CURRENT YEAR QUARTER*	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE*	PRECEDING YEAR CORRESPONDING PERIOD				
	[dd/mm/yyyy] [dd/mm/yyyy]		[dd/mm/yyyy]	[dd/mm/yyyy]				
	\$\$'000 \$\$'000		\$\$'000	\$\$'000				
1 Gross interest income								

2 Gross interest expense		
Remarks :		

Note: The above information is for the Exchange internal use only  $\ . \ \,$ 

### AMTEL HOLDINGS BERHAD (409449-A)

#### INTERIM FINANCIAL REPORT FOR THE THIRD QUARTER ENDED 31 AUGUST 2009

#### CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 AUGUST 2009 (The figures have not been audited)

	INDIVIDU	AL QUARTER	CUMULATI	VE QUARTER
	CURRENT YEAR QUARTER 31-8-2009	PRECEDING YEAR CORRESPONDING QUARTER 31-8-2008	CURRENT YEAR TO DATE 31-8-2009	PRECEDING YEAR CORRESPONDING PERIOD 31-8-2008
	RM'000	RM'000	RM'000	RM'000
Revenue	19,606	12,089	38,594	32,406
Operating Expenses	(17,859)	(11,543)	(36,766)	(31,598)
Other Operating Income	55	250	632	746
Profit from Operations	1,802	796	2,460	1,554
Finance Costs	(194)	(178)	(348)	(489)
Share of Associated Companies' Results	30	(565)	77	(1,042)
Profit Before Taxation	1,638	53	2,189	23
Taxation	(51)	(21)	(246)	(123)
Profit/(Loss) for the Period	1,587	32	1,943	(100)
Attributable to:-				
Equity Holders of the Company	1,549	(117)	1,920	(207)
Minority Interests	38	149	23	107
Profit/(Loss) for the Period	1,587	32	1,943	(100)
Earnings Per Share Attributable to				
Equity Holders of the Company :-				
Basic (sen)	3.14	-0.24	3.90	-0.42
Fully Diluted (sen)	N/A	N/A	N/A	N/A

The Condensed Consolidated Income Statements should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2008 and the accompanying explanatory notes attached to the interim financial statements.

(409449-A)

### CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 AUGUST 2009 (The figures have not been audited)

	UNAUDITED AS AT CURRENT FINANCIAL PERIOD END 31/8/2009	AUDITED AS AT PRECEDING FINANCIAL YEAR END 30/11/2008
	RM'000	RM'000
ASSETS		
Non-Current Assets	2.047	2.020
Property, Plant and Equipment Investment Properties	2,947 13,514	3,629 13,514
Prepaid Land Lease Payments	31	965
Investments in Associates	1,289	4,489
Intangible Assets	554	697
Other Investments	3,985	2,478
Deferred Tax Assets	854	854
	23,174	26,626
Current Assets		
Inventories	3,874	4,227
Trade & Other Receivables	24,360	8,786
Short Term Investments Cash and Bank Balances	368 4,430	220 5,437
Cash and Dank Dalances	33,032	18,670
Non-current assets held for sale	2,156	2,156
TOTAL ASSETS	58,362	47,452
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of the Pa Share Capital	arent 49,277	49,277
Reserves	(16,578)	(18,498)
	32,699	30,779
Minority Interests	623	740
Total Equity	33,322	31,519
Non-Current Liabilities Term Loans	900	1,416
Hire Purchase Creditors	905	250
Deferred Tax Liabilities	14	12
	1,819	1,678
Current Liabilities		
Trade & Other Payables	13,533	8,527
Short Term Borrowings Provision for Taxation	9,164 295	5,394 191
Hire Purchase Creditors	229	143
	23,221	14,255
Total Liabilities	25,040	15,933
TOTAL EQUITY AND LIABILITIES	58,362	47,452
Net assets per share attributable to ordinary		
equity holders of the parent (RM)	0.6636	0.6246

The Condensed Consolidated Balance Sheet should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2008 and the accompanying explanatory notes attached to the interim financial statements.

### AMTEL HOLDINGS BERHAD (409449-A)

# CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 AUGUST 2009 (The figures have not been audited)

		Attributable to Equity Holders of Parent					
9 months ended 31 August 2009	Share Capital RM'000	Share Premium RM'000	Reserve On Consolidation RM'000	Accumulated Losses RM'000	Total RM'000	Minority Interest RM'000	Total Equity RM'000
At 1 December 2008	49,277	4,775	-	(23,273)	30,779	740	31,519
Net profit for the period	-	-	-	1,920	1,920	23	1,943
Acquisition from minority interests	-	-	-	-		(140)	(140)
At 31 August 2009	49,277	4,775		(21,353)	32,699	623	33,322
9 months ended 31 August 2008							
At 1 December 2007	49,277	4,799	-	(18,788)	35,288	791	36,079
Net profit/(loss) for the period	-	-	-	(207)	(207)	107	(100)
Private placement expenses incurred	-	(24)	-	-	(24)	-	(24)
At 31 August 2008	49,277	4,775		(18,995)	35,057	898	35,955

#### Note:

The Condensed Consolidated Income Statements should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2008 and the accompanying explanatory notes attached to the interim financial statements.

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#### CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 AUGUST 2009 (The figures have not been audited)

	CURRENT FINANCIAL PERIOD ENDED 31/8/2009 RM'000	PRECEDING FINANCIAL PERIOD ENDED 31/8/2008 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	2,189	23
Adjustment for:-		
Non-cash items	443	242
Non-operating items	145	499
Share of results of associated companies	(77)	1,042
Operating profit before changes in working capital	2,700	1,806
Changes in working capital		
Net changes in current assets	(13,176)	(52)
Net changes in current liabilities	5,006	(4,942)
Cash used in operations	(5,470)	(3,188)
Interest received	75	88
Interest paid	(348)	(489)
Taxes paid	(137)	(96)
Net cash flow used in operating activities	(5,880)	(3,685)
CASH FLOW FROM INVESTING ACTIVITIES		
Property, plant and equipment	1,192	(317)
Other investment activities	(222)	(223)
Net cash flow generated from/(used in) investing activities	970	(540)
CASH FLOW FROM FINANCING ACTIVITIES		
Net drawdown/(repayment) of bank borrowings	4,645	1,398
Payment for private placement expenses	-	(24)
Net cash flow generated from financing activities	4,645	1,374
NET DECREASE IN CASH AND CASH EQUIVALENT	(265)	(2,851)
CASH AND CASH EQUIVALENT AT BEGINNING OF THE PERIOD	3,147	6,110
CASH AND CASH EQUIVALENT AT END OF THE PERIOD	2,882	3,259

#### Note:

The Condensed Consolidated Balance Sheet should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2008 and the accompanying explanatory notes attached to the interim financial statements.

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NOTES TO INTERIM FINANCIAL REPORT FOR THE THIRD QUARTER ENDED 31 AUGUST 2009:

EXPLANATORY NOTES IN COMPLIANCE WITH REPORTING REQUIREMENTS OF FRS 134 – INTERIM FINANCIAL REPORTING

#### 1. Basis of Preparation

The interim financial statements have been prepared in compliance with Financial Reporting Standard ("FRS") 134: Interim Financial Reporting and Paragraph 9.22 of the Bursa Malaysia Securities Berhad ("BMSB") Listing Requirements.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the last financial year ended 30 November 2008. These 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 financial year ended 30 November 2008.

#### 1.1 Significant Accounting Policies

The significant accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted in the financial statements for the financial year ended 30 November 2008 except for the following FRSs and Interpretations issued but not yet effective and have not been applied by the Group:-

		Effective for annual periods beginning on or after
FRS 4	Insurance Contracts	1 January 2010
FRS 7	Financial Instruments : Disclosures	1 January 2010
FRS 8	Operating Segments	1 July 2009
FRS 139	Financial Instruments : Recognition and Measurement	1 January 2010
IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	Interim Financial Reporting and Impairment	1 January 2010

The adoptions of the above FRSs upon their effective dates are not expected to have significant financial impact on the financial statements of the Group except for the changes in disclosures arising from the adoption of FRS 7 and 8.

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#### 2. Audit Qualification

There was no qualification on audit report of the Group's preceding annual financial statements.

#### 3. Seasonal or cyclicality of interim operations

The Group's operations are not effected by seasonal or cyclical factors for the current quarter and financial period under review.

#### 4. Unusual Items

There were no items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size or incidence for the current quarter under review.

#### 5. Material Changes in Estimates of Amounts Reported

There were no changes in estimates of amounts reported in the prior financial quarters or changes in estimates of amount reported in prior financial years that have a material effect in the current financial quarter.

#### 6. Debt and Equity Securities.

There is no issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current quarter and financial period to date.

#### 7. Dividends Paid

There was no dividend paid during the financial quarter ended 31 August 2009.

#### 8. Segmental Reporting

The Group's segment revenue and results for the current financial period is as follows:-

	Investment Holdings RM'000	Trading & Distribution RM'000	Others RM'000	Intra-group Elimination RM'000	Total RM'000
Revenue					
External revenue	1,041	32,388	7,201	(2,036)	38,594
Inter-segment	(1,023)	(62)	(951)	2,036	
Segment revenue	18	32,326	6,250	-	38,594
Results					
Profit/(Loss) from operations	2,233	3,037	(2,810)		2,460
Finance costs					(348)
Share of associates' results					77
Profit before taxation				_	2,189
Taxation					(246)
Profit after taxation				_	1,943
Minority interests					(23)
Net profit for the period				_	1,920

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#### 9. Valuation of Property, Plant and Equipment

- (1) Property, plant and equipment which are stated at cost have been brought forward without amendment from the previous annual financial statements.
- (2) There was no material acquisition or disposal of property, plant and equipment by the Group during the financial period to date other than as mentioned below:-
  - (i) On 20 May 2009, the Company via its subsidiary company, namely Viva World Industries Sdn Bhd completed the sale of a piece of leasehold land together with buildings erected thereon comprising a 1 ½ storey detached light industrial factory building and a single storey detached guard house for a cash consideration of RM630,500/-.
  - (ii) On 17 April 2009, the Company via its subsidiary company, namely AAV Industries Sdn Bhd entered into a conditional Sale & Purchase Agreement with Bamboo Gate Sdn Bhd to dispose of a piece of leasehold land together with industrial building erected thereon for a total cash consideration of RM1.6 million. The disposal was completed on 4 June 2009.

#### 10. Material Events Subsequent to the End of Financial Period

There were no material events subsequent to the end of the financial period ended 31 August 2009 that have not been reflected in the financial statements or to be disclosed as the date of this report.

#### 11. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter and financial period to date other than as mentioned below:-

- (i) On 5 December 2008, the Company entered into a sale and purchase agreement with Mdm. Cheah See Mooi @ Cheah Seow Lan, Mr. Ching Ngau and Mr. Ching Jze Haur ("Purchaser") for the disposal of 736,000 ordinary shares of RM1/- each representing 32% equity interest in the associated company, Permata Makmur Sdn Bhd ("PMSB") for a cash consideration of RM3.6 million payable in nine (9) instalments over three (3) years, the last instalment being payable on 2 December 2011. The Disposal was completed on 31 December 2008.
  - On 27 February 2009, the Company entered into an Option Agreement with the Purchaser that grants the Company a Put Option to require the Purchaser to purchase 414,000 ordinary shares of RM1/- each representing the remaining 18% equity interest still held by the Company in PMSB from the Company for a cash consideration of RM1.2 million.
- (ii) On 31 March 2009, the Company's wholly-owned subsidiary companies, Amtel Cellular Sdn Bhd ("AMCSB") and Amtel Communications Sdn Bhd ("ACSB") entered into a Shares Sale Agreement whereby AMCSB acquired from ACSB the 30% equity interest in the associate company, Milan Utama Sdn Bhd comprising 18,000 ordinary shares of RM1/each for a cash consideration of RM351,000/-. The above acquisition has no effect on the Group's gearing and is not expected to have material effect on the Group's earnings and net assets.

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#### 11. Changes in Composition of the Group (cont'd)

- (iii) On 25 June 2009, the Company entered into a Share Sale Agreement to dispose of 600,000 ordinary shares of RM1/- each representing 100% equity interest in subsidiary, namely Viva World Industries Sdn Bhd for a cash consideration of RM340,860/-. The disposal was completed on the same date; and
- (iv) On 3 July 2009, the Company entered into a Share Sale Agreement with AE Multi Holdings Berhad for the acquisition of 499,000 ordinary shares of RM1/- each representing 49.9% equity interest in AAV Industries Sdn Bhd ("AAV") for a cash consideration of RM140,522/-. AAV becomes a wholly-owned subsidiary of the Company upon completion of the acquisition on the same date.

The above transactions (iii) and (iv) have no material effect on the Group's earnings, gearing and net assets.

#### 12. Changes in Contingent Liabilities and Contingent assets

There were no changes in contingent liabilities or contingent assets since the last annual balance sheet as at 30 November 2008, except for the following:-

	As At
	31/8/2009
Contingent Liabilities - Unsecured	RM'000
In respect of corporate guarantees given by the Company to financial	
institutions and trade creditors for banking and credit facilities granted	
to the subsidiary companies	10,064

#### 13. Capital and Other Commitments

The Group has no capital commitment in respect of property, plant and equipment for current period ended 31 August 2009.

#### 14. Cash and Cash Equivalents

Cash and cash equivalents included in the Condensed Consolidated Cash Flow Statements for the financial period ended 31 August 2009 comprise the following Balance Sheet amounts:-

	RM'000
Cash and bank balances	755
Cash deposits with licensed banks	3,675
Bank overdrafts	(292)
	4,138
Less: Cash deposits with licensed banks under lien	(1,256)
	2,882

#### 15. Related Party Transactions

There is no related party transaction entered into by the Company and/or its subsidiaries during the financial period to date.

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NOTES TO INTERIM FINANCIAL REPORT FOR THE THIRD QUARTER ENDED 31 AUGUST 2009:

EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

#### 1. Review of Performance

For the current period ended 31 August 2009, the Group recorded a turnover of RM38.594 million and profit before tax of RM2.189 million as compared to turnover of RM32.406 million and profit before tax of RM23,000/- reported in preceding year corresponding period.

The improvement in the current period's results was mainly attributable to higher sales and profit contribution from the Trading & Distribution business and share of profit reported by an associated company involved in the trading and distribution products.

### 2. Material Changes in the Profit Before Tax for the Quarter Reported on as Compared with the Immediate Preceding Quarter.

The Group reported a profit before tax of RM1.638 million for current quarter as compared to profit before tax of RM370,000/- reported in preceding quarter. The improved results was mainly due to higher profit contribution from the Trading & Distribution division arising from higher sales volume achieved via new product mix and enhanced marketing strategies.

#### 3. Prospects for the Current Financial Year

Barring unforeseen circumstances, the Group expects to record profitable results for the remaining quarter of financial year ending 30 November 2009.

#### 4. Variances of Actual Profit from Forecast Profit

Not applicable.

#### 5. Taxation

	Current Quarter RM'000	Cumulative Current Period RM'000
Taxation includes:-		
Tax provided based on results for the period	49	244
Transferred from deferred tax liabilities	2	2
	51	246

The tax charge for the Group reflects an effective tax rate which is lower than the statutory tax rate due to certain income not subject to tax and utilisation of unutilised tax losses brought forward in certain subsidiaries.

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#### 6. Profit/Loss on Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and/or properties for the current quarter and financial period to date other than as mentioned in Note 9 (2) and Note 11 of Page 7 & Page 8.

The Group received dividends of RM50,222/- from quoted investments in unit trusts fund for the current financial period to date.

#### 7. Quoted Securities

(1) Summary of dealings in quoted securities:-

	Current Quarter RM'000	Cumulative Current Period RM'000
Long Term Investments:		
(i) Quoted Unit Trusts		
Total Disposal Proceeds Total Profit/(Loss) on Disposal Total Purchase Consideration	3,718 - 5,130	10,602 - 12,109
Short Term Investments – Quoted Shares:		
Total Disposal Proceeds Total Profit/(Loss) on Disposal Total Purchase Consideration	- - -	- - 8

#### (2) Investments in quoted securities as at 31 August 2009 are as follows:-

RM'000

#### Long Term Investments:

#### (i) Quoted Unit Trusts

Total investments at cost & at carrying value (after	
allowance for impairment loss)	3,894
Total investments at market value	3,894
(ii) Quoted Shares	

#### (ii) Quoted Shares

481
368
368

#### 8. Status of Corporate Proposals

There are no corporate proposals announced but not completed as at the date of issue of this quarterly report.

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#### 9. Group Borrowings

The Group's total borrowings (all denominated in Ringgit Malaysia) as at 31 August 2009 are as follows:-

		RM'000	RM'000
(1)	Short Term Borrowings		
	- <u>Unsecured</u>		
	Bank overdrafts	292	
	Bills payable	1,343	1,635
	- Secured	<u> </u>	
	Current portion of revolving project loans		7,529
			9,164
(2)	Long Term Borrowings		
	- <u>Secured</u>		
	Revolving project loans	8,429	
	Less: current portion of long term loans	(7,529)	900
	Hire purchase creditors payable after		
	the next 12 months		905

#### Securities:-

(i) The revolving project loans are secured by a debenture incorporating fixed and floating charge over all present and future assets and undertakings of Amtel Cellular Sdn Bhd and corporate guarantee of the Company.

#### 10. Off Balance Sheet Financial Instruments

The Group does not have any financial instruments with off-balance sheet risk as at the date of issue of this quarterly report.

#### 11. Material Litigation

There is no pending material litigation that would have a material adverse effect on the financial position of the Group as at the date of issue of this quarterly report.

#### 12. Dividend

The Board of Directors does not recommend any payment of dividend for the current financial period ended 31 August 2009.

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#### 13. Earning Per Share

#### (1) Basic earning per share

The basic earning per share for the current quarter and financial period to date is calculated by dividing the consolidated net profit attributable to the equity holders of the Company of RM1.549 million and RM1.920 million respectively by the number of 49,277,066 ordinary shares in issue during the period.

#### (2) Diluted earning per share

Not applicable.

**AMTEL HOLDINGS BERHAD** 

By Order of the Board

CHIA MOH MUI Company Secretary