Quarterly Rpt On Consolidated Results For the Financial Period Ended 31/05/2012

Company Name : AMTEL HOLDINGS BERHAD

Stock Name : AMTEL
Date Announced : 25/07/2012
Financial Year End : 30/11/2012

Quarter : 2

Quarterly report for the : 31/05/2012

financial period ended

The figures : have not been audited Currency : Malaysian Ringgit (MYR)

SUMMARY OF KEY FINANCIAL INFORMATION 31/05/2012

| | INDIVID | UAL PERIOD | CUMULA | ATIVE PERIOD | |
|--|---|------------|----------------------------|--|--|
| | CURRENT PRECEDING YEAR YEAR QUARTER CORRESPONDING QUARTER | | CURRENT YEAR TO DATE | PRECEDING YEAR CORRESPONDING PERIOD | |
| | 31/05/2012 | 31/05/2011 | 31/05/2012 | 31/05/2011 | |
| | \$\$'000 | \$\$'000 | \$\$'000 | \$\$'000 | |
| 1. Revenue | 12,639 | 16,495 | 27,885 | 30,335 | |
| 2. Profit/(loss) before tax | 869 | 1,184 | 2,381 | 1,872 | |
| 3. Profit/(loss) for the period | 883 | 1,172 | 2,008 | 1,825 | |
| 4. Profit/(loss) attributable to ordinary equity holders of the parent | 849 | 1,161 | 1,949 | 1,794 | |
| Basic earnings/(loss) per share (Subunit) | 1.72 | 2.36 | 3.96 | 3.64 | |
| 6. Proposed/Declared 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 per share attributable to ordinary equity holders of the parent (\$\$)

0.8733

0.8348

Remarks:

Definition of Subunit:

In 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 |



AMTEL HOLDINGS BERHAD

(Company No.: 409449-A) (Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE SECOND FINANCIAL QUARTER ENDED 31 MAY 2012

(Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS FOR THE SECOND QUARTER ENDED 31 MAY 2012

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 MAY 2012

(The figures have not been audited)

| | INDIVIDUA CURRENT PERIOD QUARTER 31-05-2012 RM'000 | AL QUARTER PRECEDING YEAR CORRESPONDING QUARTER 31-05-2011 RM'000 | CUMULATIVE CURRENT PERIOD TO DATE 31-05-2012 RM'000 | VE QUARTERS PRECEDING YEAR CORRESPONDING PERIOD 31-05-2011 RM'000 |
|---|---|---|---|---|
| Revenue | 12,639 | 16,495 | 27,885 | 30,335 |
| Operating Expenses | (12,079) | (15,544) | (26,103) | (28,885) |
| Other Operating Income | 252 | 257 | 495 | 484 |
| Profit from Operations | 812 | 1,208 | 2,277 | 1,934 |
| Finance Costs | (36) | (51) | (79) | (101) |
| Share of Results of Associates | 93 | 27 | 183 | 39 |
| Profit Before Taxation | 869 | 1,184 | 2,381 | 1,872 |
| Taxation | 14 | (12) | (373) | (47) |
| Profit for the Period | 883 | 1,172 | 2,008 | 1,825 |
| Other Comprehensive Income | - | - | - | - |
| Total Comprehensive Income for the Period | 883 | 1,172 | 2,008 | 1,825 |
| Profit Attributable to:- Owners of the Company Non-controling Interests | 849 34 883 | 1,161 11 1,172 | 1,949 59 2,008 | 1,794 31 1,825 |
| Total Comprehensive Income Attributable to:- Owners of the Company Non-controling Interests | 849 34 883 | 1,161 11 1,172 | 1,949 59 2,008 | 1,794 31 1,825 |
| Earnings Per Share Attributable to Owners of the | Company :- | | | |
| Basic (sen) | 1.72 | 2.36 | 3.96 | 3.64 |
| Fully Diluted (sen) | N/A | N/A | N/A | N/A |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Group's Audited Financial Statements for the financial year ended 30 November 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MAY 2012

(The figures have not been audited)

| | UNAUDITED AS AT CURRENT FINANCIAL PERIOD 31/5/2012 RM'000 | AUDITED AS AT PRECEDING FINANCIAL YEAR ENDED 30/11/2011 RM'000 |
|--|---|--|
| ASSETS | | |
| Non-Current Assets | | |
| Property, Plant and Equipment | 1,559 | 1,769 |
| Investment Properties | 169 | 169 |
| Investments in Associates | 521 | 338 |
| Intangible Assets | 1,883 | 1,644 |
| Other Investments - non-current | 1,450 | 1,450 |
| Deferred Tax Assets | - | 361 |
| | 5,582 | 5,731 |
| | | |
| Current Assets | 2 204 | 1 000 |
| Inventories Trade & Other Receivables | 2,204 14,951 | 1,896 14,256 |
| Other Investments - current | 2,814 | 4,296 |
| Cash deposits with licensed banks | 9,971 | 9,303 |
| Cash and Bank Balances | 19,961 | 19,571 |
| | 49,901 | 49,322 |
| | | |
| TOTAL ASSETS | 55,483 | 55,053 |
| EQUITY AND LIABILITIES Equity Attributable to Owners of the Company Share Capital Reserves | 49,277 (6,245) | 49,277 (8,142) |
| | 43,032 | 41,135 |
| Non-controling Interests ("NCI") | 150 | 112 |
| Total Equity | 43,182 | 41,247 |
| New Occurred Link William | | |
| Non-Current Liabilities | 439 | E70 |
| Finance Lease Payables Deferred Tax Liabilities | 17 | 578 17 |
| Deferred Tax Elabilities | 456 | 595 |
| Current Liabilities | | |
| Trade & Other Payables | 10,398 | 11,410 |
| Short Term Borrowings | 955 | 1,316 |
| Provision for Taxation | 202 | 182 |
| Finance Lease Payables | 290 | 303 |
| | 11,845 | 13,211 |
| Total Liabilities | 12,301 | 13,806 |
| TOTAL EQUITY AND LIABILITIES | 55,483 | 55,053 |
| Net assets per share attributable to ordinary equity holders of the parent (RM) | 0.8733 | 0.8348 |

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Group's Audited Financial Statements for the financial year ended 30 November 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 MAY 2012

(The figures have not been audited)

| | Attributable to Owners of the Company | | | | - | | | |
|--|---------------------------------------|----------------------------|---------------------------------|----------------------------|---------------------------------|-----------------|---|---------------------------|
| | < Non-Distributable> | | | | | Non- | | |
| | Share Capital RM'000 | Share Premium RM'000 | Fair Value Reserve RM'000 | Other Reserve RM'000 | Accumulated Losses RM'000 | Total RM'000 | controling Interests (NCI) RM'000 | Total Equity RM'000 |
| 6 months ended 31 May 2012 | | | | | | | | |
| At 1 December 2011 | 49,277 | 4,775 | 159 | - | (13,075) | 41,136 | 112 | 41,248 |
| Total comprehensive income for the period | - | - | - | - | 1,949 | 1,949 | 59 | 2,008 |
| Transaction with owners: Acquisition of NCI Premium paid on acquisition of | - | - | - | - | - | - | (21) | (21) |
| NCI | - | - | - | (53) | - | (53) | - | (53) |
| At 31 May 2012 | 49,277 | 4,775 | 159 | (53) | (11,126) | 43,032 | 150 | 43,182 |
| 6 months ended 31 May 2011 | | | | | | | | |
| At 1 December 2010 Effects of adopting FRS 139 | 49,277 - | 4,775 | - 159 | - | (16,708) | 37,344 159 | 276 - | 37,620 159 |
| At 1 December 2010 restated | 49,277 | 4,775 | 159 | - | (16,708) | 37,503 | 276 | 37,779 |

Note:

the period

At 31 May 2011

Total comprehensive income for

49,277

4,775

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Group's Audited Financial Statements for the financial year ended 30 November 2011 and the accompanying explanatory notes attached to the interim financial statements.

159

1,794

(14,914)

1,794

39,297

31

307

1,825

39,604

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2012

(The figures have not been audited)

| | CURRENT FINANCIAL PERIOD ENDED 31/5/2012 RM'000 | PRECEDING FINANCIAL PERIOD ENDED 31/5/2011 RM'000 |
|--|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before taxation | 2,381 | 1,872 |
| Adjustments for:- Non-cash items | 848 | 538 |
| Non-operating items | (345) | 79 |
| Share of results of associates | (183) | (39) |
| Operating profit before changes in working capital | 2,701 | 2,450 |
| Changes in working capital | 2,701 | 2,430 |
| Net changes in current assets | (645) | 1,052 |
| Net changes in current liabilities | (1,012) | 719 |
| Cash generated from operations | 1,044 | 4,221 |
| Interest received | 178 | 145 |
| Interest paid | (79) | (101) |
| Taxes paid | (350) | (103) |
| Net cash generated from operating activities | 793 | 4,162 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (134) | (381) |
| Disposal of property, plant & equipment | 11 | 12 |
| Addition in intangible assets | (786) | - |
| Withdrawal/(Placement) of pledged cash deposits | (763) | 23 |
| Dividend income | 238 | 125 |
| Net cash used in investing activities | (1,434) | (221) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| (Net repayment)/drawdown of bank borrowings | (427) | (649) |
| (Payment to)/Addition in finance lease payables | (152) | 112 |
| Net cash used in financing activities | (579) | (537) |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENT | (1,220) | 3,404 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD | 27,101 | 17,575 |
| CASH AND CASH EQUIVALENTS AT END OF THE PERIOD | 25,881 | 20,979 |
| Cash and Cash equivalents at end of the period comprise of:- | | |
| Cash and bank balances | 5,835 | 5,843 |
| Cash deposits with licensed banks | 9,971 | 9,682 |
| Fixed income fund with licensed fund management company | 14,126 | 7,106 |
| Investment in quoted unit trusts Bank overdrafts | 2,707 | 4,090 |
| Daily Overgrains | (79) 32,560 | 26,721 |
| Less: Cash deposits with licensed banks under lien | (6,679) | (5,742) |
| 200. Oddii dopodio iliti iloolidad baliko aliadi iloli | 25,881 | 20,979 |
| | | |

Note:

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Group's Audited Financial Statements for the financial year ended 30 November 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE SECOND QUARTER ENDED 31 MAY 2012

(A) EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of Preparation

The interim financial statements are unaudited and 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 2011. 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 2011.

1.1 Significant Accounting Policies

The accounting policies and methods of computation adopted by the Group in the interim financial statements are consistent with those adopted in the financial statements for the financial year ended 30 November 2011, except for the adoption of the following Amendments to FRSs, IC Interpretations and Technical Releases ("TRs") that are effective for financial periods beginning on or after 1 January 2011 and 1 July 2011:-

| Amendments to FRS 1 | Limited Exemption from Comparative FRS 7 Disclosures for First- |
|----------------------|---|
| | time Adopters |
| Amendments to FRS 1 | Additional Exemptions for First-time Adopters |
| Amendments to FRS 2 | Group Cash-settled Share-based Payment Transactions |
| Amendments to FRS 7 | Improving Disclosures about Financial Instruments |
| Amendments to FRSs | "Improvements to FRSs (2010)" |
| IC Interpretation 4 | Determining whether an Arrangement contains a Lease |
| IC Interpretation 18 | Transfers of Assets from Customers |
| IC Interpretation 19 | Extinguishing Financial Liabilities with Equity Instruments |
| Amendments to IC | |
| Interpretation 14 | Prepayments of a Minimum Funding Requirement |
| TR i-4 | Shariah Compliant Sale Contracts |

The adoption of the above Amendments to FRSs, IC Interpretations and TRs are not expected to have any significant impact on the financial performance and position of the Group and of the Company.

1.2 Malaysian Financial Reporting Standards Framework ("MFRS Framework")

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the MFRS Framework in conjunction with the MASB's plan to converge with International Financial Reporting Standards ("IFRS") in 2012.

(Incorporated in Malaysia)

1. Basis of Preparation (Cont'd)

1.2 MFRS Framework (Cont'd)

The MFRS Framework comprises Standards as issued by the International Accounting Standards Board ("IASB") that are effective on 1 January 2012 and new/revised Standards that will be effective after 1 January 2012.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual financial periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture and IC Interpretation 15 Agreements for Construction of Real Estate, including its parent, significant investor and venturer.

The Group and the Company will prepare their first financial statements using the MFRS Framework for the year ending 30 November 2013. The Group and the Company is currently in the process of determining the impact arising from the adoption of the MFRS Framework.

2. Audit Qualification

The audit report of the Group's financial statements for the year ended 30 November 2011 did not contain any qualification.

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 May 2012.

(Incorporated in Malaysia)

8. Segmental Reporting

The Group's segment information for the financial period ended 31 May 2012 is as follows:-

Telecommunications

Information &

6 months ended 31 May 2012

| GROUP | Communication Technology | Infrastructure & Services ("TIS") | Others | Elimination | Consolidated |
|---|--------------------------|-----------------------------------|----------------|-------------|-----------------|
| | ("ICT") RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| SEGMENT REVENUE | | | | | |
| External revenue | 27,159 | 716 | 10 | (0.700) | 27,885 |
| Inter-segment revenue Total revenue | 1,674 28,833 | 716 | 1,026 1,036 | (2,700) | 27,885 |
| Total revenue | 20,033 | /10 | 1,036 | (2,700) | 21,000 |
| | ICT | TIS | Others | s Conso | olidated |
| SEGMENT RESULTS | RM'000 | | RM'00 | | 1'000 |
| Profit/(Loss) from operations | | | (8) | | |
| Finance costs | (70) | | (4) | | 79) |
| Share of associates' results | 183 | | - (40) | | 83 |
| Profit before taxation Taxation | 2,455 | \ / | (12) | , | |
| Profit for the period | (361) 2,094 | | (15) (27) | 2,0 | 73) |
| Profit for the period | 2,094 | (39) | (21) | 2,0 | 00 |
| FINANCIAL POSITION As at 31 May 2012 | | | | | |
| Total segment assets | 29,8 | 388 4,939 | 20,6 | 556 5 | 5,483 |
| Total segment liabilities | 11,2 | 218 671 | 4 | 12 1 | 2,301 |
| 6 months ended 31 May 2 | <u>2011</u> | | | | |
| | ICT | TIS | Others | Elimination | Consolidated |
| GROUP | | | | | |
| SECMENT DEVENUE | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| SEGMENT REVENUE External revenue | 28,412 | 1,767 | 156 | _ | 30,335 |
| Inter-segment revenue | 959 | - | 767 | (1,726) | 50,555 |
| Total revenue | 29,371 | 1,767 | 923 | (1,726) | 30,335 |
| - | ICT | TIS | Others | | olidated |
| SEGMENT RESULTS Profit/(Loss) from operations | RM'000 3 2,218 | | RM'00 (315) | - | l'000 |
| Finance costs | (87) | | (313) | .* | 01) |
| Share of associates' results | 42 | | (3) | , | 39 |
| Profit before taxation | 2,173 | | (325) | | |
| Taxation | | (39) | (8) | (4 | 1 7) |
| Profit for the period | 2,173 | (15) | (333) | 1,8 | 25 |
| FINANCIAL POSITION As at 31 May 2011 | | | | | |
| Total segment assets | 28,3 | 337 7,150 | 18,8 | <u> </u> | 4,334 |
| Total segment liabilities | | | | | |

(Incorporated in Malaysia)

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 other than as mentioned below:-

On 29 May 2012, the Company via its wholly owned subsidiary company, Metrarama Sdn Bhd ("MSB"), entered into a Sale and Purchase Agreement ("SPA") as varied in the Supplemental SPA dated 23 July 2012 with Ng Yoke Teng & Sons Sdn Bhd ("NYTS") to purchase all that parcel of freehold industrial land held under GRN 215183, Lot 61789, Bandar Glenmarie, District of Petaling, State of Selangor Darul Ehsan measuring approximately 4,252 square metres erected thereon a three storey office warehouse building with mezzanine floor annexed for a total cash consideration of RM15,000,000/-("Proposed Acquisition").

The details of the Proposed Acquisition are set out in the announcements to BMSB on 29 May 2012 and 23 July 2012.

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 May 2012 that have not been reflected in the financial statements or to be disclosed as at the date of this report other than the Supplemental SPA entered into by MSB and NYTS as mentioned in the above paragraph 9 (2).

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:-

On 27 April 2012, the Company's wholly owned subsidiary company, namely Amtel Cellular Sdn Bhd ("AMCSB") acquired an additional 16% equity interest in AmNavi Sdn Bhd ("ASB") comprising 160,000 ordinary shares of RM1/- each from Mr. Shi Jian Bing for a total cash consideration of RM73.500/-.

Subsequently on 5 July 2012, AMCSB acquired an additional 1% equity interest in ASB comprising 10,000 ordinary shares of RM1/- each from Mr. Liao Guo Yi for a total cash consideration of RM15,060/-. As a result, AMCSB's total equity interest in ASB is increased from 68% to 85%.

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

(Incorporated in Malaysia)

12. Changes in Contingent Liabilities and Contingent assets

There were no changes in contingent liabilities or contingent assets since the last reporting date as at 30 November 2011, except for the followings:-

| | Outstanding As At |
|---|----------------------|
| Company | 31/5/2012 |
| 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 | 955 |
| Group Contingent Liabilities – Secured* | |
| Bank guarantees | 170 |

^{* -} The bank guarantees are secured against the fixed deposits of the subsidiary company.

At the reporting date, there was no indication that the subsidiary companies will default on its repayments during the guarantee period.

13. Capital and Other Commitments

The Group has no capital commitment in respect of property, plant and equipment for current quarter ended 31 May 2012.

However the amount of commitments for the development of navigation software engine not provided for in the interim financial statements as at 31 May 2012 is as follows:-

| Capital Expenditure – Intangible Assets | RM'000 |
|---|--------|
| Contracted but not provided for | 2,162 |

14. Related Party Transactions

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

(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE SECOND QUARTER ENDED 31 MAY 2012

(B) EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

1. Review of Performance

The Group reported a turnover and profit before tax of RM12.639 million and RM0.869 million respectively for the current quarter under review as compared to RM16.495 million and RM1.184 million reported in preceding year corresponding quarter. The decrease in turnover for the current quarter as compared to preceding year corresponding quarter was mainly because a subsidiary company has scaled down its sales of two-way radio communications products. Consequently lower profit was recorded for the current quarter under review as compared to preceding year corresponding quarter.

The Group's turnover for the six months ended 31 May 2012 amounted to RM27.885 million, which is lower than that of the preceding year corresponding period of RM30.335 million. Lower revenue recorded was mainly caused by the drop in sales of two-way radio communications products and infrastructure business. However, this was offset by the significant increase in revenue and profit reported by the sales of Telematics & mapping products. Consequently, the Group registered an improved performance for current period with a profit before tax of RM2.381 million as compared to RM1.872 million reported in preceding year corresponding period. In addition, higher profit contribution from associated company also contributed to the improved performance for current period.

The performance of the respective segment of the Group is summarized as follows:-

ICT Segment

ICT segment continued to be the main contributor to the Group's turnover for the current period, accounted for approximately 97% of the Group's turnover for current period mainly from sales of Telematics and mapping products.

The drop in revenue and profit before tax registered for the current quarter as compared to preceding year corresponding quarter was mainly due to the dip in sales of two-way communications products by a subsidiary which has scaled down its operation. However the enhanced performance achieved from the sales of Telematics and mapping products in the first quarter and current period leads to the overall improvement in current period's performance as compared to preceding year corresponding period.

TIS Segment

Higher revenue was reported by the TIS segment in preceding year corresponding period due to the sales of alternate telephony charges services by a former subsidiary. For current quarter and period under review, the marginal loss posted is within expectation due to lower revenue recorded by the subsidiary engaged in the installation of fiber optic cables and civil works business due to keen market competition.

(Incorporated in Malaysia)

1. Review of Performance (Cont'd)

Others Segment

Lower loss was reported during the quarter and current period mainly due to higher interest and dividend income and lesser operating costs as a result of internal restructuring of subsidiaries engaged in the provisioning of management services to the Group.

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

The Group recorded a profit before tax of RM0.869 million for the current quarter under review as compared to RM1.512 million reported in the immediate preceding quarter. Lower revenue and profit was reported for the current quarter mainly attributed to a drop in the supply of telematics products. The slow down in car sales was caused by lower loan approval rate after the new bank lending guidelines were implemented.

3. Prospects for the Current Financial Year

The Group will continue to focus on the growth of its core ICT business. Various development programs have been carried out to upgrade and enhance its existing Telematics and mapping products range and services. With the Group's current improved performance coupled with the implementation of various assertive marketing strategies, the Board expects the Group to deliver positive results for the remaining financial quarters.

4. Variances of Actual Profit from Forecast Profit

Not applicable.

5. Taxation

| | Current | Cumulative |
|--|---------|----------------|
| | Quarter | Current Period |
| | RM'000 | RM'000 |
| Tax expense:- | | |
| Based on results for the period | (7) | (12) |
| Transfer from deferred tax liabilities | 21 | - |
| Transfer from deferred tax assets | - | (361) |
| | 14 | (373) |

The tax charge for the Group reflects an effective tax rate which is lower than the statutory tax rate due to pioneer profits exempted from tax and utilisation of unabsorbed tax losses brought forward in certain subsidiaries.

6. Status of Corporate Proposals

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

(Incorporated in Malaysia)

7. Group Borrowings

The Group's total borrowings (all denominated in Ringgit Malaysia) as at 31 May 2012 are as follows:-

| | | As at 31/5/2012 RM'000 |
|-----|---------------------------------------|------------------------------|
| (1) | Short Term Borrowings | |
| | - <u>Secured</u> | |
| | Bank overdraft | 79 |
| | Bills payable | 876 |
| | | |
| | | 955 |
| (2) | Long Term Borrowings | |
| | Finance leases payable after the next | |
| | 12 months | 439 |

Securities:-

(i) The short term borrowings are secured by debentures incorporating fixed and floating charge over all present and future assets and undertakings of Amtel Cellular Sdn Bhd, corporate guarantees of the Company and cash deposits with licensed banks of subsidiary companies.

The Group does not have borrowing denominated in foreign currency.

8. 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.

9. Disclosure of Derivatives

The Group does not have outstanding derivatives (including financial instruments designated as hedging instruments) as at 31 May 2012.

10. Gain/Losses Arising From Fair Value Changes of Financial Liabilities

There were no gains/losses arising from fair value changes of financial liabilities for the current quarter and financial period ended 31 May 2012.

11. Dividend

The Board of Directors does not recommend any payment of dividend for the current financial period ended 31 May 2012.

(Incorporated in Malaysia)

12. Notes to the Condensed Consolidated Statement of Comprehensive Income

Total comprehensive income for the quarter and period is arrived at after charging/(crediting) the following items:-

| | | Current | Preceding |
|-----|--|----------------|-----------------------|
| | | Year Period | Year Corresponding |
| | | To-date | Period |
| | | 31/5/2012 | 31/5/2011 |
| | | RM'000 | RM'000 |
| 1. | Interest income | (178) | (145) |
| 2. | Dividend income | (238) | (125) |
| 3. | Other income excluding interest and dividend | | |
| | income | (56) | (140) |
| 4. | Interest expense | 79 | 101 |
| 5. | Depreciation of property, plant & equipment | 341 | 357 |
| 6. | Amortisation of intangible assets | 95 | 95 |
| 7. | Provision for and write-off of receivables | - | 29 |
| 8. | Provision for and write-off of inventories | 44 | - |
| 9. | (Gain)/Loss on disposal of quoted or unquoted investment | - | - |
| 10. | (Gain)/Loss on disposal of property, plant & | | |
| | equipment | (8) | (12) |
| 11. | Impairment of intangible assets | 452 | - |
| 12. | Impairment of property, plant & equipment | - | 140 |
| 13. | Net fair value loss/(gain) on held for trading investments | 33 | 55 |
| 14. | Net foreign exchange loss/(gain) | 20 | (62) |
| 15. | (Gain)/Loss on derivatives | - | - |
| 16. | Exceptional items | - | - |
| | | | |

13. Earnings Per Share

(1) Basic earnings per share

The basic earnings 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 RM0.849 million and RM1.949 million respectively by the number of 49,277,066 ordinary shares in issue during the period.

(2) Diluted earnings per share

Not applicable.

(Incorporated in Malaysia)

14. Disclosure of Realised and Unrealised Profits or Losses of the Group

The breakdown of the accumulated losses of the Group as at 31 May 2012 into realised and unrealised profits/(losses) is as follows:-

| | As at 31/5/2012 RM'000 | As at 31/5/2011 RM'000 |
|---|---------------------------|---------------------------|
| Total accumulated losses: - Realised | (31,994) | (34,232) |
| - Unrealised | (845) | (183) |
| Total above of valeined working// | (32,839) | (34,415) |
| Total share of retained profits/(accumulated losses) from associated companies: | | |
| - Realised | 471 | 128 |
| - Unrealised | (15) | (3) |
| | (32,383) | (34,290) |
| Add/(Less): Consolidation adjustments | 21,257 | 19,376 |
| Total accumulated losses as per consolidated accounts | (11,126) | (14,914) |

AMTEL HOLDINGS BERHAD

By Order of the Board

Chan Phooi Sze Company Secretary