



P. I. E. INDUSTRIAL BERHAD

(co.no. 424086-X)



Contents

| | |
|--|----------|
| Notice of Annual General Meeting | 2 |
| Notice of Dividend Entitlement and Payment | 5 |
| Statement Accompanying Notice of Annual General Meeting | 6 |
| Share Buy-Back Statement | 7 |
| Corporate Information | 12 |
| Board of Directors' Profile | 14 |
| Group Structure | 16 |
| Chairman's Statement | 17 |
| Group Financial Highlights | 20 |
| Audit Committee Report | 21 |
| Statement on Corporate Governance | 24 |
| Statement on Directors' Responsibilities in respect of the Audited Financial Statements | 29 |
| Statement on Internal Control | 30 |
| Disclosure Requirements Pursuant to the Listing Requirements of the Bursa Malaysia Securities Berhad | 31 |
| Financial Statements | 33 |
| Analysis of Shareholdings | 83 |
| List of Properties | 85 |
| Proxy Form | Enclosed |



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at the Nyatoh Room, Level 2, Sunway Hotel Seberang Jaya, No. 11 Lebuhraya Tenggiri Dua, Pusat Bandar Seberang Jaya, Seberang Jaya, 13700 Prai on Friday, May 18, 2007 at 9.00a.m.

AGENDA

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2006 together with the Reports of the Directors and of the Auditors thereon. (Resolution 1)
2. To declare the following Dividends for the year ended December 31, 2006:-
 - a) A Special Dividend I of 8 sen per share tax exempt; (Resolution 2)
 - b) A Special Dividend II of 3 sen per share less income tax at 27%; and (Resolution 3)
 - c) A First and Final Dividend of 12 sen per share less income tax at 27% (Resolution 4)
3. To approve the Directors' Fee of RM48,000 for the financial year ended December 31, 2006 and payment of such fees to the Directors. (Resolution 5)
4. To re-elect the following Directors who are retiring under the provision of Article 98(1) of the Articles of Association of the Company, and being eligible, offer themselves for re-election:-
 - a) Encik Ahmad Murad Bin Abdul Aziz; and (Resolution 6)
 - b) Mr. Cheung Ho Leung (Resolution 7)
5. To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. (Resolution 8)

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution:-

ORDINARY RESOLUTION

Authority to Issue Shares

(Resolution 9)

"That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."



Notice of Annual General Meeting (cont'd)

7. Renewal of Authority to Purchase its own Shares

(Resolution 10)

"That subject to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association ("M&A") and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to purchase its own shares through Bursa Securities, subject to the following:-

- 7.1. The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
- 7.2. The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained earnings and share premium account of the Company. As at the latest financial year ended December 31, 2006, the audited retained earnings and share premium account of the Company stood at RM11,992,710 and RM16,248,166 respectively;
- 7.3. The authority conferred by this resolution will be effective immediately upon the passing of this resolution; and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
- 7.4. Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - 7.4.1. to cancel the shares so purchased; or
 - 7.4.2. to retain the shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - 7.4.3. retain part of the shares so purchased as treasury shares and cancel the remainder.

The Directors of the Company be and are hereby authorized to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act, 1965, provisions of the Company's M&A, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

(Resolution 11)

By Order of the Board,

KHOO LAY TATT (MAICSA 7029262)
HOW WEE LING (MAICSA 7033850)
Secretaries

Penang
Date: April 26, 2007



Notice of Annual General Meeting (cont'd)

Notes:-

A Member of the Company entitled to attend and vote is entitled to appoint 2 or more proxies to attend and vote in his place. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a Member appoints 2 or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorized.

The instrument appointing a proxy must be deposited at the Registered Office, 57-2, Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia at least 48 hours before the time for holding the Meeting or any adjournments thereof.

Explanatory Notes On Special Business:

1. *Resolution pursuant to the Authority to issue Shares*

The proposed Resolution No. 9 [Item 6], if passed, will empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

2. *Resolution pursuant to the Authority to Purchase its own Shares*

The proposed Resolution No. 10 [Item 7], if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the issued and paid-up share capital of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.



Notice of Dividend Entitlement and Payment

NOTICE IS HEREBY GIVEN that the following Dividends for the year ended December 31, 2006, if approved, will be paid on June 12, 2007 to depositors registered in the Records of Depositors on May 25, 2007:-

- a) A Special Dividend I of 8 sen per share tax exempt;
- b) A Special Dividend II of 3 sen per share less income tax at 27%; and
- c) A First and Final Dividend of 12 sen per share less income tax at 27%

NOTICE IS ALSO HEREBY GIVEN that a Special Interim Dividend I of 3 sen per share tax exempt for the year ending December 31, 2007 will be paid on June 12, 2007 to depositors registered in the Records of Depositors on May 25, 2007.

A Depositor shall qualify for entitlement to the Dividends in respect of:-

- a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on May 25, 2007 in respect of ordinary transfers;
- b) shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities

By Order of the Board,

KHOO LAY TATT (MAICSA 7029262)
HOW WEE LING (MAICSA 7033850)
Secretaries

Penang
Date: April 26, 2007



Statement Accompanying Notice of Annual General Meeting

RETIREMENT OF DIRECTORS

Pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Securities, the details of two (2) directors seeking re-election are set out in their respective profiles which appear in the Board of Directors' Profile on pages 14 to 15 of the Annual Report. The details of their respective interests in the securities of the Company are set out in the Analysis of Shareholdings which appear on page 83 of the Annual Report.



Share Buy-Back Statement

1. DISCLAIMER STATEMENT

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Share Buy-Back Statement (“Statement”) prior to its issuance, takes no responsibility for the contents of the Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Statement.

2. RATIONALE FOR THE PROPOSED PURCHASED BY P.I.E. INDUSTRIAL BERHAD (“PIE” OR “THE COMPANY”) OF ITS OWN ORDINARY SHARES OF RM1.00 EACH (“SHARES”) REPRESENTING UP TO 10% OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL (“PROPOSED SHARE BUY-BACK”)

The Proposed Share Buy-Back, if exercised, would potentially benefit the Company and its shareholders as follows:-

- i) The Proposed Share Buy-Back would enable the Company to utilize its surplus financial resources to purchase Shares when appropriate, and at prices which the Board of Directors of the Company (“the Board”) view as favourable to the Company;
- ii) The Proposed Share Buy-Back would effectively reduce the number of Shares carrying voting and participation rights (unless the Purchased Shares are resold on Bursa Securities or distributed as share dividends). Consequently, all else being equal, the Earnings Per Share of the PIE Group (“the Group”) may be enhanced as the earnings of the Group would be divided by a reduced number of Shares; and
- iii) The Purchased Shares which will be retained as treasury shares may potentially be resold on Bursa Securities at a higher price and therefore realizing a potential gain in reserves without affecting the total issued and paid-up share capital of the Company. The treasury shares may also be distributed to shareholders as dividends and, if undertaken, would serve to reward the shareholders of the Company.

3. RETAINED EARNINGS AND SHARE PREMIUM

Based on the audited financial statements of PIE as at 31 December 2006, the retained earnings and share premium of the Company stood at RM11,992,710 and RM16,248,166 respectively.

4. SOURCE OF FUNDING

The Proposed Share Buy-Back will be funded from internally generated funds. The Company has adequate resources to undertake the Proposed Share Buy-Back in view that the Company has net cash and cash equivalent balance of approximately RM7.29 million based on the audited financial statements of PIE as at 31 December 2006. Any funds utilized by PIE for the Proposed Share Buy-Back will consequentially reduce the resources available to PIE for its operations by a corresponding amount for shares bought back.

5. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders in the Company as a consequence of the Proposed Share Buy-Back, none of the Directors and substantial shareholders of PIE nor persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back and, if any, the resale of the treasury shares.



Share Buy-Back Statement (cont'd)

Based on the Register of Directors and the Register of Substantial Shareholders of PIE as at 30 March 2007 and assuming that PIE implements the Proposed Share Buy-Back in full, the effects of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders of PIE are as follows:-

Directors

| Name | Existing as at 30 March 2007 | | | | After the Proposed Share Buy-Back | | | |
|---|------------------------------|------|---------------|----|-----------------------------------|------|---------------|----|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | % * | No. of Shares | %* | No. of Shares | %^ | No. of Shares | %^ |
| Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum | | | | | | | | |
| Tunku Mohammad Jewa | 10,001 | 0.02 | - | - | 10,001 | 0.02 | - | - |
| Mui Chung Meng | 330,000 | 0.53 | - | - | 330,000 | 0.55 | - | - |
| Chen, Chih-Wen | 170,000 | 0.27 | - | - | 170,000 | 0.28 | - | - |
| Cheng Shing Tsung | 10,000 | 0.02 | - | - | 10,000 | 0.02 | - | - |
| Ahmad Murad Bin Abdul Aziz | 8,001 | 0.01 | - | - | 8,001 | 0.01 | - | - |
| Cheung Ho Leung | - | - | - | - | - | - | - | - |

Substantial Shareholders

| Name | Existing as at 30 March 2007 | | | | After the Proposed Share Buy-Back | | | |
|---------------------------------------|------------------------------|-------|-------------------------|-------|-----------------------------------|-------|-------------------------|-------|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | %* | No. of Shares | %* | No. of Shares | %^ | No. of Shares | %^ |
| Pan Global Holding Co Ltd | 32,909,998 | 52.95 | - | - | 32,909,998 | 54.85 | - | - |
| Lembaga Tabung Haji Pan-International | 3,949,200 | 6.35 | - | - | 3,949,200 | 6.58 | - | - |
| Industrial Corporation | - | - | 32,909,998 ¹ | 52.95 | - | - | 32,909,998 ¹ | 54.85 |

Note:

* Percentage shareholding computed based on 62,149,800 PIE Shares excluding 1,377,200 shares held as treasury shares from the total issued and paid-up share capital of 63,527,000 Ordinary Shares of RM1.00 each

^ Percentage shareholding computed based on 60,000,000 PIE Shares assuming the Proposed Share Buy-Back is carried out in full and all the shares so purchased are held as treasury shares

¹ By virtue of its substantial interest in Pan Global Holding Co Ltd

6. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

6.1 Potential Advantages of the Proposed Share Buy-Back

The potential advantages of the Proposed Share-Buy Back are as set out in Section 2 of the Statement.

6.2 Potential disadvantages of the Proposed Share Buy-Back

The potential disadvantages of the Proposed Share Buy-Back are as follows:-

- i) The Proposed Share Buy-Back, if implemented, would reduce the financial resources of the Group. This may result in the Group having to forego better future investment or business opportunities and/ or any interest income that may be derived from the deposit of such funds in interest bearing instruments; and
- ii) The Proposed Share Buy-Back may also result in a reduction of financial resources available for distribution in the form of cash dividends to shareholders of PIE in the immediate future.



Share Buy-Back Statement (cont'd)

However, the financial resources of the Group may increase pursuant to the resale of the Purchased Shares held as treasury shares at prices higher than the purchase price. In this connection, the Board will be mindful of the interests of the Group and shareholders of PIE in implementing the Proposed Share Buy-Back and in subsequent resale of the treasury shares on Bursa Securities, if any.

7. MATERIAL FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The material financial effects of the Proposed Share Buy-Back on the share capital, consolidated Net Tangible Assets (NTA), working capital, earnings, dividends and the substantial shareholders' shareholdings in PIE are set out below:

7.1 Share Capital

As at 30 March 2007, the issued and paid-up capital of PIE was RM63,527,000 comprising 63,527,000 Shares including 1,377,200 shares held as treasury shares. As PIE has complied the prescribed minimum share capital requirement for a Main Board Company at RM60,000,000 at all time, therefore, the maximum number of Purchased Shares that can be cancelled by PIE, pursuant to the Proposed Share Buy-Back is 3,527,000 Shares. Under this scenario, the issued and paid-up share capital of PIE will be diminished from RM63,527,000 comprising 63,527,000 Shares as at 30 March 2007 to RM60,000,000 comprising 60,000,000 Shares.

The Proposed Share Buy-Back will not have any effect on the issued and paid-up share capital of the Company as Shares purchased are to be retained as treasury shares. However, while the Purchased Shares are held as treasury shares, Section 67A (3C) of the Companies Act, 1965 states that the rights attached to them as to voting, dividends and participation in other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares for any purposes including without limiting the generality of this provision, the provisions of any law or requirements of the articles of association of the Company or the listing rules of a stock exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

7.2 NTA

The effects of the Proposed Share Buy-Back on the consolidated NTA of the Group would depend on the purchase price and number of Purchased Shares, the effective funding cost to PIE to finance the Purchased Shares or any loss in interest income to PIE.

The Proposed Share Buy-Back will reduce the consolidated NTA per Share at the time of purchase if the purchase price exceeds the consolidated NTA per Share and conversely will increase the consolidated NTA per Share at the time of purchase if the purchase price is less than the consolidated NTA per Share.

Should the Purchased Shares be resold, the consolidated NTA will increase if the Company realizes a capital gain from the resale, and vice-versa. However, the quantum of the increase in NTA will depend on the selling prices of the Purchased Shares and the number of Purchased Shares resold.

7.3 Working Capital

The Proposed Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which would depend on the purchase price of the Purchased Shares, the number of Purchased Shares and any associated costs incurred in making the purchase.

7.4 Earnings

The effects of the Proposed Share Buy-Back on the earnings of the Group would depend on the purchase price and number of Purchased Shares, the effective funding cost to PIE to finance the Purchased Shares or any loss in interest income to PIE.



Share Buy-Back Statement (cont'd)

In view that the Purchased Shares would be retained as treasury shares, the reduction in the number of Shares applied in the computation of the Earnings Per Share (EPS) pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the EPS for the financial year ending 31 December 2007.

Should the Purchased Shares be resold, the extent of the impact to the EPS of the Group will depend on the actual selling price, the number of treasury shares resold, and any effective funding cost from the Proposed Share Buy-Back.

7.5 Dividends

Assuming the Proposed Share Buy-Back is implemented in full, dividends would be paid on the remaining issued and paid-up share capital of PIE (excluding the Shares already purchased). The Proposed Share Buy-Back may have an impact on the Company's dividend policy for the financial year ending 31 December 2007 as it would reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the treasury shares purchased may be distributed as dividends to shareholders of the Company, if the Company so decides.

Any dividends to be declared by PIE in the future would depend on, inter-alia, the profitability and cashflow position of the Group.

7.6 Substantial Shareholders

Shares bought back by the Company under the Proposed Share Buy-Back that are retained as treasury shares will result in a proportionate increase in the percentage shareholdings of the substantial shareholders in the Company. Please refer to Section 5 of this Statement for further details.

8. IMPLICATIONS OF THE PROPOSED SHARE BUY-BACK RELATING TO THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 1998 (THE "CODE")

In the event that the Proposed Share Buy-Back results in any substantial shareholder and/or persons acting in concert with him/her holding more than 33% of the voting shares of the Company, pursuant to the Code, the affected substantial shareholder and/or persons acting in concert with him/her will be obliged to make a mandatory offer for the remaining Shares not held by him/her.

In the event that the Proposed Share Buy-Back results in any substantial shareholder and/or persons acting in concert with him/her who already holds more than 33% of the voting shares of the Company increasing by more than 2% in any six (6) months period, pursuant to the Code, the affected substantial shareholder and/or persons acting in concert with him/her will be obligated to make a mandatory offer for the remaining Shares not held by it.

However, the affected substantial shareholder and/or persons acting in concert with him/her may apply for a waiver from the obligation to make a mandatory offer from the Securities Commission under the Practice Note 2.9.10 of the Code.

9. PURCHASES MADE BY THE COMPANY OF ITS OWN SHARES IN THE LAST FINANCIAL YEAR

The information on the purchases made by the Company of its own shares during the financial year ended 31 December 2006 is as set out on the page 31 of this Annual Report.



Share Buy-Back Statement (cont'd)

10. PUBLIC SHAREHOLDING SPREAD

According to the Record of Depositors maintained by Bursa Malaysia Depository Sdn. Bhd. as at 30 March 2007, approximately 28,157,900 Shares representing 45.31% of the issued and paid-up share capital of the Company were held by 2,269 public shareholders holding not less than 100 Shares each. In this regard, the Board undertakes to purchase Shares only to the extent that the public shareholding spread of PIE shall not fall below 25% of the issued and paid-up share capital of the Company and are in the hands of a minimum of 1,000 public shareholders holding not less than 100 Shares each at all times pursuant to the Proposed Share Buy-Back, in accordance with paragraph 12.14 of the Bursa Securities Listing Requirements.

11. DIRECTORS' STATEMENT

After taking into consideration all relevant factors, the Board is of the opinion that the Proposed Share Buy-Back described above is in the best interest of the Company.

12. DIRECTORS' RECOMMENDATION

The Board recommends that you vote in favour of the ordinary resolution to be tabled at the forthcoming Tenth Annual General Meeting to give effect to the Proposed Share Buy-Back.

13. FURTHER INFORMATION

There is no other information concerning the Proposed Share Buy-Back as shareholders and other professional advisers would reasonably require and expect to find in the Statement for the purpose of making informed assessment as to the merits of approving the Proposed Share Buy-Back and the extent of the risks involved in doing so.



Corporate Information

BOARD OF DIRECTORS

| | |
|---|--|
| Chairman – Senior Independent Non-Executive Director | Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jawa |
| Managing Director | Mui Chung Meng |
| Executive Director | Chen, Chih-Wen |
| Executive Director | Cheung Ho Leung |
| Senior Independent Non-Executive Director | Ahmad Murad Bin Abdul Aziz |
| Non-Executive Director | Cheng Shing Tsung |

AUDIT COMMITTEE

| | |
|---|--|
| Chairman - Senior Independent Non-Executive Director | Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jawa |
| Member - Senior Independent Non-Executive Director | Ahmad Murad Bin Abdul Aziz |
| Member - Non-Independent/ Executive Director | Chen, Chih-Wen |

COMPANY SECRETARIES

Khoo Lay Tatt (MAICSA 7029262)
How Wee Ling (MAICSA 7033850)

AUDITORS

Deloitte KassimChan
Chartered Accountants
4th Floor Wisma Wang
251-A Jalan Burma, 10350 Penang
Tel : 04-2288255 Fax : 04-2288355

REGISTERED OFFICE

57-2 Persiaran Bayan Indah
Bayan Bay, Sungai Nibong
11900 Penang
Tel : 04-6429887 Fax : 04-6456698

REGISTRAR

PFA Registration Services Sdn. Bhd.
(Company No. 19234-W)
Level 13, Uptown 1
No. 1 Jalan SS 21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-77254888 / 03-77258046
Fax: 03-77222311



Corporate Information (cont'd)

PRINCIPAL BANKERS

Public Bank Berhad
2684 & 2685, Jalan Chain Ferry
Taman Inderawasih
13600 Prai

Citibank Berhad
42, Jalan Sultan Ahmad Shah
10050 Penang

RHB Bank Berhad
2784 & 2785, Jalan Chain Ferry
Taman Inderawasih
13600 Prai

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia
Securities Berhad
Sector: Industrial Products
Stock Name: PIE
Stock Code: 7095



Board of Directors' Profile

Y.T.M. TUNKU DATO' DR. ISMAIL IBNI ALMARHUM TUNKU MOHAMMAD JEW A

Chairman

(Independent / Non-Executive)

Malaysian

Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa, aged 70, was appointed to the Board on 2 June 1997. He obtained his Bachelor of Arts Degree from the University of Malaya in 1967, Masters in Educations from the Pennsylvania State University, the USA in 1972, PhD in Educational Administration from the University of Malaya in 1979 and Post Doctoral Special Auditor from Harvard University, the USA in 1984. He is a leading academician with an array of working experience. He began his career as a teacher with the Ministry of Education in 1961. He was the Senior Assistant of Sekolah Abdullah Munshi in Penang in 1968 and was promoted to Principal in 1969. He was the Dean of Education Studies in Universiti Sains Malaysia from 1979 to 1992 and also the Professor of Educational Administration in Universiti Sains Malaysia from 1988 to 1995. He was also the Chairman of the Penang Bureau of Information and Education and Penang State Consumer Council since 1990 and President of the State of Penang Family Planning Association since 1979.

Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa is also the Senior Independent Non-Executive Director of CAB Cakaran Corporation Berhad and Independent Non-Executive Director of Oriental Holdings Berhad and Luster Industries Berhad. He is also a Company Director of Merrill Lynch (KL) Sdn. Bhd.

He is also the Chairman of the Audit Committee of the Company.

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.

MUI CHUNG MENG

Managing Director

(Non-Independent / Executive)

Malaysian

Mui Chung Meng, aged 55, was appointed to the Board on 10 May 2000. He graduated from the University of Singapore majoring in Electronics in 1974 and was an Associate Member of the Institute of Electrical Engineers in 1977. He also obtained a Diploma in Plastic and Rubber Technology (UK) in 1988 under the guidance of Universiti Sains Malaysia and the Rubber Research Institute of Malaysia. Mr. Mui joined Pan-International Electronics (Thailand) Co. Ltd. in 1993 and was subsequently promoted to General Manager of the South East Asian Division of Pan-International Industrial Corporation. From 1974 to 1980, he was attached to Siemens and Intel, which are involved in semiconductor electronic manufacturing, as Production Engineer in-charge of transistors and optoelectronic products manufacturing and QA Engineer in-charge of quality control activities of the entire assembly plant respectively. From 1981 to 1992, he was the operation manager of Kayel Rubber Products and Polynic Industry who handled the overall operations of rubber and plastic products manufacturing. Through these experiences, Mr. Mui gained extensive knowledge in the fields of electronics, plastics and rubber.

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.

CHEN, CHIH-WEN

Executive Director

(Non-Independent / Executive)

Taiwanese

Chen Chih-Wen, aged 50, was appointed to the Board on 10 May 2000. He graduated with a Bachelor of Science Degree in Accounting from Feng-Chia University, Taiwan in 1980. Prior to joining PIE Group in 1991, he was involved in the electronic industry for five (5) years with listed companies in Taiwan and four (4) years in the cement-related industry. He is responsible for the corporate finance affairs, treasury and accounting functions of the Group.

He is also a member of the Audit Committee of the Company.

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.



Board of Directors' Profile (cont'd)

CHEUNG HO LEUNG

Executive Director
(Non-Independent / Executive)
American

Cheung Ho Leung, aged 50, was appointed to the Board on 15 March 2005. He graduated with a Bachelor of Science Degree with Honors Class II in Electrical Engineering from University of Birmingham, UK in 1979. Upon graduation, Mr. Cheung began his career in 1979 as an Engineer in Lucas CAV Ltd. in London, England. In 1981, he joined Apple Computer International Ltd. in Singapore as a Test Engineer and was subsequently promoted to Test Engineering & Apple II GS Project Manager in 1985. Two years later, he was transferred to Apple Computer Ltd. in Cupertino, CA, as a Manager of Apple II Design Center and was promoted to Senior Vice President & General Manager in the middle of 1996. He left in 1997 to join Cidco Inc. in Morgan Hill, CA as a Vice President & General Manager of Internet Solution Division. Subsequently in 1998, he joined Nasteel Electronics Ltd. in Morgan Hill, CA (NEL) as a Senior Vice President of Worldwide Marketing and Advance Engineering. He is currently the Corp Vice President and General Manager of the "Integrated Digital Products Business Group" in Hon Hai Precision Industry Co. Ltd. and is responsible for developing a fully integrated supply chain for its key customers in three regions, USA, Asia and Europe.

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.

CHENG SHING TSUNG

Director
(Non-Independent / Non-Executive)
British

Cheng Shing Tsung, aged 69, was appointed to the Board on 10 May 2000. He obtained a diploma from Radio Communication College, Hong Kong in 1960. Mr. Cheng started his career in Sony Corporation Hong Kong Ltd. at the end of 1960 as an Assistant Engineer. In 1965, he joined Atlas Electronic Corp. as Material Chief. Two years later, he was transferred to Electronic Industrial Ltd., a subsidiary of General Electric USA (Audio Division), in Hong Kong as Purchasing Leader. In early 1974, he was promoted as Procurement Manager who controlled all purchasing activities of General Electric Television & Appliance Pte. Ltd. in Singapore. He is currently the General Manager of Foxconn Singapore Pte. Ltd., the subsidiary company of Hon Hai Precision Industry Co. Ltd..

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.

AHMAD MURAD BIN ABDUL AZIZ

Senior Independent Director
(Independent / Non-Executive)
Malaysian

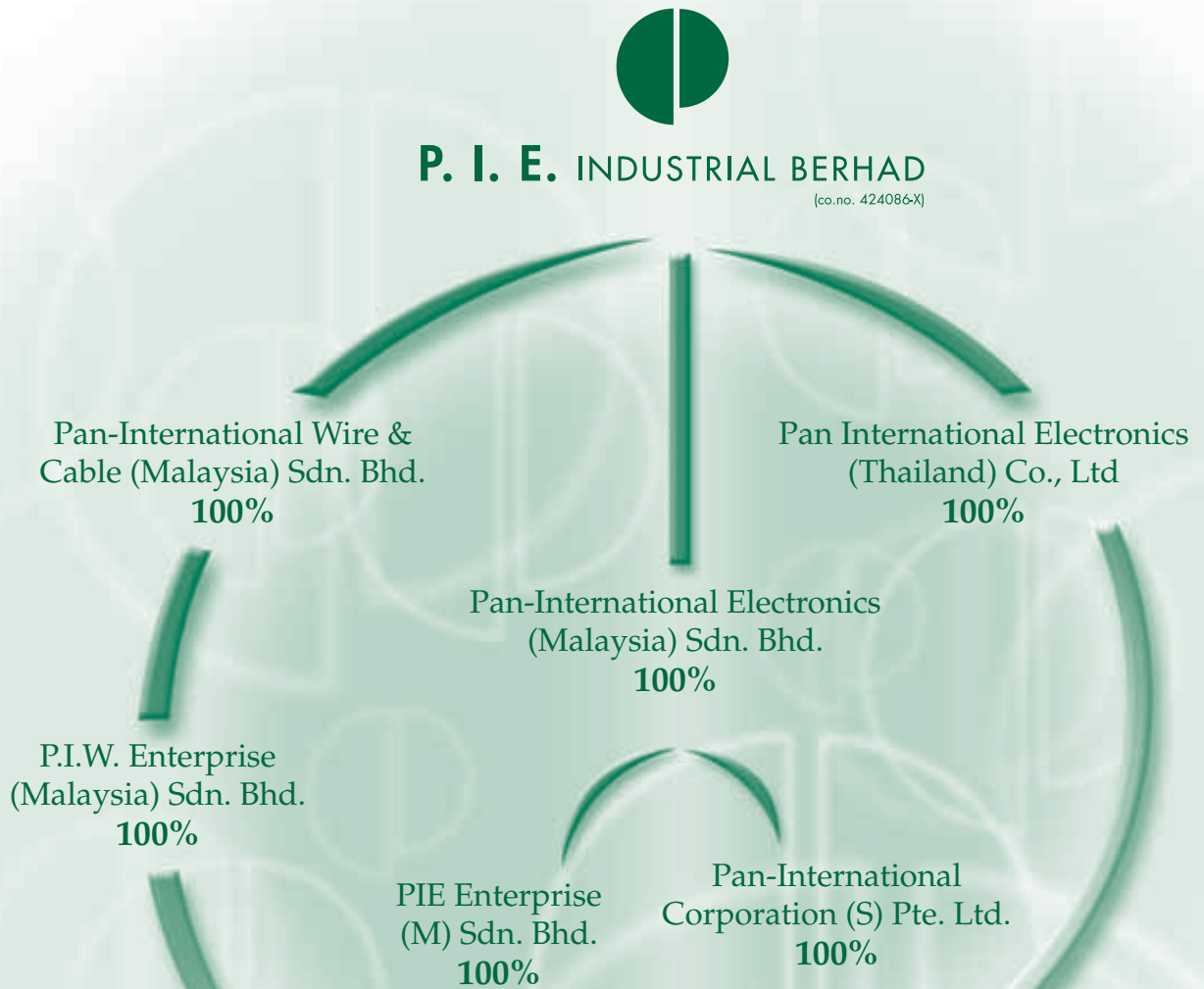
Ahmad Murad Bin Abdul Aziz, aged 48, was appointed to the Board on 2 June 1997. He graduated with a law degree from University of Malaya in 1982. He is a lawyer by profession and has more than eighteen (18) years of working experience in the legal practice. He was a Senior Partner of Murad & Foo from 1990 to 1999. Prior to that, he worked as a legal assistant with Kadir, Tan & Ramlee from 1983 to 1985 and a partner of Murad and Leong from 1985 to 1989. He is currently a partner of K.M. Chye & Murad.

He is also a member of the Audit Committee of the Company.

He has no family relationship with any other Directors and/or major shareholders of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company. Neither has he been convicted of any offences in the last 10 years.



Group Structure





Chairman's Statement

On behalf of the Board of Directors of P.I.E. INDUSTRIAL BERHAD, I am pleased to present the Annual Report and Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2006.

The Group has operated in a more challenging environment in the financial year under review with the competitive business environment coupled with the continuous increasing of the copper price used in the manufacturing activities. The year 2006 has witnessed one of the highest copper prices in the past twenty years which has caused the materials costs to increase in tandem and partially impacted the profit margin of certain manufacturing products. This was worsened by rising prices of crude oil, PVC materials cost and other components cost, which has resulted an increase in operating costs. However, with the implementation of the effective cost saving exercises across the entire organization, strong platform of vertically integrated businesses, highly skilled and committed workforce, the Group was well positioned to confront these challenges.

Financial Performance

Despite the recent competitive business environment and inflationary pressures, the Group's operations and business continued to grow under the favorable economic atmospheres that it operated in and has achieved a set of improved and satisfactory results for financial year 2006.

For the financial year under review, the Group registered an increased revenue of RM277.56 million as compared to the last financial year of RM203.68 million. In line with the higher revenue generated in the financial year 2006, the Group achieved a net profit of RM26.16 million, showing an increase by RM9.21 million or 54.34% as compared to the previous financial year of RM16.95 million. With the higher revenue and profit achieved by the Group, the basic earnings per share increased accordingly to 41.92 sen from 27.42 sen recorded previously. In line with our objective to enhance shareholders' value, the Group's net assets per share stood at RM2.71 as at 31 December 2006, which represented an increase of 12 % as compared to RM2.42 recorded at the end of the preceding financial year. The Group continues to maintain a set of healthy and financially sound balance sheet with surplus cash of RM44.29 million for future expansion and diversification.

The overall financial performance of the Group for the financial year 2006 reflects our prudent corporate strategic to remain focused on our core competencies, with continuous effort put in broadening our product mix and revenue base.

Dividend

A first and final dividend of 12 sen gross per ordinary share, less tax and a special dividend of 6 sen per ordinary share, tax exempt, amounting to RM5,452,099 and RM3,786,180 respectively in respect of the financial year ended 31 December 2005 were declared and paid by the Company during the current financial year.

In line with the Group's performance and as a recognition of your continuous support, the Board of Directors is recommending a Special Dividend I of 8 sen per ordinary share, tax exempt, a Special Dividend II of 3 sen gross per ordinary share, less tax and a First and Final Dividend of 12 sen gross per ordinary share, less tax, in respect of the financial year ended 31 December 2006, subject to the shareholders' approval at the forthcoming Tenth Annual General Meeting. The entitlement and payment date of the above recommended dividends are as disclosed in this Annual Report.

Corporate Development

On 8 September 2006, the Group has subscribed for 50% of the equity interest of Infra-Info Telecommunications Sdn. Bhd. comprising 25,000 ordinary shares of RM1.00 each for a cash consideration of RM25,000. The jointly controlled entity is a company incorporated in Malaysia and is principally involved in the provision of wireless broadband services and sale of related telecommunications products.

The above joint venture was in line with the Group's strategic plans to participate in the new source of business ventures and the joint venture is expected to contribute positively to the earnings of the Group in future.



Chairman's Statement (cont'd)

Operation Review

In order to stand resilient during the challenging time with the continuous uncertainties in the global economic environment and the competitive business environment, the Board of Directors together with its management constantly reviews the entire Group's operations and continues its structured approach to pursue the long term growth and prospects by upgrading the engineering capabilities, manufacturing facilities and technical know-how, strategically moving to high-end value added new products, and identifying new business opportunities, especially from the global market perspective.

Our existing core businesses, namely Contract Electronic Manufacturing (CEM) and Raw Cable and Wire Manufacturing services have played an important role in bringing the Group to achieve a favorable growth in term of revenue and earning for the financial year 2006. The CEM services division remained the major businesses and principal revenue contributor to the increase in the Group's revenue during the financial year under review. This division's turnover rose 15.30% to RM136.97 million from RM118.79 million recorded in the previous financial year and has contributed approximately 50% of the Group's revenue. The Group sees a good year ahead for its CEM services division, which will continue to be the main revenue contributor. As such, the Group will continue to aim at its niche market, i.e. industrial electronic products, medical accessories and 3C products (computer, communication, and consumer electronic) and etc; and as well will continue its endeavor to secure more business contracts from new and existing customers in the following financial year with its efforts in continuous integration of new capabilities in manufacturing, engineering and distribution and continuing efforts to solicit new business partners in diversified industries.

For the year under review, the Raw Cable and Wire Manufacturing division contributed about 27% of the Group's revenue. Besides on maintaining traditional product supply to PC-related and consumer electronic industries, this division will keep on developing high value-added products, e.g. high quality cross-linked cable and carbon fiber cable for customers in specific automobile and medical industries. In order to drive the lower operating costs as a result of faced with the continuous drastic increasing of copper price, PVC material costs and other components cost used in the manufacturing activities of this division and to remain competitive in the long run, the management has implemented a cost saving exercises and initiated the improvement in operation efficiency and product mix.

Whereas for Cable Assembly and Wire Harness division in Thailand, this division has contributed about 9% of the Group's revenue for the year under review. This division is expected to continuously contribute positively to the earnings of the Group in the near future through the customer-selection strategy, namely, focusing on customers that contributes higher profit margin and widening the customer base to further maintain the earning power.

Except for the abovementioned manufacturing divisions, the Group's Trading Activity division also has played the main role to the growth of the Group's revenue for the financial year 2006 where this division has contributed about 14% of the Group's revenue, as compared to 11% recorded in the previous year. In addition to the sales of its existing PC optical peripheral products, e.g. CD-ROM/ CD-RW drive, telecommunication and consumer electronics products, e.g. Bluetooth Wireless Headset, some aggressive steps also have been taken by this division to add on more variety of new products and extend the distribution channels beyond current Asian countries to enhance revenue in the coming year.

Prospect and Outlook

The Group is expecting another challenging year with the stiff global competition environment. However, the Group foresees that the trend for customers in our niche market to outsource manufacturing operations will continue while they concentrate on their core competencies of research and development, product design, marketing and brand loyalty. Correspondingly, the prospect of the Group in year 2007 will continue to remain bright and promising.

Nevertheless, the Group remains cautious and guarded with the volatility of the industry they involved and uncertainties fueled by factors such as hiking oil price and effects of strengthening Ringgit towards the export proceeds. As such, in order to strengthen its position in this competitive business environment, the Group continues to implement its strategic approach to take advantage of the expected outsourcing trend, expand the capacity in tandem with the customers' growth and undertake more cost effective measures and quality deliveries to meet the customers' requirements. Marketing efforts will be stepped up also to grow the customer base and penetrate new markets that will increase the revenue and earning.



Chairman's Statement (cont'd)

Further to this, the Board of Directors together with its management remains committed to continuously pursue excellence and strive to increase shareholders' value by insulating itself from any unforeseen unfavorable impacts and its effort to streamline and rationalize the business and is constantly looking out for new viable businesses opportunities that are synergistic to the businesses of the Group. Barring unforeseen circumstances, the Group expects better performance both in revenue and profitability in the coming year.

Acknowledgment

On behalf of the Board of Directors, I would like to express our gratitude and appreciation to the management and the staff of the Group for their continued efforts, commitment and contribution in instituting the strict strategic and operational measures needed to stand resilient during these challenging times. I would also like to thank all our valued customers, suppliers, business associates, investors, the relevant authorities, financiers and bankers for their invaluable and continuous support and confidence in the Group.

Y.T.M. TUNKU DATO' DR. ISMAIL
IBNI ALMARHUM TUNKU MOHAMMAD JAWA
Chairman

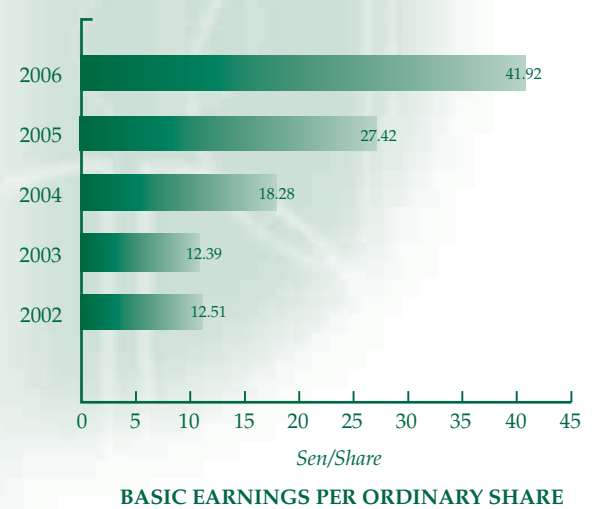
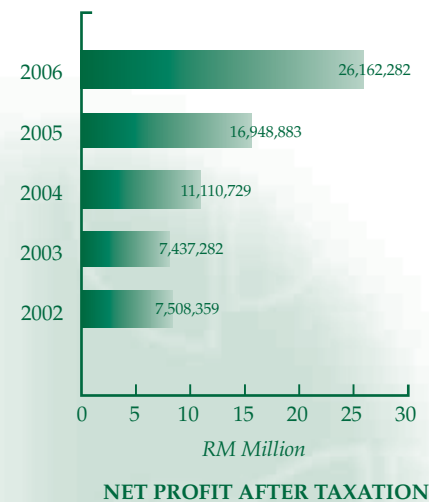
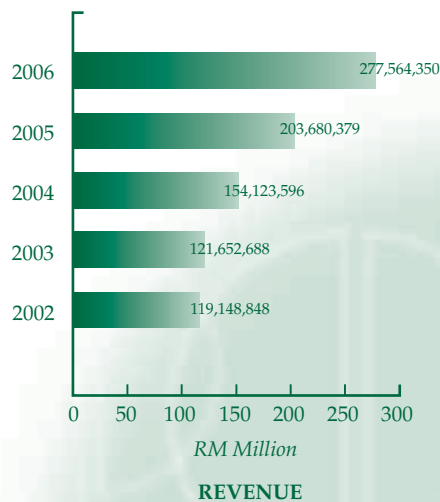


Group Financial Highlights

Five Years Financial Summary

| | Year ended December 31 | | | | |
|---|------------------------|----------------|----------------|----------------|----------------|
| | 2002 RM | 2003 RM | 2004 RM | 2005 RM | 2006 RM |
| Revenue | 119,148,848 | 121,652,688 | 154,123,596 | 203,680,379 | 277,564,350 |
| Profit before taxation | 10,800,091 | 10,717,220 | 14,198,430 | 21,321,538 | 32,952,733 |
| Net profit after taxation | 7,508,359 | 7,437,282 | 11,110,729 | 16,948,883 | 26,162,282 |
| Basic earnings per ordinary share (Sen) | 12.51 | 12.39 | 18.28 | 27.42 | 41.92 |
| Shareholders' equity | 126,625,056 | 128,211,785 | 134,106,360 | 150,155,090 | 167,845,003 |
| Net Assets per share | 2.11 | 2.13 | 2.19 | 2.42 | 2.71 |
| Issued and fully paid-up share capital of RM 1.00 each | 60,000,000 | 60,057,000 | 61,239,000 | 62,046,000 | 63,130,000* |
| Gross dividend per share (Sen): | | | | | |
| Declared and Paid | 10 | 12 | 12 | 18 | Not Applicable |
| Proposed | Not Applicable | Not Applicable | Not Applicable | Not Applicable | 23 |

* The issued and fully paid-up share capital of RM63,130,000.00 is divided into 63,130,000 Ordinary Shares of RM1.00 each including 1,207,000 shares held as treasury shares.





Audit Committee Report

The Board of Directors is pleased to present the Audit Committee Report for the financial year ended 31 December 2006.

The Audit Committee was established by a resolution of the Board on 20 May 2000.

1. COMPOSITION OF AUDIT COMMITTEE

The Committee shall be appointed by the Board from amongst its members and shall at all times consist of not less than three (3) directors, the majority of whom must be Independent Non-Executive directors and at least one of them must be:

- (1) a member of the Malaysian Institute of Accountants; or
- (2) a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967 with at least 3 years' working experience; or
- (3) a degree/ masters/ doctorate holder in accounting or finance with at least 3 years' post qualification experience in accounting or finance; or
- (4) having at least 7 years' experience being a chief financial officer of a corporation; or
- (5) having the function of being primarily responsible for the management of the financial affairs of a corporation.

No alternate director shall be appointed as a member of the Audit Committee. The Chairman shall be selected by the members of the Audit Committee and should be an Independent director. The Company Secretary shall act as the Secretaries of the Audit Committee.

In the event that the number of Audit Committee members is reduced to below three, the Board of Directors shall, within three months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

The current Audit Committee comprises three (3) members, two (2) of them are Independent Non-Executive directors.

Chairman

Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa
(Senior Independent Non-Executive Chairman)

Member

Ahmad Murad bin Abdul Aziz *(Senior Independent Non-Executive Director)*
Chen, Chih-Wen *(Non-Independent/ Executive Director)*

The records of Audit Committee meetings for the financial year under review are as follows:

| Name of director | February 24, 2006 | May 19, 2006 | August 7, 2006 | November 17, 2006 |
|---|----------------------|-----------------|-------------------|----------------------|
| Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa | ✓ | ✓ | ✓ | ✓ |
| Ahmad Murad Bin Abdul Aziz | ✓ | ✓ | ✓ | ✓ |
| Chen, Chih-Wen | ✓ | ✓ | ✓ | ✓ |



Audit Committee Report (cont'd)

2. TERMS OF REFERENCE

Objectives

The primary objectives of the Audit Committee are:

- (a) To assist the Board in discharging its duties and responsibilities relating to the Group and the Company's management of principal risks, internal controls, financial reporting and compliance of statutory and legal requirements.
- (b) To maintain effective communication between the Board of Directors, senior management, internal auditors and external auditors in order to provide assurance that the information presented by management is relevant, reliable and timely.

Duties and Responsibilities

- Consider and recommend the appointment and remuneration of external auditor and to deal with matters relating to the resignation or dismissal.
- Review with the external auditors the scope of audit plan, system of internal accounting controls and their reports thereon.
- Review the effectiveness of internal audit procedures, consider the major findings of internal audit investigations and ensure co-ordination between the internal and external auditors.
- Review with management the audit reports issued by the internal and external auditors and the implementation of audit recommendations.
- Review any related party transactions that may arise within the Group.
- Review the quarterly results and year-end financial statements prior to submission to the Board of Directors for approval.
- Review the accounting policies adopted, any changes in accounting principles or practices and the level of prudence applied in areas requiring judgement.
- Review arrangements established by management for compliance with any regulation or other external reporting requirements.
- Perform such other functions as may be agreed by the Committee and the Board of Directors.

Authority

The Committee shall, in accordance with a procedure determined by the Board of Directors and at the cost of the Company:

- (a) have authority to investigate any matter within its terms of reference;
- (b) have the resources which are required to perform its duties;
- (c) have full and unrestricted access to any information pertaining to the Group and the Company;
- (d) have direct communication channels with the external auditors and persons carrying out the internal audit function;
- (e) be able to obtain professional or other advice; and
- (f) be able to convene meetings with the internal and external auditors, in the absence of the executive members of the Audit Committee, whenever deemed necessary.



Audit Committee Report (cont'd)

Meetings

Meetings shall be held once every quarter. The Chairman shall call a meeting of the Committee if requested to do so by any Committee member, the management or the internal or external auditors. The Committee may invite the members of the Board, the management, the internal auditors and the representative of the external auditors to attend any of its meetings, as it deems necessary.

The quorum for a meeting of the Committee shall be two (2) members present and the majority of them must be independent non-executive directors.

The Company Secretary is also responsible for keeping the minutes of the meeting of the Committee, circulating them to the Committee members and to the other members of the Board and following up on outstanding matters.

3. ACTIVITIES OF THE AUDIT COMMITTEE

The following activities were carried out by the Committee during the financial year ended 31 December 2006 in the discharge of its duties and responsibilities:

- Reviewed the draft quarterly results and year-end financial statements prior to submission to the Board for approval.
- Reviewed the audit reports and related party transaction reports issued by the internal and external auditors and the implementation of audit recommendations.
- Reviewed the compliance on the Bursa Malaysia Securities Berhad ("Bursa Securities") Listing Requirements, Malaysian Code on Corporate Governance and other statutory requirements.
- Established internal audit function and determine the terms of reference with the assistance of external professional.
- Reviewed and verified the allocation of Employee Share Option Scheme ("ESOS") in compliance with the Bursa Securities Listing Requirements and ESOS By-Laws of the Company.

4. INTERNAL AUDIT FUNCTION

During the financial year, the Board on the recommendations by the Audit Committee has engaged an external professional firm to carry out internal audit function for the Group. The internal auditors report directly to the Audit Committee.

The primary role of the internal auditors is to inter-alia, assist the Audit Committee on an ongoing basis to:

- review the risk management framework
- evaluate the state of compliance with the Bursa Securities Listing Requirements, Malaysian Code on Corporate Governance and other statutory requirements
- provide independent, systematic and objective evaluation on the state of internal control within the Group
- review recurrent related party transactions
- perform such other functions as requested by the Audit Committee

During the financial year, the internal auditors have assisted the Audit Committee to:

- plan and conduct the internal audit for financial year 2006
- review the state of corporate governance of the Group
- review and document the risk management framework of the Group
- review the state of internal control of various operating cycles within the Group
- review recurrent related party transactions



Statement on Corporate Governance

Board's Commitments

The Board of Directors ("the Board") of P.I.E. Industrial Berhad is committed to comply with the Malaysian Code on Corporate Governance ("the Code") which sets out the principles and recommended best practices for all public listed companies.

The Board has assessed the level of corporate governance practiced in the Group and confirms that unless otherwise stated in this statement, the Group has complied with all the principles and recommended best practices throughout the financial year ended 31 December 2006.

A) The Board

The Board recognised its stewardship responsibility to lead the Group towards the highest level of corporate governance, strategic decisions and standard of conducts.

i) Board Balance

The present Board of Directors, headed by the chairman is comprised of:

- 3 Non-Independent, Executive Directors
- 1 Non-Independent, Non-Executive Director
- 2 Independent, Non-Executive Directors

The composition of the Board is in compliance with the Bursa Securities Listing Requirements and the Code. It also balanced to reflect the interests of the major shareholders, management and minority shareholders. Collectively, the Directors bring a wide range of business and financial experience relevant to the direction of the Group.

There is a clear division of responsibilities between the Chairman and the Managing Director to ensure that there is a balance of power and authority. The Chairman is responsible for running the Board and ensuring that all Directors receive sufficient and relevant information on financial and non-financial matters to enable them to participate actively in Board decisions whilst the Managing Director has overall responsibilities over the operating units, organization effectiveness and implementation of Board's policies and decisions.

The Board is well balanced with the presence of Independent Non-Executive Directors who are of caliber and collectively provide independent assessments and judgments in the decision making process of the Board.

ii) Board Meetings

The Board governs the operations of the Group. The Board meets regularly, at least once in a quarter since the implementation of revamped listing requirements in early 2002, with additional meetings held as necessary to formulate and adopt strategic business plan for the Group, to evaluate the impact of risks affecting the operations of the Group and to formulate appropriate risk managing system.

Agenda and documents relevant to the Board meetings are circulated in advance to the Directors for their review before the meetings to ensure the effectiveness of the Board meetings. Any additional information requested by the Directors will be provided in timely manners.



Statement on Corporate Governance (cont'd)

During the financial year, the Board met four (4) times. The attendance of each director, taking into consideration the appointment date is as follows:

| Name of director | Designation | Number of meetings | |
|--|--|--------------------|----------|
| | | Held | Attended |
| Y.T.M. Tunku Dato' Dr Ismail Ibni Almarhum Tunku Mohammad Jewa | Senior Independent, Non-Executive Chairman | 4 | 4 |
| Mui Chung Meng | Non-Independent, Managing Director | 4 | 4 |
| Chen, Chih-Wen | Non-Independent, Executive Director | 4 | 4 |
| Cheung Ho Leung | Non-Independent, Executive Director | 4 | 4 |
| Cheng Shing Tsung | Non-Independent, Non-Executive Director | 4 | 4 |
| Ahmad Murad Bin Abdul Aziz | Senior Independent, Non-Executive Director | 4 | 4 |

iii) Supply of information

The Chairman ensures that all Directors have full and timely access to information with an agenda on matters requiring Board's consideration issued with appropriate notice and in advance of each meeting to enable Directors to obtain further explanations during the meeting, where necessary.

The Directors meet to review and approve all corporate announcements, including the announcement of the quarterly interim financial reports, before releasing them to the Bursa Securities.

All Directors have direct access to the advice and services of the Company Secretaries. The Company Secretaries, whose appointment and removal is the responsibility of the Board collectively, are qualified professionals with the necessary experience to advise the Board.

When necessary, the Directors could request for the service of independent professional advisors at the cost of the Company.

In leading and controlling the operations of the Group, the Board is assisted by the Board of Directors of each individual subsidiary that is primarily responsible to carry out decisions made by the Board. The Executive Directors of the Company also participate in the management meeting of certain subsidiaries to ensure that decisions made by the Board are disseminated and delegated effectively to the management of the subsidiaries.

iv) Directors' Training

All the Directors have attended and successfully completed the Mandatory Accreditation Programme (MAP) conducted by Bursatra Sdn. Bhd. to enhance their skills in the area of corporate governance.

The Board acknowledges the amendments to the Listing Requirements of Bursa Securities which stipulated that for the year 2005 onwards, the Board of Directors will assume the onus of determining or overseeing the training needs for Directors. In this respect, the Directors are encouraged to attend various external professional programmes deemed necessary in order to keep abreast with the latest developments in the market place, advances in corporate governance and to further enhance their skill and knowledge to enable them to discharge their duties as Directors in an effective manner.



Statement on Corporate Governance (cont'd)

v) Appointment and Re-election of Director

a) Appointment of Directors

The Code requires a formal and transparent procedure to be established for appointment of new Directors to the Board. The Code also endorses the establishment of a nomination committee, comprised exclusively of Non-Executive Directors, a majority of whom are Independent to propose new nominees to the Board and to assess directors on an on-going basis.

Given the present size of the Board and strong professionalism of the major shareholder, the Board has decided not to set up a nomination committee as recommended by the Code. As an alternative, the Board resolved that the nomination of candidates for directorship shall remain a collective decision by all Board members and has laid down the following procedures for appointment of new Directors:

1. The Board will review from time to time its composition to identify the need to further strengthen the Board.
2. The Board, with the assistance and recommendation of the Board members, will evaluate the caliber, credibility and experience of the candidates.
3. A Board Meeting or Resolution, under the professional service of a company secretary, will be convened or circulated to all Board members as to decide the appointment of the candidate(s) as director(s).
4. Newly appointed directors are required to undergo director's training programme as described in (iv) above and retire in the Annual General Meeting following his/her appointment and whether or not he/she shall remain in the Board shall be decided by shareholders.

b) Re-election of Directors

In accordance with the Company's Articles of Association, all Directors are subject to election at the Annual General Meeting ("AGM") following their appointment.

The Articles also provide that at least one-third of the remaining Directors be subject to re-election by rotation at each AGM.

The current terms of all directors are less than three years. This is in compliance with the provision of the requirement of the Code that all directors are required to submit themselves for re-election at regular intervals and at least every three years.

The Board of Directors will also review the effectiveness of the Board as a whole and further assess the contribution of each individual director who is seeking for re-election by rotation at each AGM.

vi) Directors' Remuneration

It is vital for the Group to attract and retain Directors of the necessary caliber to run the Group successfully. In line with requirements of the Code, the Group has established a remuneration policy for the Directors.

Given the present size of the Board, the Board has decided not to set up a remuneration committee as recommended by the Code. As an alternative, the Board formulated the following policy for fixing remuneration packages of each Director:

1. Determination of remuneration of Directors remained a collective decision of the Board.
2. The remuneration package of Executive Directors shall be determined based on the performance of the Group, the responsibilities, the experience required and the contribution by each individual Director in comparison to the industry norm.
3. The remuneration of Non-Executive Directors should be reflective of their experience, level of responsibilities and the contribution by each individual Director.
4. All Directors are entitled to directors' fee that is subject to shareholders' approval.
5. Other than directors' fee, Executive Directors shall be entitled to salary and bonus, statutory contribution and other allowances incidental to the performance of their duties.
6. The Board shall meet at least once in a financial year to deliberate on the remuneration packages for the Directors.
7. In determining the remuneration package of each Director, the Director concerned will abstain from the discussion.



Statement on Corporate Governance (cont'd)

Details of Directors' remuneration for the year ended 31 December 2006 are as follows:

- Aggregate remuneration of the Directors categorized into appropriate components:

| Category | Fee (RM) | Salaries (RM) | Bonus (RM) | Allowances (RM) | Total (RM) |
|-------------------------|---------------|----------------|----------------|-----------------|----------------|
| Executive Directors | 0 | 221,436 | 556,439 | 4,800 | 782,675 |
| Non-Executive Directors | 48,000 | 0 | 0 | 4,800 | 52,800 |
| Total | 48,000 | 221,436 | 556,439 | 9,600 | 835,475 |

- The number of Directors whose total remuneration fall within the following bands:

| Range of Remuneration | Number of Directors | |
|------------------------|---------------------|---------------|
| | Executive | Non-Executive |
| Below RM50,000 | 1 | 3 |
| RM100,001 to RM150,000 | 1 | 0 |
| RM600,001 to RM650,000 | 1 | 0 |

B) Accountability and Audit

Audit Committee

The Audit Committee of P.I.E. Industrial Berhad is comprised of:

Chairman: Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa
(Senior Independent, Non-Executive Chairman)

Members: Ahmad Murad Bin Abdul Aziz *(Senior Independent, Non-Executive Director)*
Chen, Chih-Wen *(Non-Independent, Executive Director)*

The terms of reference and the report of Audit Committee are as set out on pages 21 to 23.

i) Financial Reporting

In presenting the annual financial statements and quarterly announcement of interim financial results to the shareholders, the Board aims to provide and present a balanced and understandable assessment of the Group's financial performance and prospects. The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and the quality of its financial reporting. At the same time, the Audit Committee is assisting the Board in ensuring the accuracy, adequacy and completeness of the financial information that to be disclosed. The financial reports will be reviewed and approved by the Audit Committee prior to tabling them to the Board for approval.

ii) Internal Control

The Board is fully aware of its responsibility to safeguard and enhance the value of shareholders in the Group. Since the listing of P.I.E. Industrial Berhad, the Board has continuously placed emphasis on the need for maintaining a sound system of internal control.

In this regard, major internal control systems are documented and followed by the management of the Group. To enhance the effectiveness of internal control systems, the Board had in March 2002, established an internal audit function with the assistance of an external professional firm. The internal auditors will be able to provide additional independent review on the state of internal control of the Group.

iii) Relationship with the Auditors

The Board maintains a transparent relationship with external auditors. Members of the Audit Committee meet the external auditors at least once a year to discuss the results and concerns arising from their audit.



Statement on Corporate Governance (cont'd)

C) Relationship with Shareholders and Investors

In line with the recommendation by the Bursa Securities Listing Requirements and the Code, material information is disseminated to shareholders and investors on a timely basis. These information, which could be assessed through Bursa Securities website at www.bursamalaysia.com, include:

1. Quarterly announcements
2. Annual reports
3. Circular to shareholders
4. Other important announcements

In addition to the above, time will be allocated for during Annual General Meeting for dialogue with shareholders to address issues concerning the Group.

In compliance with the recommended best practice by the Code, the Board has appointed Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jewa as a Senior Independent Non-Executive Director to whom minority shareholders could convey their concern over the operations of the Group. His contact information is as follows:

P.I.E. Industrial Berhad
Plot 6, Jalan Jelawat 1
Seberang Jaya Industrial Estate,
13700 Prai, Penang, Malaysia
Tel: 04-399 3516 Fax: 04-398 9867

This statement was made in accordance with a resolution of the Board dated 6 April 2007.



Statement on Directors' Responsibilities in respect of the Audited Financial Statements

The Board has the overall responsibility to prepare the financial statements for each financial year as required by the Companies Act, 1965. The financial statements should be prepared in accordance with the applicable Malaysian Accounting Standards Board ("MASB") approved accounting standards for Entities Other than Private Entities in Malaysia, the provisions of the Companies Act, 1965 and the relevant provisions of the Bursa Securities Listing Requirements so as to present a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year and of their results and cash flows for the year then ended.

In this regard, the Directors will, with the assistance of the Audit Committee:

- Ensured that suitable accounting policies are used and applied consistently
- Ensured that new and revised Financial Reporting Standards and Interpretations issued by MASB that are relevant to the Group's operations and effective for accounting periods beginning on January 1, 2006 are fully adopted
- Ensured proper accounting records are kept
- Ensured adequate system of internal control exist to safeguard the assets of the Group to prevent and detect fraud and other irregularities
- Ensured that the financial statements presents a balanced and understandable assessment of the financial position and prospect of the Group and of the Company
- Made appropriate enquiries to the senior management of the Group to ensure that the Group have adequate resources to continue in operational existence in the foreseeable future
- Ensured that the accounting estimates included in the financial statements are reasonable and prudent

The financial statements for the year ended 31 December 2006 had been approved by the Board on 28 February 2007.

This statement was made in accordance with a resolution of Board dated 6 April 2007.



Statement on Internal Control

Introduction

This statement is made pursuant to Paragraph 15.27(b) of the Bursa Securities Listing Requirements, which requires public listed companies to include a statement in their annual reports on the state of internal control within the Group.

The Malaysian Code on Corporate Governance stipulates that the Board of Directors of listed companies should maintain a sound system of internal controls to safeguard shareholders' investments and the Group' assets.

This Statement of Internal Control has been prepared in accordance with the "Statement on Internal Control: Guidance for Directors of Public Listed Companies" (the "Guidance") issued by the Task Force on Internal Control.

Responsibility

The Board recognizes the importance of maintaining a sound system of internal control covering controls relating to risk management, financial, operational and compliance to achieve the following objectives:

- a) Safeguard the shareholders' interest and assets of the Group
- b) Identify and manage risks affecting the Group
- c) Ensure compliance with regulatory requirements
- d) Ensure the effectiveness and efficiency of operations to achieve objectives of the Group
- e) Ensure the integrity and reliability of financial information

The system of internal control is designed to cater for the Group's needs and manage the risks to which the Group exposed. It should be noted that such system is designed to manage rather than eliminate the risk of failure to achieve objective and can only provide reasonable but not absolute assurance against material misstatements or losses.

The Board is satisfied that there is an ongoing process for identifying, evaluating and managing the significant risks affecting the Group through the system of internal control.

System of Internal Control

The Groups' system of internal control is comprised of the following key elements:

- a) Organisation structure of each business unit clearly defines operational and financial responsibilities
- b) Key responsibilities are properly segregated
- c) Authority level is properly defined
- d) Executive Directors meet regularly to address key business risks and operational issues
- e) Operational procedures are governed by standard operating manuals which are reviewed and updated regularly
- f) Effective financial reporting system is in place to ensure timely generation of financial information for management's review

With the help of the internal auditors from the professional service firm engaged by the Board, the system of internal control is reviewed regularly. This is to ensure that it functions as planned and remains effective and applicable given the passage in time and change in business scenarios.

The Board confirms that the above is in place throughout the financial year under review and up to the date of approval of this annual report and financial statements. The Board is of the opinion that the existing system of internal control accords with the "Guidance" and that it is adequate to achieve the Group's objectives stated above.

Conclusion

The Board remains committed towards operating a sound system of internal control and therefore recognize that the system must continuously evolve to support the Group's businesses and the size of the Group's operations. As such, the Board, in striving for continuous improvement will put in place an appropriate actions and plans, when necessary, to further enhance the Group's system of internal control.

This statement was made in accordance with a resolution of the Board dated 6 April 2007.



Disclosure Requirements

Pursuant to the Listing Requirements of the Bursa Malaysia Securities Berhad

UTILISATION OF PROCEEDS

During the financial year, there were no proceeds raised by the Company from any corporate proposals.

SHARE BUY-BACK

The details of the shares purchased from the open market using the internally generated funds and held as Treasury Shares during the financial year are as follows:

| Month | Number of Shares | Unit Cost | | | Total Cost* (RM) |
|----------------|------------------|-------------|--------------|--------------|------------------|
| | | Lowest (RM) | Highest (RM) | Average (RM) | |
| May 2006 | 45,900 | 2.40 | 2.42 | 2.40 | 110,274 |
| June 2006 | 111,200 | 2.34 | 2.42 | 2.36 | 262,893 |
| July 2006 | 10,000 | 2.42 | 2.42 | 2.42 | 24,178 |
| August 2006 | 233,700 | 2.41 | 2.44 | 2.44 | 569,248 |
| September 2006 | 700,000 | 2.43 | 2.44 | 2.44 | 1,707,255 |
| November 2006 | 10,000 | 2.61 | 2.72 | 2.62 | 26,203 |
| December 2006 | 96,200 | 2.86 | 3.02 | 2.92 | 280,433 |
| Total | 1,207,000 | 2.34 | 3.02 | 2.47 | 2,980,484 |

* Including brokerage, commission, clearing house fee and stamp duty.

Total number of shares bought back and held as treasury shares as at December 31, 2006 is 1,207,000.

OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES

The Company implemented an Employees' Share Option Scheme which came into effect on March 11, 2003 for a period of 5 years and is governed by the by-laws which were approved by the Company's shareholders on December 2, 2002. The number of options exercised during the financial year are as disclosed in the Directors' Report of the financial statements.

The Company has not issued any warrants or convertible securities during the financial year.

AMERICAN DEPOSITORY RECEIPT (ADR) OR GLOBAL DEPOSITORY RECEIPT (GDR) PROGRAMME

During the financial year, the Company did not sponsor any such programme.

IMPOSITION OF SANCTIONS AND/OR PENALTIES

There were no material sanction and/or penalties imposed on the Company and its subsidiary companies, Directors or management by the regulatory bodies.

NON-AUDIT FEES

Non-audit fees paid to the external auditors during the financial year was amounted to RM1,600.

REVALUATION POLICY

The policy on revaluation of properties is as disclosed in the financial statements.

MATERIAL CONTRACT

There were no material contract entered into by the Company and its subsidiary companies involving directors' and substantial shareholders' interest other than those entered into in the ordinary course of business as disclosed in the financial statements.

PROFIT ESTIMATE, FORECAST OR PROJECTION

There were no profit estimate, forecast or projection announced for the financial year. There is no significant variance between the results for the financial year and the unaudited results previously released by the Company.

PROFIT GUARANTEES

There were no profit guarantees given by the Company for the financial year.



Financial Statements

| | |
|---|----|
| Directors' Report | 33 |
| Report of the Auditors to the Members | 37 |
| Income Statements | 38 |
| Balance Sheets | 39 |
| Statements of Changes in Equity | 40 |
| Cash Flow Statements | 44 |
| Notes to the Financial Statements | 46 |
| Statement by Directors | 82 |
| Declaration by the Director Primarily Responsible for the Financial Management of the Company | 82 |



Directors' Report

The directors of P.I.E. INDUSTRIAL BERHAD have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended December 31, 2006.

PRINCIPAL ACTIVITIES

The Company is principally involved in investment holding and providing management services. The principal activities of the subsidiary companies are as stated in Note 13 to the financial statements. There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

RESULTS OF OPERATIONS

| | The Group RM | The Company RM |
|---------------------|-----------------|-------------------|
| Profit for the year | 26,162,282 | 8,867,129 |

In the opinion of the directors, the results of operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature other than the changes in accounting policies as disclosed in Notes 3 and 29 to the financial statements.

DIVIDENDS

A first and final dividend of 12 sen gross per ordinary share, less-tax and a special dividend of 6 sen, per ordinary share, tax exempt, amounting to RM5,452,099 and RM3,786,180 respectively in respect of the financial year ended December 31, 2005 were declared and paid by the Company during the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the issued and paid-up ordinary share capital of the Company was increased from RM62,046,000 to RM63,130,000 by way of issuance of 1,084,000 new ordinary shares of RM1 each for cash pursuant to the Employees' Share Option Scheme ("ESOS") of the Company at an exercise price of RM1.70 per ordinary share.

The resultant premium arising from the shares issued pursuant to the ESOS of RM758,800 was credited to the share premium account.

The new ordinary shares rank pari passu with the then existing ordinary shares of the Company.

The Company has not issued any debentures during the financial year.

EMPLOYEES' SHARE OPTION SCHEME

The P.I.E. Industrial Berhad's Employees' Share Option Scheme ("ESOS") was approved by the shareholders at an Extraordinary General Meeting held on December 2, 2002 and all relevant authorities.



Directors' Report (cont'd)

The principal features of the ESOS are as follows:

- a) The maximum number of new ordinary shares of the Company which may be issued and allotted pursuant to the exercise of options granted under the ESOS shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time during the duration of the ESOS;
- b) the ESOS will be available to executive directors and eligible employees of the Group and the Company;
- c) to be eligible to participate in the ESOS, an employee must be at least eighteen (18) years of age, have been employed in the Group for at least six (6) months and have been confirmed in service;
- d) the ESOS shall be in force for a period of five (5) years from the date of the confirmation letter submitted to the Securities Commission ("SC"). However, the Company may, if the Board of Directors and ESOS committee deems fit, extend the scheme for another five (5) years. Such renewed scheme shall be implemented in accordance with the terms of the ESOS Bye-Laws save for any revisions and/ or changes to the statutes and/ or regulations currently in force and shall be valid and binding without further obtaining approvals of the relevant authorities;
- e) the price at which the ESOS option holder is entitled to subscribe for each share in the Company shall be at a discount of not more than 10% from the weighted average market price of the ordinary shares as shown in the daily official list issued by Bursa Malaysia Securities for the five (5) market days preceding the date of offer or at the par value of the ordinary shares, whichever is the higher; and
- f) the new shares to be issued pursuant to the ESOS, shall upon issue and allotment, rank pari passu in all respects with the then existing ordinary shares of the Company except that they will not be entitled to participate in any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid before the allotment of such shares.

The share options granted and exercised during the financial year are as follows:

| Exercisable from | Exercise price per ordinary share RM | No. of options over ordinary shares of RM1 each | | | | Balance as of 31.12.2006 |
|------------------|--------------------------------------|---|---------|-------------|----------|--------------------------|
| | | Balance as of 1.1.2006 | Granted | Exercised | Lapsed | |
| August 13, 2003 | 1.70 | 1,998,000 | - | (1,084,000) | (26,000) | 888,000 |

OTHER FINANCIAL INFORMATION

Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps:

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and have satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business have been written down to their estimated realisable values.

At the date of this report, the directors are not aware of any circumstances:

- (a) which would render the amount written off as bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or



Directors' Report (cont'd)

- (c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- (a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year and secures the liability of any other person; or
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company for the succeeding financial year.

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

On September 8, 2006, the Company has subscribed for 50% of the equity interest of Infra-Info Telecommunications Sdn. Bhd. comprising 25,000 ordinary shares of RM1.00 each for a cash consideration of RM25,000.

DIRECTORS

The following directors served on the Board of the Company since the date of the last report:

Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohd Jawa
 Ahmad Murad Bin Abdul Aziz
 Mui Chung Meng
 Chen, Chih-Wen
 Cheng Shing Tsung
 Cheung Ho Leung

DIRECTORS' INTEREST

The shareholdings in the Company of those who were directors at the end of the financial year, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965, are as follows:

| Shares in the Company | No. of ordinary shares of RM1 each | | | Balance as of 31.12.2006 |
|---|------------------------------------|---------|------|-----------------------------|
| | Balance as of 1.1.2006 | Bought | Sold | |
| Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohd Jawa | 10,001 | - | - | 10,001 |
| Ahmad Murad Bin Abdul Aziz | 8,001 | - | - | 8,001 |
| Mui Chung Meng | 170,000 | 160,000 | - | 330,000 |
| Chen, Chih-Wen | 130,000 | 40,000 | - | 170,000 |
| Cheng Shing Tsung | 10,000 | - | - | 10,000 |



Directors' Report (cont'd)

In addition to the above, the following directors are also deemed to have interest in the shares of the Company to the extent of the following options granted to them pursuant to the ESOS of the Company which was implemented on March 11, 2003:

| | No. of options over ordinary shares of RM1 each | | | Balance as of 31.12.2006 |
|----------------|---|---------|-----------|-----------------------------|
| | Balance as of 1.1.2006 | Granted | Exercised | |
| Mui Chung Meng | 240,000 | - | (160,000) | 80,000 |
| Chen, Chih-Wen | 80,000 | - | (40,000) | 40,000 |

None of the other directors in office as of December 31, 2006 held shares in the Company or in related companies during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the directors of the Company has received or become entitled to receive any benefit (other than those disclosed as directors' remuneration in the financial statements) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest except that certain directors received remuneration from related corporations in their capacities as directors or executives of those related corporations.

During and at the end of the financial year, no arrangement subsisted to which the Company was a party whereby directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate except for options granted to certain directors pursuant to the Company's ESOS as disclosed above.

HOLDING COMPANIES

The companies regarded by the directors as the Company's immediate and ultimate holding companies are Pan Global Holding Co. Ltd., a corporation incorporated in British Virgin Islands and Pan-International Industrial Corporation, a corporation incorporated in Taiwan.

AUDITORS

The auditors, Messrs. Deloitte KassimChan, have indicated their willingness to continue in office.

Signed on behalf of the Board
in accordance with a resolution of the Directors,

MUI CHUNG MENG

CHEN, CHIH-WEN

Penang,

February 28, 2007



Report of the Auditors

to the members of P.I.E. Industrial Berhad (incorporated in Malaysia)

We have audited the accompanying balance sheets as of December 31, 2006 and the related statements of income, changes in equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's directors. It is our responsibility to form an independent opinion, based on our audit, on these financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility towards any other person for the content of this report.

We conducted our audit in accordance with approved standards on auditing in Malaysia. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and the applicable MASB approved accounting standards for Entities Other than Private Entities in Malaysia so as to give a true and fair view of:
 - (i) the state of affairs of the Group and of the Company as of December 31, 2006 and of their results and cash flows for the year ended on that date; and
 - (ii) the matters required by Section 169 of the Act to be dealt with in the financial statements and consolidated financial statements; and
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We have considered the financial statements and the auditors' reports of the subsidiary companies, Pan-International Electronics (Thailand) Co., Ltd. and Pan-International Corporation (S) Pte. Ltd., of which we have not acted as auditors, being financial statements that have been included in the consolidated financial statements.

We are satisfied that the financial statements of the subsidiary companies that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements, and we have received satisfactory information and explanations as required by us for these purposes.

The auditors' reports on the financial statements of the subsidiary companies were not subject to any qualification and did not include any comment made under Sub-section (3) of Section 174 of the Act.

DELOITTE KASSIMCHAN
AF 0080
Chartered Accountants

LEE CHENG HEOH
2225/04/08(J)
Partner

Penang,

February 28, 2007



Income Statements for the year ended December 31, 2006

| | Note | The Group | | The Company | |
|---|------|-------------------|-------------------|-------------------|------------------|
| | | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Revenue | 5 | 277,564,350 | 203,680,379 | 11,829,600 | 10,304,600 |
| Investment revenue | | 2,309,013 | 1,780,731 | 164,173 | 269,814 |
| Other gains and losses | | 6,200,854 | 3,023,180 | 162,987 | 692,285 |
| Share of loss in jointly controlled entity | | (25,000) | - | - | - |
| Changes in inventories of finished goods and work-in-progress | | 1,240,832 | (384,081) | - | - |
| Purchase of trading goods | | (39,651,634) | (25,436,136) | - | - |
| Raw materials consumed | | (173,086,908) | (129,713,483) | - | - |
| Directors' remuneration | | (1,816,561) | (1,331,447) | (958,410) | (823,148) |
| Employee benefits expense | 6 | (23,642,980) | (15,576,281) | (450,403) | (216,878) |
| Depreciation of property, plant and equipment | | (3,811,962) | (4,458,138) | - | - |
| Finance costs | | (55,483) | (240,336) | - | - |
| Other expenses | | (12,271,788) | (10,022,850) | (136,448) | (427,097) |
| Profit before tax | 7 | 32,952,733 | 21,321,538 | 10,611,499 | 9,799,576 |
| Income tax expense | 8 | (6,790,451) | (4,372,655) | (1,744,370) | (2,148,618) |
| Profit for the year | | 26,162,282 | 16,948,883 | 8,867,129 | 7,650,958 |
| Earnings per share | | | | | |
| Basic | 9 | 41.92 sen | 27.42 sen | | |
| Diluted | 9 | 41.73 sen | 27.23 sen | | |

The accompanying notes form an integral part of the financial statements.



Balance Sheets as of December 31, 2006

| | Note | The Group | | The Company | |
|---|------|--------------------|--------------------|--------------------|--------------------|
| | | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| ASSETS | | | | | |
| Non-current assets | | | | | |
| Property, plant and equipment | 10 | 37,274,256 | 49,465,071 | - | - |
| Investment properties | 11 | 10,377,366 | - | - | - |
| Goodwill | 12 | 1,721,665 | 1,721,665 | - | - |
| Investment in subsidiary companies | 13 | - | - | 82,262,857 | 87,455,329 |
| Investment in jointly controlled entity | 14 | - | - | 25,000 | - |
| Deferred tax assets | 15 | 2,882,000 | 2,127,000 | - | - |
| Total non-current assets | | 52,255,287 | 53,313,736 | 82,287,857 | 87,455,329 |
| Current assets | | | | | |
| Inventories | 16 | 30,687,727 | 22,903,339 | - | - |
| Trade and other receivables | 17 | 77,793,440 | 47,125,725 | 14,691,222 | 8,565,800 |
| Other assets | 18 | 1,609,775 | 1,122,283 | 10,681 | 17,524 |
| Current tax assets | | 750,418 | 661,166 | 551,970 | 196,340 |
| Short-term deposits | 19 | 29,409,228 | 43,418,438 | 7,100,000 | 9,800,000 |
| Cash and bank balances | 19 | 14,885,941 | 19,578,360 | 190,883 | 300,454 |
| Total current assets | | 155,136,529 | 134,809,311 | 22,544,756 | 18,880,118 |
| Total assets | | 207,391,816 | 188,123,047 | 104,832,613 | 106,335,447 |
| EQUITY AND LIABILITIES | | | | | |
| Capital and reserves attributable to equity holders of the Company | | | | | |
| Share capital | 20 | 63,130,000 | 62,046,000 | 63,130,000 | 62,046,000 |
| Less: 1,207,000 treasury shares, at cost | 20 | (2,980,484) | - | (2,980,484) | - |
| | | 60,149,516 | 62,046,000 | 60,149,516 | 62,046,000 |
| Reserves | 21 | 27,449,252 | 29,872,657 | 32,656,387 | 31,897,587 |
| Retained earnings | 22 | 80,246,235 | 58,236,433 | 11,992,710 | 12,363,860 |
| Total equity | | 167,845,003 | 150,155,090 | 104,798,613 | 106,307,447 |
| Non-current liabilities | | | | | |
| Deferred tax liabilities | 15 | 4,325,931 | 5,597,718 | - | - |
| Current liabilities | | | | | |
| Trade and other payables | 23 | 32,175,975 | 23,532,134 | 34,000 | 28,000 |
| Bank borrowings | 24 | - | 7,841,000 | - | - |
| Current tax liabilities | | 3,044,907 | 997,105 | - | - |
| Total current liabilities | | 35,220,882 | 32,370,239 | 34,000 | 28,000 |
| Total liabilities | | 39,546,813 | 37,967,957 | 34,000 | 28,000 |
| Total equity and liabilities | | 207,391,816 | 188,123,047 | 104,832,613 | 106,335,447 |

The accompanying notes form an integral part of the financial statements.



Statements of Changes in Equity for the year ended December 31, 2006

| The Group | Note | Share Capital RM | Share Premium RM | Revaluation/ Foreign Currency Translation/ Merger Reserve* RM | Retaind Earnings RM | Total RM |
|--|------|---------------------|---------------------|---|---------------------------|--------------------|
| Balance as of January 1, 2005 | | | | | | |
| As previously stated | | 61,239,000 | 14,924,466 | (29,482,932) | 87,425,826 | 134,106,360 |
| Effect of changes in accounting policies | 29 | - | - | 38,999,998 | (38,999,998) | - |
| As restated | | 61,239,000 | 14,924,466 | 9,517,066 | 48,425,828 | 134,106,360 |
| Allotment of 807,000 new ordinary shares of RM1 each at RM1.70 per share pursuant to the ESOS | | 807,000 | 564,900 | - | - | 1,371,900 |
| Exchange loss on translation of net investment in foreign subsidiaries | | - | - | (41,662) | - | (41,662) |
| Surplus on revaluation of short leasehold land and buildings | | - | - | 7,240,235 | - | 7,240,235 |
| Deferred tax liabilities arising on revaluation of short leasehold land and buildings | | - | - | (2,027,266) | - | (2,027,266) |
| Transfer of revaluation surplus | 15 | - | - | (305,082) | 305,082 | - |
| Net income recognised directly in equity | | - | - | 4,866,225 | 305,082 | 5,171,307 |
| Profit for the year | | - | - | - | 16,948,883 | 16,948,883 |
| Dividend | 25 | - | - | - | (7,443,360) | (7,443,360) |
| Balance as of December 31, 2005 | | | | | | |
| As previously stated | | 62,046,000 | 15,489,366 | (24,616,707) | 97,236,431 | 150,155,090 |
| Effect of changes in accounting policies | 29 | - | - | 38,999,998 | (38,999,998) | - |
| As restated | | 62,046,000 | 15,489,366 | 14,383,291 | 58,236,433 | 150,155,090 |

(FORWARD)


Statements of Changes in Equity for the year ended December 31, 2006 (cont'd)

| The Group | Note | Share Capital RM | Share Premium RM | Revaluation/ Foreign Currency Translation/ Merger Reserve* RM | Retained Earnings RM | Treasury Shares RM | Total RM |
|---|-------------|-----------------------------|-----------------------------|--|-------------------------------------|-----------------------------------|---------------------|
| Balance as of January 1, 2006 | | 62,046,000 | 15,489,366 | 14,383,291 | 58,236,433 | - | 150,155,090 |
| Effect of changes in accounting policies | 29 | - | - | (3,636,499) | 4,795,322 | - | 1,158,823 |
| As restated | | 62,046,000 | 15,489,366 | 10,746,792 | 63,031,755 | - | 151,313,913 |
| Allotment of 1,084,000 new ordinary shares of RM1 each at RM1.70 per share pursuant to the ESOS | | 1,084,000 | 758,800 | - | - | - | 1,842,800 |
| Exchange gain on translation of net investment in foreign subsidiaries | | - | - | 744,771 | - | - | 744,771 |
| Transfer of revaluation surplus | 15 | - | - | (290,477) | 290,477 | - | - |
| Net income recognised directly in equity | | - | - | 454,294 | 290,477 | - | 744,771 |
| Profit for the year | | - | - | - | 26,162,282 | - | 26,162,282 |
| Dividends | 25 | - | - | - | (9,238,279) | - | (9,238,279) |
| Repurchase of 1,207,000 treasury shares | | - | - | - | - | (2,980,484) | (2,980,484) |
| Balance as of December 31, 2006 | | 63,130,000 | 16,248,166 | 11,201,086 | 80,246,235 | (2,980,484) | 167,845,003 |

(FORWARD)

The accompanying notes form an integral part of the financial statements.



Statements of Changes in Equity for the year ended December 31, 2006 (cont'd)

* An analysis of the movement of these reserves is shown below:

| | Note | Revaluation Reserve RM | Foreign Currency Translation Reserve RM | Merger Deficit RM | Total RM |
|---|------|---------------------------|--|----------------------|--------------|
| Balance as of January 1, 2005 | | | | | |
| As previously stated | | 9,486,250 | 30,816 | (38,999,998) | (29,482,932) |
| Effect of changes in accounting policies | 29 | - | - | 38,999,998 | 38,999,998 |
| As restated | | 9,486,250 | 30,816 | - | 9,517,066 |
| Exchange loss on translation of net investment in foreign subsidiaries | | - | (41,662) | - | (41,662) |
| Surplus on revaluation of short leasehold land and buildings | | 7,240,235 | - | - | 7,240,235 |
| Deferred tax liabilities arising on revaluation of short leasehold land and buildings | | (2,027,266) | - | - | (2,027,266) |
| Transfer of revaluation surplus | 15 | (305,082) | - | - | (305,082) |
| Net income recognised directly in equity | | 4,907,887 | (41,662) | - | 4,866,225 |
| Balance as of December 31, 2005 | | | | | |
| As previously stated | | 14,394,137 | (10,846) | (38,999,998) | (24,616,707) |
| Effect of changes in accounting policies | 29 | - | - | 38,999,998 | 38,999,998 |
| As restated | | 14,394,137 | (10,846) | - | 14,383,291 |
| Balance as of January 1, 2006 | | 14,394,137 | (10,846) | - | 14,383,291 |
| Effect of changes in accounting policies | 29 | (3,636,499) | - | - | (3,636,499) |
| As restated | | 10,757,638 | (10,846) | - | 10,746,792 |
| Exchange gain on translation of net investment in foreign subsidiaries | | - | 744,771 | - | 744,771 |
| Transfer of revaluation surplus | 15 | (290,477) | - | - | (290,477) |
| Net income recognised directly in equity | | (290,477) | 744,771 | - | 454,294 |
| Balance as of December 31, 2006 | | 10,467,161 | 733,925 | - | 11,201,086 |

(FORWARD)


Statements of Changes in Equity for the year ended December 31, 2006 (cont'd)
The Company

| | Note | Share Capital RM | Share Premium RM | Treasury Shares RM | Merger Reserve RM | Retained Earnings RM | Total RM |
|---|------|------------------------|------------------------|--------------------------|-------------------------|----------------------------|--------------------|
| Balance as of January 1, 2005 | | | | | | | |
| As previously stated | | 61,239,000 | 14,924,466 | - | - | 12,156,262 | 88,319,728 |
| Effect of changes in accounting policies | 29 | - | - | - | 16,408,221 | - | 16,408,221 |
| As restated | | 61,239,000 | 14,924,466 | - | 16,408,221 | 12,156,262 | 104,727,949 |
| Allotment of 807,000 new ordinary shares of RM1 each at RM1.70 per share pursuant to the ESOS | | 807,000 | 564,900 | - | - | - | 1,371,900 |
| Profit for the year | | - | - | - | - | 7,650,958 | 7,650,958 |
| Dividend | 25 | - | - | - | - | (7,443,360) | (7,443,360) |
| Balance as of December 31, 2005 | | 62,046,000 | 15,489,366 | - | - | 12,363,860 | 89,899,226 |
| As previously stated | | 62,046,000 | 15,489,366 | - | - | 12,363,860 | 89,899,226 |
| Effect of changes in accounting policies | 29 | - | - | - | 16,408,221 | - | 16,408,221 |
| As restated | | 62,046,000 | 15,489,366 | - | 16,408,221 | 12,363,860 | 106,307,447 |
| Balance as of January 1, 2006 | | 62,046,000 | 15,489,366 | - | 16,408,221 | 12,363,860 | 106,307,447 |
| Allotment of 1,084,000 new ordinary shares of RM1 each at RM1.70 per share pursuant to the ESOS | | 1,084,000 | 758,800 | - | - | - | 1,842,800 |
| Profit for the year | | - | - | - | - | 8,867,129 | 8,867,129 |
| Dividends | 25 | - | - | - | - | (9,238,279) | (9,238,279) |
| Repurchase of 1,207,000 treasury shares | | - | - | (2,980,484) | - | - | (2,980,484) |
| Balance as of December 31, 2006 | | 63,130,000 | 16,248,166 | (2,980,484) | 16,408,221 | 11,992,710 | 104,798,613 |

The accompanying notes form an integral part of the financial statements.

Cash Flow Statements for the year ended December 31, 2006

| | The Group | | The Company | |
|--|--------------|-------------|--------------|--------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Profit for the year | 26,162,282 | 16,948,883 | 8,867,129 | 7,650,958 |
| Adjustments for: | | | | |
| Income tax expense | 6,790,451 | 4,372,655 | 1,744,370 | 2,148,618 |
| Depreciation of property, plant and equipment | 3,811,962 | 4,458,138 | - | - |
| Unrealised loss/ (gain) on foreign exchange | 957,561 | (745,629) | - | - |
| Allowance for slow moving inventories | 179,461 | 851,987 | - | - |
| Interest expenses | 55,483 | 240,336 | - | - |
| Bad debts written off | 30,028 | 14,537 | - | - |
| Share of loss in jointly controlled entity | 25,000 | - | - | - |
| Property, plant and equipment written off | 1 | 1,806 | - | - |
| Interest income | (1,252,851) | (914,971) | (164,173) | (269,814) |
| Fair value adjustment of investment properties | (460,733) | - | - | - |
| Gain on disposal of investments | (162,987) | (692,285) | (162,987) | (692,285) |
| Interest on late payment by customers | (147,412) | (29,564) | - | - |
| Allowance for doubtful debts no longer required | (4,791) | (209,328) | - | - |
| Gain on disposal of property, plant and equipment | - | (69,780) | - | - |
| Gross dividend income from subsidiary companies | - | - | (11,700,000) | (10,175,000) |
| | 35,983,455 | 24,226,785 | (1,415,661) | (1,337,523) |
| Movement in working capital: (Increase)/ decrease in: | | | | |
| Inventories | (7,963,849) | (126,058) | - | - |
| Trade and other receivables | (31,425,098) | (7,606,577) | - | - |
| Other assets | (494,335) | 974,250 | - | - |
| Increase/ (decrease) in trade and other payables | 8,761,781 | 6,319,623 | 6,000 | (3,312) |
| Cash generated from/ (used in) operations | 4,861,954 | 23,788,023 | (1,409,661) | (1,340,835) |
| Tax paid | (5,705,002) | (5,767,533) | - | - |
| Tax refunded | - | 847,834 | - | 35,042 |
| Net cash (used in)/ generated from operating activities | (843,048) | 18,868,324 | (1,409,661) | (1,305,793) |

(FORWARD)


Cash Flow Statements for the year ended December 31, 2006 (cont'd)

| | The Group | | The Company | |
|---|---------------------|---------------------|---------------------|---------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Proceeds from disposal of investments | 6,162,987 | 19,692,285 | 6,162,987 | 19,692,285 |
| Interest received | 1,259,694 | 915,524 | 171,016 | 270,367 |
| Purchase of investment in bond funds | (4,000,000) | (19,000,000) | (4,000,000) | (19,000,000) |
| Purchase of investment in cash funds | (2,000,000) | - | (2,000,000) | - |
| Purchase of property, plant and equipment | (1,342,687) | (5,827,785) | - | - |
| Advances to a jointly controlled entity | (80,000) | - | (80,000) | - |
| Investment in jointly controlled entity | (25,000) | - | (25,000) | - |
| Proceeds from disposal of property, plant and equipment | - | 69,789 | - | - |
| Acquisition of a subsidiary company, net of cash acquired (Note 13) | - | (7,214,711) | - | - |
| Dividends received | - | - | 7,795,000 | 11,000,000 |
| Dividend received from pre-acquisition profit of a subsidiary company | - | - | 5,192,472 | - |
| Repayment made by subsidiary companies | - | - | 1,960,000 | - |
| Advances to subsidiary companies | - | - | (6,200,422) | (760,000) |
| Investment in a subsidiary company | - | - | - | (14,547,110) |
| Net cash (used in)/ generated from investing activities | (25,006) | (11,364,898) | 8,976,053 | (3,344,458) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from issuance of the Company's ESOS shares | 1,842,800 | 1,371,900 | 1,842,800 | 1,371,900 |
| Dividends paid | (9,238,279) | (7,443,360) | (9,238,279) | (7,443,360) |
| Repayment of bank borrowings | (7,841,000) | (6,740,000) | - | - |
| Repurchase of treasury shares | (2,980,484) | - | (2,980,484) | - |
| Interest paid | (55,483) | (240,336) | - | - |
| Net cash used in financing activities | (18,272,446) | (13,051,796) | (10,375,963) | (6,071,460) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (19,140,500) | (5,548,370) | (2,809,571) | (10,721,711) |
| Effect of foreign exchange rate changes | 438,871 | 654,304 | - | - |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | 62,996,798 | 67,890,864 | 10,100,454 | 20,822,165 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 19) | 44,295,169 | 62,996,798 | 7,290,883 | 10,100,454 |

The accompanying notes form an integral part of the financial statements.



Notes to the Financial Statements

December 31, 2006

1. GENERAL INFORMATION

The Company is principally involved in investment holding and providing management services. The principal activities of the subsidiary companies are as stated in Note 13. There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the main board of Bursa Malaysia Securities Berhad.

The Company's registered office and principal place of business are at 57-2 Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia and Plot 6, Jalan Jelawat Satu, Seberang Jaya Industrial Estate, 13700 Prai, Penang, Malaysia respectively.

The companies regarded by the directors as the Company's immediate and ultimate holding companies are Pan Global Holding Co. Ltd., a corporation incorporated in British Virgin Islands and Pan-International Industrial Corporation, a corporation incorporated in Taiwan.

The financial statements of the Group and of the Company were authorised for issue by the Board of Directors in accordance with a resolution of the directors on February 28, 2007.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been prepared in accordance with the provisions of the Companies Act, 1965 and the applicable Malaysian Accounting Standards Board ("MASB") approved accounting standards for Entities Other than Private Entities in Malaysia.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Group expressed in Ringgit Malaysia ("RM") have been prepared under the historical cost convention unless stated otherwise in the accounting policies mentioned below.

During the financial year, the Group has adopted all the new and revised Financial Reporting Standards ("FRSs") and Interpretations issued by MASB that are relevant to its operations and effective for accounting periods beginning on January 1, 2006.

The adoption of these new and revised FRSs and Interpretations has no material effect on the financial statements of the Group except that the adoption of FRS 127 Consolidated and Separate Financial Statements and FRS 140 Investment Property has resulted in changes to the Group's accounting policies that have affected the amounts reported for the current or prior years. The impact of these changes is set out in Note 29. The impact on basic and diluted earnings per share is disclosed in Note 9.

Standards that are not yet effective and have not been early adopted are as follows:

- (a) FRS 117 Leases (Effective for annual periods beginning on or after October 1, 2006). This standard requires the classification of leasehold land as prepaid lease payments. The Group will apply this standard from financial periods beginning on January 1, 2007.
- (b) FRS 124 Related Party Disclosures (Effective for annual periods beginning on or after October 1, 2006). This standard will affect the identification of related parties and some other related party disclosures. The Group will apply this standard from financial periods beginning January 1, 2007.
- (c) FRS 139 Financial Instruments: Recognition and Measurement (Effective date yet to be determined by MASB). This new standard establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. Hedge accounting is permitted only under strict circumstances. The Group will apply this standard when effective.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of accounting (cont'd)

Standards that are not yet effective and not relevant to the Group's operations are as follows:

- (a) FRS 6 Exploration for and Evaluation of Mineral Resources (Effective for annual periods beginning on or after January 1, 2007).
- (b) Amendment to FRS 119₂₀₀₄ Employee Benefits - Actuarial Gains and Losses, Group Plans and Disclosures (Effective for annual periods beginning on or after January 1, 2007). This amendment introduces the option of an alternative recognition approach for actuarial gains and losses. It may impose additional recognition requirements for multi-employer plans where insufficient information is available to apply defined benefit accounting. It also adds new disclosure requirements.

Business combination and basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiary companies). Control is achieved where the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Subsidiary companies are consolidated using the purchase method of accounting, except for certain business combinations with agreement dates before January 1, 2006 that meet the conditions of a merger as set out in FRS 122₂₀₀₄ Business Combinations, which were accounted for using the merger method.

The Group has taken advantage of the exemption provided by FRS 3 to apply this standard prospectively. Accordingly, business combinations entered into prior to January 1, 2006 have not been restated to comply with this standard.

Under the purchase method accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date that control ceases. The cost of an acquisition is measured at fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired at the date of acquisition is reflected as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

When the merger method is used, the cost of investment in the Company's books is recorded at cost. On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting credit difference is classified as equity and regarded as a non-distributable reserve. Any resulting debit balance is adjusted against any suitable reserve. The results of the subsidiary companies being merged are presented as if the merger had been effected throughout the current and previous financial years.

The financial statements of all subsidiary companies are consolidated under the purchase method except for the financial statements of Pan-International Electronics (Malaysia) Sdn. Bhd. and Pan-International Wire & Cable (Malaysia) Sdn. Bhd. which are consolidated under the merger method.

All intra-group transactions, balances and resulting unrealised gains are eliminated on consolidation. Unrealised losses are eliminated on consolidation unless costs cannot be recovered.

Revenue and revenue recognition

Revenue of the Group represents gross invoiced values of sales less return and discounts. Revenue of the Company represents gross dividend income and gross service fees from the rendering of management services.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Revenue and revenue recognition (cont'd)

Revenue from the sale of goods shall be recognised when all the following conditions have been satisfied:

- (i) the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (ii) the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (iii) the amount of revenue can be measured reliably;
- (iv) it is probable that the economic benefits associated with the transaction will flow to the Group; and
- (v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income is recognised on a time proportion basis that takes into account the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

Rental income from investment properties is recognised on a straight-line basis over the term of the relevant lease.

Dividend income is recognised when the shareholder's right to receive payment is established.

Management fee and other operating income are recognised on an accrual basis.

Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for in respect of temporary differences arising from differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that all future taxable profit will be available against which the deferred tax assets can be utilised. Deferred tax assets and liabilities are not recognised on temporary differences arising from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in the income statements, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or negative goodwill.

Foreign currency conversion

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Ringgit Malaysia, which is the functional currency of the Company, and the presentation currency of the consolidated financial statements.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign currency conversion (cont'd)

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rate prevailing on the balance sheet date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, are included in profit or loss for the period. For non-monetary items that are measured in terms of historical cost in foreign currency, any exchange component of that gain or loss is recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Ringgit Malaysia using exchange rates prevailing on the balance sheet date. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Employee benefits costs

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as expenses in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by the employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

As required by law, companies in Malaysia and Singapore make contributions to the state pension scheme, the employees' provident fund and central provident fund respectively. Such contributions are recognised as expenses in the income statements as incurred.

(iii) Employees equity compensation benefits

The Company has an Employee's Share Option Scheme whereby options to subscribe for ordinary shares in the Company were granted by the Company to eligible employees, including directors of the Group.

Prior to January 1, 2006, no compensation expense was recognised in income statements for share options granted. The Group and the Company recognised an increase in share capital and share premium when the options were exercised. Upon the adoption of FRS 2 Share-based Payment, the total fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in the share option reserve within equity over the vesting period.

The Group has applied FRS 2 in accordance with its transitional provisions which allow this change in accounting policy to be applied to share options that were granted after December 31, 2004 but had not yet vested on January 1, 2006. The adoption of FRS 2 has no material effect on the financial statements of the Group and of the Company for the current year and previous year as the Company has not granted any option after December 31, 2004.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Borrowing costs

All interest and other costs incurred in connection with borrowings are expensed as incurred.

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation. Freehold land is not depreciated. Depreciation of property, plant and equipment is computed on the straight-line method in order to write-off the cost of each asset to its residual value over its estimated useful life.

The annual depreciation rates are as follows:

| | |
|--|-------------|
| Short leasehold land | 2.22% |
| Leasehold improvement | 20% |
| Buildings | 2.22% - 5% |
| Plant and machinery | 10% - 33.3% |
| Production tools and equipment | 10% - 20% |
| Furniture, fixtures and office equipment | 10% - 33.3% |
| Mechanical and electrical installation | 10% - 20% |
| Motor vehicles | 20% |
| Leasehold flats | 1.16% |
| Road | 10% |

The Group carried certain of its leasehold land, buildings and leasehold flats at revalued amounts. These assets shall be revalued at a regular interval of at least once in every five years with additional valuations in the intervening years where market conditions indicate that the carrying values of the revalued assets differ materially from the market value.

An increase in the carrying amount arising from revaluation of property, plant and equipment is credited to the revaluation reserve account as revaluation surplus. Any deficit arising from revaluation is charged against the revaluation reserve account to the extent of a previous surplus held in the revaluation reserve account for the same asset. In all other cases, a decrease in carrying amount is charged to income statements. An increase in revaluation directly related to a previous decrease in carrying amount for that same asset that was recognised as an expense, is credited to income statements to the extent that it offsets the previously recorded decrease.

Gain or loss arising from the disposal of an asset is determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset, and is recognised in the income statements. On disposal of revalued assets or crystallisation of deferred tax liabilities on revalued assets, the amounts in revaluation reserve account relating to such assets are transferred to retained earnings account.

The carrying amounts of property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. An impairment loss is recognised whenever the carrying amount of an item of property, plant and equipment exceeds its recoverable amount. The impairment loss is charged to the income statements unless it reverses a previous revaluation in which case it is treated as a revaluation decrease.

Investment properties

Investment properties, comprising principally freehold land, leasehold land and building held to earn rentals and/ or for capital appreciation, and are not occupied by the Group.

Investment properties are stated at fair value, representing open-market value determined annually by external valuers and the directors. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. Gains or losses arising from changes in the fair value of investment properties are included in income statements for the period in which they arise.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Investment properties (cont'd)

On disposal of an investment property, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal, it shall be derecognised. The difference between the net disposal proceeds and the carrying amount is recognised in income statements in the period of the retirement or disposal.

Investments in subsidiary companies

Subsidiary companies are those companies in which the Group has power to exercise control over their financial and operating policies so as to obtain benefits from their activities.

Investments in subsidiary companies, which are eliminated on consolidation, are stated in the Company's financial statements at cost.

When there is an indication of impairment in the value of the assets, the carrying amount of the investment are assessed and written down immediately to its recoverable amount.

Investment in jointly controlled entity

The Group has an interest in a joint venture which is a jointly controlled entity. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venturer has an interest.

Investment in a jointly controlled entity is accounted for in the consolidated financial statements using the equity method of accounting. Under the equity method, the investment in the jointly controlled entity is carried in the consolidated balance sheet at cost adjusted for post acquisition changes in the Group's share of net assets of the jointly controlled entity. The group's share of the net profit or loss of the jointly controlled entity is recognised in the consolidated income statements. Where there has been a change recognised directly in the equity of the jointly controlled entity, the Group recognises its share of such changes. In applying the equity method, unrealised gains and losses on transactions between the Group and the jointly controlled entity are eliminated to the extent of the Group's interest in the jointly controlled entity. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the jointly controlled entity. The jointly controlled entity is equity accounted for from the date the Group obtains significant influence until the date the Group ceases to have significant influence over the jointly controlled entity.

When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity including any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

The most recent available audited financial statements of the jointly controlled entity are used by the Group in applying the equity method.

In the Company's separate financial statements, investment in the jointly controlled entity is stated at cost less impairment losses.

On disposal of such investment, the difference between net disposal proceeds and its carrying amount is included in income statements.

Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.



Notes to the Financial Statements December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Goodwill (cont'd)

Negative goodwill on consolidation is recognised in the income statements at the date of acquisition.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on the first-in, first-out and weighted average methods. Net realisable value represents the estimated selling price in the ordinary course of business less selling and distribution costs and all other estimated cost to completion.

Cost of raw materials consists of the purchase price plus the cost incurred in bringing the inventories to their present location. Cost of work-in-progress and finished goods consist of cost of raw materials, direct labour and an appropriate proportion of manufacturing overheads.

Receivables

Receivables are stated at nominal value as reduced by the appropriate allowance for estimated irrecoverable amounts. Allowance for doubtful debts is made based on estimates of possible losses which may arise from non-collection of certain receivable accounts.

Borrowings and payables

Borrowings and payables are stated at cost.

Share capital

Ordinary shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Cost incurred directly attributable to the issuance of the shares are accounted for as a deduction from share premium, otherwise the cost is charged to the income statements if there is insufficient share premium.

Treasury Shares

Where the Company reacquires its own equity share capital, the consideration paid, including attributable transaction costs on repurchased ordinary shares of the Company that have not been cancelled, are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in profit or loss on the sale, re-issuance or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount is recognised in equity.

Cash and cash equivalents

Cash and cash equivalents consist of cash and bank balances, demand deposits and highly liquid investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.



Notes to the Financial Statements

December 31, 2006 (cont'd)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leased assets

Assets under leases which in substance transfer the risks and benefits of ownership of the assets are capitalised under property, plant and equipment. The assets and the corresponding lease obligations are recorded at the fair value of the leased assets which approximates the present value of the minimum lease payments, at the beginning of the respective lease terms.

Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statements over the term of the relevant lease period so as to give a constant periodic rate of charge on the remaining balance of the obligations for each accounting period. All other leases which do not meet such criteria are classified as operating leases and the related rentals are charged to the income statements as incurred.

Financial instruments

Financial instruments carried on the balance sheets include short-term deposits, cash and bank balances, investments, receivables, payables and borrowings. The particular recognition methods adopted are disclosed in the individual accounting policy statements associated with each item.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interests, dividends, gains and losses relating to a financial instruments classified as liability are reported as expense or income. Distributions to holders of financial instruments are offset when the Group has a legally enforceable right to set off the recognised amounts and intend either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are in respect of the recognition of deferred tax assets.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total carrying value of recognised deferred tax assets of the Group is RM2,882,000 (2005: RM2,127,000) and the unrecognised deferred tax assets of the Group is RM324,000 (2005: RM328,000).



Notes to the Financial Statements
December 31, 2006 (cont'd)

5. REVENUE

An analysis of revenue is as follows:

| | The Group | | The Company | |
|---|--------------------|--------------------|--------------------|--------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Sales of goods: | | | | |
| Manufacturing | 238,985,376 | 180,343,951 | - | - |
| Trading | 38,578,974 | 23,336,428 | - | - |
| Dividend income from subsidiary companies | - | - | 11,700,000 | 10,175,000 |
| Management fee | - | - | 129,600 | 129,600 |
| | 277,564,350 | 203,680,379 | 11,829,600 | 10,304,600 |

6. EMPLOYEE BENEFITS EXPENSE

| | The Group | | The Company | |
|--|--------------------|--------------------|--------------------|--------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Employee benefits expense: | | | | |
| Employees' provident fund and central provident fund contributions | 793,301 | 672,625 | 46,335 | 20,019 |
| Other staff costs | 22,849,679 | 14,903,656 | 404,068 | 196,859 |
| | 23,642,980 | 15,576,281 | 450,403 | 216,878 |

Employee benefits expense include salaries, bonuses, contributions to employees' provident fund and central provident fund and all other staff related expenses.



Notes to the Financial Statements
December 31, 2006 (cont'd)

7. PROFIT BEFORE TAX

Profit before tax is arrived at:

| | The Group | | The Company | |
|--|------------|------------|-------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| After charging: | | | | |
| Directors' remuneration: | | | | |
| Fee | | | | |
| Directors of the Company | 48,000 | 48,000 | 48,000 | 48,000 |
| Employees' provident fund and central provident fund contributions | | | | |
| Directors of the Company | 122,935 | 70,865 | 122,935 | 70,865 |
| Directors of subsidiary companies | 82,108 | 37,629 | - | - |
| Other emoluments | | | | |
| Directors of the Company | 787,475 | 704,283 | 787,475 | 704,283 |
| Directors of subsidiary companies | 776,043 | 470,670 | - | - |
| Unrealised loss on foreign exchange | 957,561 | - | - | - |
| Allowance for slow moving inventories | 179,461 | 851,987 | - | - |
| Audit fee: | | | | |
| Current year | 101,342 | 86,568 | 22,000 | 24,000 |
| Underprovision in prior year | 12,000 | - | 6,000 | - |
| Rental of premises | 92,238 | 90,969 | - | - |
| Interest on bank borrowings | 55,483 | 240,336 | - | - |
| Bad debts written off | 30,028 | 14,537 | - | - |
| Rental of office equipment | 13,739 | 14,335 | - | - |
| Property, plant and equipment written off | 1 | 1,806 | - | - |
| Realised loss on foreign exchange | - | 123,498 | - | - |
| And crediting: | | | | |
| Interest on short-term deposits | 1,252,851 | 914,971 | 164,173 | 269,814 |
| Realised gain on foreign exchange | 1,138,801 | - | - | - |
| Rental income | 1,056,162 | 865,760 | - | - |
| Fair value adjustment of investment properties | 460,733 | - | - | - |
| Gain on disposal of investments | 162,987 | 692,285 | 162,987 | 692,285 |
| Interest on late payment by customers | 147,412 | 29,564 | - | - |
| Allowance for doubtful debts no longer required | 4,791 | 209,328 | - | - |
| Unrealised gain on foreign exchange | - | 745,629 | - | - |
| Gain on disposal of property, plant and equipment | - | 69,780 | - | - |



Notes to the Financial Statements
December 31, 2006 (cont'd)

8. INCOME TAX EXPENSE

| | The Group | | The Company | |
|---|------------|------------|-------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Current tax expense: | | | | |
| Malaysian | 8,029,928 | 5,125,026 | 1,744,328 | 2,183,660 |
| Foreign | 84,170 | 19,518 | - | - |
| Deferred tax (Note 15): | | | | |
| Relating to the origination and reversal of temporary differences in current year | (972,964) | (638,643) | - | - |
| Change in tax rate | 105,000 | - | - | - |
| | (867,964) | (638,643) | - | - |
| | 7,246,134 | 4,505,901 | 1,744,328 | 2,183,660 |
| (Over)/ underprovision in prior year: | | | | |
| Current tax | (455,683) | (113,246) | 42 | (35,042) |
| Deferred tax | - | (20,000) | - | - |
| | (455,683) | (133,246) | 42 | (35,042) |
| Income tax expense | 6,790,451 | 4,372,655 | 1,744,370 | 2,148,618 |

The Group is operating in the jurisdictions of Malaysia, Thailand and Singapore. The applicable domestic statutory income tax rates are 20% and 28% for Malaysia, 30% for Thailand and 20% for Singapore.

The current corporate income tax rate for the year ended December 31, 2006 for Malaysia is 28%. In September 2006, the Malaysian government announced in the yearly budget a reduction in the corporate income tax rate to 27% for the year of assessment 2007 and 26% for the year of assessment 2008.

A subsidiary company in Thailand has received investment promotion in manufacturing of certain goods according to the Investment Promotion Act of Thailand B.E. 1977. As a result, it is entitled to corporate income tax exemption for certain income, as well as other rights and privileges as prescribed by the Board of Investment. As for income which is derived from Non-Board of Investment operations, it is still liable for corporate income tax at 30% of the net profit.



Notes to the Financial Statements

December 31, 2006 (cont'd)

8. INCOME TAX EXPENSE (cont'd)

The numerical reconciliations between income tax expense and the product of accounting profit multiplied by the applicable tax rate are as follows:

| | The Group | | The Company | |
|--|-------------|------------|-------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Accounting profit | 32,952,733 | 21,321,538 | 10,611,499 | 9,799,576 |
| Tax amount at the statutory income tax rate of 28% | 9,226,765 | 5,970,031 | 2,971,220 | 2,743,880 |
| Tax effect on non-deductible/ (non-taxable) items: | | | | |
| Non-deductible expenses | 470,923 | 134,367 | 26,745 | 102,620 |
| Non-taxable income | (1,915,573) | (685,826) | (1,221,637) | (662,840) |
| Tax saving on utilisation of reinvestment allowance | (75,000) | (892,000) | - | - |
| Effect of different tax rates in subsidiary companies | (101,000) | (16,000) | - | - |
| Net deferred tax assets not recognised | 26,019 | - | - | - |
| Utilisation of previously unrecognised deferred tax assets | (32,000) | (4,671) | (32,000) | - |
| Tax saving on claim of allowance for increased exports | (459,000) | - | - | - |
| Change in tax rate | 105,000 | - | - | - |
| | 7,246,134 | 4,505,901 | 1,744,328 | 2,183,660 |
| (Over)/ underprovision in prior year: | | | | |
| Current tax | (455,683) | (113,246) | 42 | (35,042) |
| Deferred tax | - | (20,000) | - | - |
| | (455,683) | (133,246) | 42 | (35,042) |
| Income tax expense | 6,790,451 | 4,372,655 | 1,744,370 | 2,148,618 |

The applicable tax rate of 28% (2005: 28%) used in the above numerical reconciliation of tax of the Group and of the Company is determined based on the statutory income tax rate prevailing for the Company.

As of December 31, 2006, the approximate amounts of unabsorbed tax losses of the Group and of the Company, for which no deferred tax asset has been recognised in the financial statements, which are available for set-off against future taxable income are as follows:

| | The Group | | The Company | |
|-----------------------|------------|------------|-------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Unabsorbed tax losses | 1,325,000 | 1,298,000 | 751,000 | 865,000 |

The unabsorbed tax losses are subject to agreement by the tax authorities.



Notes to the Financial Statements
December 31, 2006 (cont'd)

9. EARNINGS PER SHARE

(a) Basic

Basic earnings per share amounts are calculated by dividing profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year, excluding treasury shares held by the Company.

| | The Group | |
|--|------------------|--------------|
| | 2006 | 2005 |
| Profit attributable to ordinary equity holders of the Company (RM) | 26,162,282 | 16,948,883 |
| Weighted average number of ordinary shares in issue (units) | 62,414,213 | 61,806,664 |
| Basic earnings per share (sen) | <u>41.92</u> | <u>27.42</u> |

(b) Diluted

The earnings used in the calculation of diluted earnings per share are the same as those for the equivalent basic earnings per share measures, as outlined above.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares in issue during the financial year have been adjusted for the dilutive effects of all potential share options granted to employees.

| | The Group | |
|---|-----------------------|-----------------------|
| | 2006 Units | 2005 Units |
| Weighted average number of ordinary shares in issue | 62,414,213 | 61,806,664 |
| Adjustment for share options | 274,341 | 447,041 |
| Weighted average number of ordinary shares for calculating diluted earnings per share | <u>62,688,554</u> | <u>62,253,705</u> |
| Diluted earnings per share (sen) | <u>41.73</u> | <u>27.23</u> |

(c) Impact of change in accounting policies

Changes in the Group's accounting policies during the year are described in detail in Note 29. To the extent that those changes have had an impact on results reported for current year, they have had an impact on the amounts reported for earnings per share as follows:

| | Impact on basic earnings per share sen per share | Impact on diluted earnings per share sen per share |
|--|---|---|
| FRS 140 Fair value adjustment of investment properties | <u>0.74</u> | <u>0.73</u> |



Notes to the Financial Statements

December 31, 2006 (cont'd)

10. PROPERTY, PLANT AND EQUIPMENT

The Group

| Cost unless stated otherwise | Beginning of year RM | Additions RM | Arising from acquisition of subsidiary company RM | Disposals RM | Exchange reserve* RM | Revaluation RM | End of year RM |
|--|----------------------|------------------|---|------------------|----------------------|------------------|-------------------|
| 2005: | | | | | | | |
| Freehold land | - | - | 1,670,567 | - | 1,818 | - | 1,672,385 |
| Short leasehold land | | | | | | | |
| - at cost | 2,013,795 | - | - | - | - | (2,013,795) | - |
| - at 2000 valuation | 10,149,047 | - | - | - | - | (10,149,047) | - |
| - at 2005 valuation | - | - | - | - | - | 11,720,000 | 11,720,000 |
| Leasehold improvement | 203,884 | - | - | - | - | - | 203,884 |
| Buildings | | | | | | | |
| - at cost | 2,886,205 | 11,000 | 1,239,342 | - | 1,349 | (2,886,205) | 1,251,691 |
| - at 2000 valuation | 18,990,083 | - | - | - | - | (18,990,083) | - |
| - at 2005 valuation | - | - | - | - | - | 23,900,000 | 23,900,000 |
| Plant and machinery | 38,579,789 | 5,343,096 | 29,345 | (49,909) | 32 | - | 43,902,353 |
| Production tools and equipment | 2,010,132 | 102,353 | 1,475 | (11,391) | 1 | - | 2,102,570 |
| Furniture, fixtures and office equipment | 2,261,953 | 9,989 | 17,790 | (238,666) | (461) | - | 2,050,605 |
| Mechanical and electrical installation | 1,608,537 | - | - | - | - | - | 1,608,537 |
| Motor vehicles | 1,344,421 | 361,347 | 1 | (222,486) | - | - | 1,483,283 |
| Leasehold flats | | | | | | | |
| - at 2000 valuation | 2,170,000 | - | - | - | - | (2,170,000) | - |
| - at 2005 valuation | - | - | - | - | - | 1,950,000 | 1,950,000 |
| Road | - | - | 8,068 | - | 9 | - | 8,077 |
| | 82,217,846 | 5,827,785 | 2,966,588 | (522,452) | 2,748 | 1,360,870 | 91,853,385 |

| Cost unless stated otherwise | Beginning of year RM | Transfer to investment properties RM | Additions RM | Disposals RM | Exchange reserve* RM | End of year RM |
|--|----------------------|--------------------------------------|------------------|----------------|----------------------|-------------------|
| 2006: | | | | | | |
| Freehold land | 1,672,385 | (1,115,908) | - | - | 110,887 | 667,364 |
| Short leasehold land | | | | | | |
| - at 2005 valuation | 11,720,000 | (2,420,000) | - | - | - | 9,300,000 |
| Leasehold improvement | 203,884 | - | - | - | - | 203,884 |
| Buildings | | | | | | |
| - at cost | 1,251,691 | (406,070) | - | - | 82,263 | 927,884 |
| - at 2005 valuation | 23,900,000 | (6,080,000) | - | - | - | 17,820,000 |
| Plant and machinery | 43,902,353 | - | 916,471 | (1,800) | 1,948 | 44,818,972 |
| Production tools and equipment | 2,102,570 | - | 316,245 | (2,300) | 98 | 2,416,613 |
| Furniture, fixtures and office equipment | 2,050,605 | - | 109,971 | - | 1,458 | 2,162,034 |
| Mechanical and electrical installation | 1,608,537 | - | - | - | - | 1,608,537 |
| Motor vehicles | 1,483,283 | - | - | - | - | 1,483,283 |
| Leasehold flats | | | | | | |
| - at 2005 valuation | 1,950,000 | - | - | - | - | 1,950,000 |
| Road | 8,077 | - | - | - | 535 | 8,612 |
| | 91,853,385 | (10,021,978) | 1,342,687 | (4,100) | 197,189 | 83,367,183 |



Notes to the Financial Statements
December 31, 2006 (cont'd)

10. PROPERTY, PLANT AND EQUIPMENT (cont'd)

| Accumulated depreciation | Beginning of year RM | Charge for the year RM | Disposals RM | Exchange reserve* RM | Revaluation RM | End of year RM |
|--|----------------------|------------------------|------------------|----------------------|--------------------|-------------------|
| 2005: | | | | | | |
| Short leasehold land | | | | | | |
| - at cost | 164,460 | 20,138 | - | - | (184,598) | - |
| - at 2000 valuation | 966,860 | 101,491 | - | - | (1,068,351) | - |
| - at 2005 valuation | - | 130,222 | - | - | - | 130,222 |
| Leasehold improvement | 203,862 | - | - | - | - | 203,862 |
| Buildings | | | | | | |
| - at cost | 1,178,536 | 168,686 | - | - | (1,322,844) | 24,378 |
| - at 2000 valuation | 2,901,970 | 274,781 | - | - | (3,176,751) | - |
| - at 2005 valuation | - | 322,197 | - | - | - | 322,197 |
| Plant and machinery | 32,314,079 | 3,013,266 | (49,504) | - | - | 35,277,841 |
| Production tools and equipment | 1,628,464 | 241,510 | (10,056) | - | - | 1,859,918 |
| Furniture, fixtures and office equipment | 1,988,785 | 107,858 | (238,592) | (480) | - | 1,857,571 |
| Mechanical and electrical installation | 1,571,964 | 11,301 | - | - | - | 1,583,265 |
| Motor vehicles | 1,296,649 | 42,785 | (222,485) | - | - | 1,116,949 |
| Leasehold flats | | | | | | |
| - at 2000 valuation | 115,029 | 11,792 | - | - | (126,821) | - |
| - at 2005 valuation | - | 11,339 | - | - | - | 11,339 |
| Road | - | 772 | - | - | - | 772 |
| | 44,330,658 | 4,458,138 | (520,637) | (480) | (5,879,365) | 42,388,314 |

| Accumulated depreciation | Beginning of year RM | Transfer to investment properties RM | Charge for the year RM | Disposals RM | Exchange reserve* RM | End of year RM |
|--|----------------------|--------------------------------------|------------------------|----------------|----------------------|-------------------|
| 2006: | | | | | | |
| Short leasehold land | | | | | | |
| - at 2005 valuation | 130,222 | (26,888) | 206,666 | - | - | 310,000 |
| Leasehold improvement | 203,862 | - | - | - | - | 203,862 |
| Buildings | | | | | | |
| - at cost | 24,378 | (10,901) | 89,209 | - | 1,604 | 104,290 |
| - at 2005 valuation | 322,197 | (67,556) | 565,520 | - | - | 820,161 |
| Plant and machinery | 35,277,841 | - | 2,399,640 | (1,799) | 105 | 37,675,787 |
| Production tools and equipment | 1,859,918 | - | 338,306 | (2,300) | 3 | 2,195,927 |
| Furniture, fixtures and office equipment | 1,857,571 | - | 82,215 | - | 332 | 1,940,118 |
| Mechanical and electrical installation | 1,583,265 | - | 15,926 | - | - | 1,599,191 |
| Motor vehicles | 1,116,949 | - | 86,879 | - | - | 1,203,828 |
| Leasehold flats | | | | | | |
| - at 2005 valuation | 11,339 | - | 22,674 | - | - | 34,013 |
| Road | 772 | - | 4,927 | - | 51 | 5,750 |
| | 42,388,314 | (105,345) | 3,811,962 | (4,099) | 2,095 | 46,092,927 |

* Exchange reserve arising from translation of foreign subsidiary companies.



Notes to the Financial Statements

December 31, 2006 (cont'd)

10. PROPERTY, PLANT AND EQUIPMENT (cont'd)

| | The Group | |
|--|-------------------|-------------------|
| | 2006 | 2005 |
| | RM | RM |
| Net Book Value: | | |
| Freehold land | 667,364 | 1,672,385 |
| Short leasehold land | | |
| - at 2005 valuation | 8,990,000 | 11,589,778 |
| Leasehold improvement | 22 | 22 |
| Buildings | | |
| - at cost | 823,594 | 1,227,313 |
| - at 2005 valuation | 16,999,839 | 23,577,803 |
| Plant and machinery | 7,143,185 | 8,624,512 |
| Production tools and equipment | 220,686 | 242,652 |
| Furniture, fixtures and office equipment | 221,916 | 193,034 |
| Mechanical and electrical installation | 9,346 | 25,272 |
| Motor vehicles | 279,455 | 366,334 |
| Leasehold flats | | |
| - at 2005 valuation | 1,915,987 | 1,938,661 |
| Road | 2,862 | 7,305 |
| | 37,274,256 | 49,465,071 |

The short leasehold land, buildings and leasehold flats were revalued by the directors on June 30, 2005 based on the reports of an independent firm of professional valuers, Jones Lang Wootton using open market values on existing use basis. The valuations were carried out by Mr. Tay Tam, FISM, B.Surv. (Hons).Prop.Mgt., a registered valuer. The resulting revaluation surplus net of related deferred tax liabilities has been credited to revaluation reserve.

Had the short leasehold land, buildings and leasehold flats been carried at the historical costs, the carrying amounts of the revalued short leasehold land, buildings and leasehold flats will be as follows:

| | The Group | |
|---------------------------|-------------------|-------------------|
| | 2006 | 2005 |
| | RM | RM |
| At cost: | | |
| Short leasehold land | 3,530,739 | 5,544,534 |
| Buildings | 14,109,458 | 16,995,663 |
| Leasehold flats | 1,472,000 | 1,472,000 |
| | 19,112,197 | 24,012,197 |
| Accumulated depreciation: | | |
| Short leasehold land | 949,294 | 1,095,184 |
| Buildings | 5,458,292 | 6,520,526 |
| Leasehold flats | 194,534 | 179,665 |
| | 6,602,120 | 7,795,375 |
| Carrying amounts | 12,510,077 | 16,216,822 |

As of December 31, 2006, the strata titles for the leasehold flats with a total carrying value of RM1,915,987 (2005: RM1,938,661) have not yet been issued by the relevant authorities.

As of December 31, 2006, certain of the Group's freehold land and buildings with a total carrying value of RM1,480,385 (2005: RM2,888,881) are pledged to a commercial bank as securities for banking facilities granted to the Group as mentioned in Note 24.



Notes to the Financial Statements
December 31, 2006 (cont'd)

11. INVESTMENT PROPERTIES

| | The Group | |
|---|------------------|-------------|
| | 2006 | 2005 |
| | RM | RM |
| At fair value | | |
| At beginning of year | - | - |
| Transfer from property, plant and equipment | 9,916,633 | - |
| Fair value adjustment | 460,733 | - |
| At end of year | 10,377,366 | - |

The fair value of certain of the Group's investment properties as of December 31, 2006 amounting to RM8,405,556 has been arrived at on the basis of a valuation carried out by KGV-Lambert Smith Hampton (Pg) Sdn. Bhd., an independent valuer that is not related to the Group. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

The fair value of the balance of the Group's investment properties as of December 31, 2006 amounting to RM1,971,810 was determined by the directors by reference to market evidence of transaction prices for similar properties of which no valuation was carried out by an independent valuer.

The following investment properties are held under lease terms:

| | The Group | |
|----------------|------------------|-------------|
| | 2006 | 2005 |
| | RM | RM |
| Leasehold land | 2,393,111 | - |
| Building | 6,012,445 | - |
| | 8,405,556 | - |

The rental income earned by the Group from its investment properties is RM1,056,162. Direct operating expense arising on the investment properties during the year amounted to RM88,356.

As of December 31, 2006, certain of the Group's investment properties with a total carrying value of RM1,971,810 are pledged to a commercial bank as securities for banking facilities granted to the Group as mentioned in Note 24.

12. GOODWILL

| | The Group | |
|---|------------------|-------------|
| | 2006 | 2005 |
| | RM | RM |
| At beginning of year | 1,721,665 | - |
| Goodwill arising from acquisition of a subsidiary company | - | 1,721,665 |
| At end of year | 1,721,665 | 1,721,665 |



Notes to the Financial Statements
December 31, 2006 (cont'd)

13. INVESTMENT IN SUBSIDIARY COMPANIES

| | The Company | |
|--------------------------|-------------|------------|
| | 2006 RM | 2005 RM |
| Unquoted shares, at cost | 82,262,857 | 87,455,329 |

The subsidiary companies are as follows:

| | Country of incorporation | Principal Activity | Percentage of Ownership | |
|---|--------------------------|---|-------------------------|------|
| | | | 2006 | 2005 |
| Direct holdings | | | | |
| Pan-International Electronics (Malaysia) Sdn. Bhd. | Malaysia | Contract electronic manufacturing and cable and PCB assemblies | 100% | 100% |
| Pan-International Wire & Cable (Malaysia) Sdn. Bhd. | Malaysia | Manufacture of cables and wires for electronic devices and cable moulding compounds | 100% | 100% |
| Pan International Electronics (Thailand) Co., Ltd# | Thailand | Cable assembly and wireharness manufacturing and providing of cable and wireharness to the computer, communication and consumer electronic industry | 100% | 100% |
| Indirect holdings | | | | |
| PIE Enterprise (M) Sdn. Bhd.* | Malaysia | Trading of cables and computers | 100% | 100% |
| Pan-International Corporation (S) Pte. Ltd.*# | Singapore | Marketing and trading of electronic and telecommunication components and equipment | 100% | 100% |
| P.I.W. Enterprise (Malaysia) Sdn. Bhd.+ | Malaysia | Trading of electrical products | 100% | 100% |

* These companies are wholly owned by Pan-International Electronics (Malaysia) Sdn. Bhd.

+ This company is wholly owned by Pan-International Wire & Cable (Malaysia) Sdn. Bhd.

The financial statements of these subsidiary companies were audited by other firms of auditors.

On November 8, 2005, the Company acquired the entire issued and fully paid-up share capital of Pan International Electronics (Thailand) Co., Ltd. comprising 5,000,000 ordinary shares of Thai Baht 10 each for a total cash consideration of USD3,850,000 (equivalent to RM14,547,110) from its immediate holding company.



Notes to the Financial Statements
December 31, 2006 (cont'd)

13. INVESTMENT IN SUBSIDIARY COMPANIES (cont'd)

The effect of this acquisition on the financial results of the Group for the financial year ended December 31, 2005 was as follows:

| | The Group 2005 RM |
|---|----------------------------------|
| Post-acquisition results of subsidiary company acquired: | |
| Revenue | 3,593,619 |
| Investment revenue | 42,156 |
| Other gains and losses | 262,742 |
| Changes in inventories of finished goods and work-in-progress | (79,302) |
| Raw materials consumed | (1,965,588) |
| Employee benefits expense | (682,540) |
| Depreciation of property, plant and equipment | (27,414) |
| Other expenses | (158,555) |
| | <hr/> |
| Profit before tax | 985,118 |
| Income tax expense | (19,518) |
| | <hr/> |
| Increase in Group's profit attributable to shareholders | <u>965,600</u> |

The assets and liabilities arising from the acquisition are as follows:

| | Unaudited November 8, 2005 RM |
|--|--|
| Net assets acquired as of date of acquisition | |
| Property, plant and equipment | 2,966,588 |
| Inventories | 1,612,673 |
| Trade and other receivables | 3,290,140 |
| Other assets | 263,366 |
| Cash and bank balances | 7,332,399 |
| Trade and other payables | (2,544,775) |
| Current tax liabilities | (94,946) |
| | <hr/> |
| Share of net assets acquired | 12,825,445 |
| Add: Goodwill on consolidation | 1,721,665 |
| | <hr/> |
| Total purchase consideration | 14,547,110 |
| Less: Cash and cash equivalents acquired | (7,332,399) |
| | <hr/> |
| Acquisition of subsidiary company, net of cash and cash equivalents acquired | <u>7,214,711</u> |



Notes to the Financial Statements

December 31, 2006 (cont'd)

14. INVESTMENT IN JOINTLY CONTROLLED ENTITY

| | The Group | | The Company | |
|-----------------------------------|------------|------------|---------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Unquoted shares, at cost | 25,000 | - | 25,000 | - |
| Share of post-acquisition results | (25,000) | - | - | - |
| | <u>-</u> | <u>-</u> | <u>25,000</u> | <u>-</u> |

During the year, the Company subscribed for 50% equity interest in Infra-Info Telecommunications Sdn. Bhd., a company incorporated in Malaysia. The jointly controlled entity is principally engaged in the provision of wireless broadband services and sale of related telecommunication products.

The Group's share of loss in jointly controlled entity has been recognised to the extent of the carrying amount of the investment. The cumulative and current year unrecognised share of loss in excess of carrying amount amounted to RM1,121.

The Group's aggregate of current assets, non-current assets, current liabilities, income and expenses of the jointly controlled entity is as follows:

| | 2006 RM | 2005 RM |
|-------------------------------|------------------|------------|
| Assets and liabilities | | |
| Current assets | 9,748 | - |
| Non-current assets | 101,630 | - |
| Total assets | <u>111,378</u> | <u>-</u> |
| Current liabilities | <u>(112,498)</u> | <u>-</u> |
| Results | | |
| Revenue | 8,986 | - |
| Expenses | <u>(35,107)</u> | <u>-</u> |

15. DEFERRED TAX

| | The Group | |
|--------------------------|------------------|------------------|
| | 2006 RM | 2005 RM |
| Deferred tax liabilities | 4,325,931 | 5,597,718 |
| Deferred tax assets | (2,882,000) | (2,127,000) |
| Net position | <u>1,443,931</u> | <u>3,470,718</u> |



Notes to the Financial Statements
December 31, 2006 (cont'd)

15. DEFERRED TAX (cont'd)

The movement of the Group's deferred tax liabilities is as follows:

| | 2006 RM | 2005 RM |
|---|------------------|------------------|
| Balance at beginning of year | 5,597,718 | 3,689,095 |
| Effect of adopting FRS 140 (Note 29) | (1,158,823) | - |
| Transfer to income statements (Note 8) | (112,964) | (118,643) |
| Amount charged to equity: | | |
| Deferred tax liabilities arising on revaluation of short leasehold land and buildings | - | 2,027,266 |
| Balance at end of year | 4,325,931 | 5,597,718 |

The Group's deferred tax liabilities are in respect of tax effect of revaluation surplus.

A deferred tax income of RM112,964 (2005: RM118,643) was recognised by a transfer from the deferred tax liabilities to the income statements. In addition, an amount of RM290,477 (2005: RM305,082) net of the related deferred tax was transferred from revaluation reserve to retained earnings. These relate to the difference between the actual depreciation on the revalued assets and equivalent depreciation based on the cost of the assets.

The movement of the Group's deferred tax assets is as follows:

| | 2006 RM | 2005 RM |
|--|------------------|------------------|
| Balance at beginning of year | 2,127,000 | 1,587,000 |
| Transfer to income statements (Note 8) | 755,000 | 540,000 |
| Balance at end of year | 2,882,000 | 2,127,000 |

The Group's deferred tax assets are in respect of the following:

| | Deferred Tax Assets/ (Liabilities) | |
|--|---|------------------|
| | 2006 RM | 2005 RM |
| Tax effect of temporary differences arising from property, plant and equipment | (1,269,000) | (1,216,000) |
| Tax effect of: | | |
| Allowance for slow moving inventories | 2,184,000 | 2,146,000 |
| Provision of bonus | 1,712,000 | 1,082,000 |
| Other temporary differences | 255,000 | 115,000 |
| | 2,882,000 | 2,127,000 |



Notes to the Financial Statements

December 31, 2006 (cont'd)

15. DEFERRED TAX (cont'd)

As mentioned in Note 3, deferred tax asset is recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. As of December 31, 2006, the amounts of estimated net deferred tax assets of the Group and of the Company which are not recognised in the financial statements, are as follows:

| | The Group | | The Company | |
|-------------------------------------|------------|------------|-------------|------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Tax effect of unabsorbed tax losses | 324,000 | 328,000 | 210,000 | 242,000 |

16. INVENTORIES

| | The Group | |
|------------------|-------------------|-------------------|
| | 2006 RM | 2005 RM |
| Raw materials | 20,477,205 | 14,497,332 |
| Work-in-progress | 6,619,802 | 5,007,925 |
| Finished goods | 3,128,866 | 3,302,808 |
| Goods-in-transit | 461,854 | 95,274 |
| | <u>30,687,727</u> | <u>22,903,339</u> |

The cost of inventories recognised as an expense during the year was RM239,100,305 (2005: RM176,964,151).

The cost of inventories recognised as an expense includes RM640,000 (2005: RM864,094) in respect of write-downs of inventory to net realisable value. The Group reversed RM460,539 (2005: RM12,107) in respect of part of an inventory write-down made in prior years that was subsequently not required as the Group has sold these inventories at above their carrying amount.

17. TRADE AND OTHER RECEIVABLES

| | The Group | | The Company | |
|---|-------------------|-------------------|-------------------|------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Trade receivables | 78,292,356 | 47,729,911 | - | - |
| Less: Allowance for doubtful debts | (716,984) | (682,541) | - | - |
| | <u>77,575,372</u> | <u>47,047,370</u> | - | - |
| Amount owing by subsidiary companies | - | - | 14,611,222 | 8,565,800 |
| Amount owing by jointly controlled entity | 80,000 | - | 80,000 | - |
| Other receivables | 138,068 | 78,355 | - | - |
| | <u>77,793,440</u> | <u>47,125,725</u> | <u>14,691,222</u> | <u>8,565,800</u> |



Notes to the Financial Statements
December 31, 2006 (cont'd)

17. TRADE AND OTHER RECEIVABLES (cont'd)

Analysis of trade and other receivables by currencies:

| | The Group | | The Company | |
|----------------------|--------------------|--------------------|--------------------|--------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| United States Dollar | 45,060,178 | 26,853,080 | - | - |
| Ringgit Malaysia | 25,627,401 | 11,913,131 | 14,691,222 | 8,565,800 |
| Thai Baht | 3,013,562 | 2,803,992 | - | - |
| Singapore Dollar | 2,541,862 | 5,555,522 | - | - |
| Euro | 1,550,437 | - | - | - |
| | 77,793,440 | 47,125,725 | 14,691,222 | 8,565,800 |

Trade receivables comprise amounts receivable for the sale of goods. The credit periods granted on sale of goods range from 30 to 90 days (2005: 30 to 90 days). An allowance has been made for estimated irrecoverable amount from the sale of goods of RM716,984 (2005: RM682,541). This allowance has been determined by reference to past default experience.

The amount owing by subsidiary companies arose mainly from management fee receivable, dividend receivable and advances which are unsecured, interest free and have no fixed term of repayment.

The amount owing by subsidiary companies are as follows:

| | The Company | |
|---|--------------------|--------------------|
| | 2006 RM | 2005 RM |
| Amount owing by subsidiary companies: | | |
| Pan-International Electronics (Malaysia) Sdn. Bhd. | 6,245,400 | 5,300,400 |
| Pan-International Wire & Cable (Malaysia) Sdn. Bhd. | 3,365,400 | 2,505,400 |
| PIE Enterprise (M) Sdn. Bhd. | 5,000,422 | 760,000 |
| | 14,611,222 | 8,565,800 |

The amount owing by jointly controlled entity, Infra-Info Telecommunications Sdn. Bhd. arose mainly from advances which are unsecured, interest free and have no fixed term of repayment.

Significant transactions between the Group and the Company with related parties during the financial year were as follows:

| | The Group | |
|--------------------------------------|--------------------|--------------------|
| | 2006 RM | 2005 RM |
| With Ultimate Holding Company | | |
| Purchase of raw materials | 910,026 | 1,150,850 |
| Miscellaneous purchases | 19,416 | 90,841 |
| Purchase of trading goods | 13,845 | - |
| Sales of finished goods | - | 4,498 |



Notes to the Financial Statements
December 31, 2006 (cont'd)

17. TRADE AND OTHER RECEIVABLES (cont'd)

| | | The Company | |
|---|--|--------------------|--------------------|
| | | 2006 RM | 2005 RM |
| With Subsidiary Companies | | | |
| Dividend receivable | | | |
| Pan-International Electronics (Malaysia) Sdn. Bhd. | | 7,500,000 | 6,975,000 |
| Pan-International Wire & Cable (Malaysia) Sdn. Bhd. | | 4,200,000 | 3,200,000 |
| Management fee received/ receivable | | | |
| Pan-International Electronics (Malaysia) Sdn. Bhd. | | 64,800 | 64,800 |
| Pan-International Wire & Cable (Malaysia) Sdn. Bhd. | | 64,800 | 64,800 |
| | | 2006 RM | 2005 RM |
| With Related Companies | | | |
| Sales of finished goods | | | |
| Pan International Electronics (Thailand) Co. Ltd. | | - | 3,165,148 |
| Sales of moulds | | | |
| Pan International Electronics (Thailand) Co. Ltd. | | - | 27,715 |

The directors of the Company are of the opinion that the above trading transactions have been entered into in the normal course of business and have been established under terms that are no less favourable than those arranged with independent third parties.

18. OTHER ASSETS

| | The Group | | The Company | |
|---------------------|------------------|------------------|---------------|---------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Prepaid expenses | 1,473,519 | 980,248 | - | - |
| Deposits | 128,075 | 127,011 | 2,500 | 2,500 |
| Interest receivable | 8,181 | 15,024 | 8,181 | 15,024 |
| | 1,609,775 | 1,122,283 | 10,681 | 17,524 |

19. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the cash flow statements consist of the following balance sheet items:

| | The Group | | The Company | |
|--|-------------------|-------------------|------------------|-------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Short-term deposits with licenced bank | 29,409,228 | 43,418,438 | 7,100,000 | 9,800,000 |
| Cash and bank balances | 14,885,941 | 19,578,360 | 190,883 | 300,454 |
| | 44,295,169 | 62,996,798 | 7,290,883 | 10,100,454 |

The short-term deposits bear interests at rates ranging from 2.70% to 5.15% (2005: 2.00% to 3.85%) per annum and are maturing in January 2007.



Notes to the Financial Statements
December 31, 2006 (cont'd)

19. CASH AND CASH EQUIVALENTS (cont'd)

Analysis of cash and cash equivalents by currencies:

| | The Group | | The Company | |
|----------------------|-------------------|-------------------|------------------|-------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Ringgit Malaysia | 20,973,973 | 35,897,450 | 7,290,883 | 10,100,454 |
| United States Dollar | 18,955,819 | 18,106,512 | - | - |
| Thai Baht | 4,108,125 | 8,495,299 | - | - |
| Singapore Dollar | 257,252 | 497,537 | - | - |
| | <u>44,295,169</u> | <u>62,996,798</u> | <u>7,290,883</u> | <u>10,100,454</u> |

Included in cash and bank balances is an amount of RM94,176 (2005: RM88,320) pledged as guarantee for the issuance of letter of guarantee by a commercial bank for a foreign subsidiary company's installation of electrical transformer.

20. SHARE CAPITAL

| | The Group and the Company | | | |
|--------------------------------------|---------------------------|-------------------|-------------------|-------------------|
| | 2006 | | 2005 | |
| | No. of shares | RM | No. of shares | RM |
| Authorised: | | | | |
| 100,000,000 shares of RM1 each | 100,000,000 | 100,000,000 | 100,000,000 | 100,000,000 |
| Issued and fully paid | | | | |
| At beginning of year | 62,046,000 | 62,046,000 | 61,239,000 | 61,239,000 |
| Exercise of employees' share options | 1,084,000 | 1,084,000 | 807,000 | 807,000 |
| At end of year | <u>63,130,000</u> | <u>63,130,000</u> | <u>62,046,000</u> | <u>62,046,000</u> |

At an Extraordinary General Meeting held on May 19, 2006, the Company's shareholders approved the Company's plan to repurchase its own shares. Under the share buy-back exercise, the Company is authorised to purchase up to maximum of 10% of the total issued and paid-up share capital. The share buy-back exercise is undertaken to enhance the value of the Company and is applied in the best interests of the Company and its shareholders.

During the financial year, the Company repurchased 1,207,000 of its issued and fully paid ordinary shares from the open market. The average price paid for the shares repurchased was approximately RM2.47 per ordinary share. The repurchase transactions were financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with the requirement of Section 67A of the Companies Act, 1965. The Company has the right to reissue these shares at a later date. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended. None of the treasury shares repurchased has been sold as of December 31, 2006.

As of December 31, 2006, out of the total 63,130,000 issued and paid-up share capital, 1,207,000 are held as treasury shares. Hence, the number of outstanding ordinary shares in issue and fully paid is 61,923,000 ordinary shares of RM1 each.

During the financial year, the issued and paid-up share capital of the Company was increased from RM62,046,000 to RM63,130,000 by way of issuance of 1,084,000 new ordinary shares of RM1 each for cash pursuant to the Employees' Share Option Scheme ("ESOS") of the Company at an exercise price of RM1.70 per ordinary share.



Notes to the Financial Statements

December 31, 2006 (cont'd)

20. SHARE CAPITAL (cont'd)

The resultant premium arising from the shares issued pursuant to the ESOS of RM758,800 was credited to the share premium account.

The new ordinary shares rank pari passu with the then existing ordinary shares of the Company.

The Company implemented an Employee Share Option Scheme ("ESOS") which came into effect on March 11, 2003 for a period of 5 years. The ESOS is governed by the by-laws which were approved by the Company's shareholders on December 2, 2002.

Movement in the number of share options outstanding and their related weighted average exercise price are as follows:

| | 2006 | |
|------------------|---------------------------------|-------------|
| | Average exercise price RM/share | Options |
| At start of year | 1.70 | 1,998,000 |
| Granted | - | - |
| Forfeited | 1.70 | (26,000) |
| Exercised | 1.70 | (1,084,000) |
| Expired | - | - |
| At end of year | 1.70 | 888,000 |

All the outstanding options of 888,000 units of options were exercisable at the end of year.

The options outstanding at year end had an exercise price of RM1.70 and remaining contractual life of about 1 year.

The options granted will expire on March 10, 2008.

Details of share options exercised during the financial year and the fair values at exercise dates, of shares issued are as follows:

| Exercise date | Exercise price per ordinary share RM | Fair value of shares issued RM | No. of options exercised | Considerations received RM |
|----------------|--------------------------------------|--------------------------------|--------------------------|----------------------------|
| 2006: | | | | |
| February 2006 | 1.70 | 1.99 - 2.03 | 20,000 | 34,000 |
| March 2006 | 1.70 | 2.46 - 2.57 | 428,000 | 727,600 |
| April 2006 | 1.70 | 2.45 - 2.82 | 392,000 | 666,400 |
| May 2006 | 1.70 | 2.58 - 2.76 | 219,000 | 372,300 |
| September 2006 | 1.70 | 2.46 | 2,000 | 3,400 |
| November 2006 | 1.70 | 2.60 | 8,000 | 13,600 |
| December 2006 | 1.70 | 2.85 - 3.00 | 15,000 | 25,500 |
| | | | 1,084,000 | 1,842,800 |



Notes to the Financial Statements
December 31, 2006 (cont'd)

20. SHARE CAPITAL (cont'd)

| Exercise date | Exercise price per ordinary share RM | Fair value of shares issued RM | No. of options exercised | Considerations received RM |
|----------------|---|-----------------------------------|--------------------------|-------------------------------|
| 2005: | | | | |
| January 2005 | 1.70 | 2.34 - 2.39 | 33,000 | 56,100 |
| February 2005 | 1.70 | 2.40 - 2.43 | 22,000 | 37,400 |
| March 2005 | 1.70 | 2.47 - 2.48 | 145,000 | 246,500 |
| April 2005 | 1.70 | 2.42 - 2.46 | 284,000 | 482,800 |
| May 2005 | 1.70 | 2.41 - 2.45 | 307,000 | 521,900 |
| June 2005 | 1.70 | 2.20 | 5,000 | 8,500 |
| July 2005 | 1.70 | 2.13 | 1,000 | 1,700 |
| September 2005 | 1.70 | 2.18 | 5,000 | 8,500 |
| December 2005 | 1.70 | 1.96 | 5,000 | 8,500 |
| | | | <u>807,000</u> | <u>1,371,900</u> |

The principal features of the ESOS are as follows:

- The maximum number of new ordinary shares of the Company which may be issued and allotted pursuant to the exercise of options granted under the ESOS shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time during the duration of the ESOS;
- the ESOS will be available to executive directors and eligible employees of the Group and the Company;
- to be eligible to participate in the ESOS, an employee must be at least eighteen (18) years of age, have been employed in the Group for at least six (6) months and have been confirmed in service;
- the ESOS shall be in force for a period of five (5) years from the date of the confirmation letter submitted to the Securities Commission ("SC"). However, the company may, if the Board of Directors and ESOS committee deems fit, extend the scheme for another five (5) years. Such renewed scheme shall be implemented in accordance with the terms of the ESOS Bye-Laws save for any revisions and/ or changes to the statutes and/ or regulations currently in force and shall be valid and binding without further obtaining approvals of the relevant authorities;
- the price at which the ESOS option holder is entitled to subscribe for each share in the Company shall be at a discount of not more than 10% from the weighted average market price of the ordinary shares as shown in the daily official list issued by the Bursa Malaysia Securities for the five (5) market days preceding the date of offer or at the par value of the ordinary shares, whichever is the higher; and
- the new shares to be issued pursuant to the ESOS, shall upon issue and allotment, rank *pari passu* in all respects with the then existing ordinary shares of the Company except that they will not be entitled to participate in any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid before the allotment of such shares.



Notes to the Financial Statements

December 31, 2006 (cont'd)

21. RESERVES

| | The Group | | The Company | |
|--------------------------------------|-------------------|-------------------|-------------------|-------------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Share premium | 16,248,166 | 15,489,366 | 16,248,166 | 15,489,366 |
| Revaluation reserve | 10,467,161 | 14,394,137 | - | - |
| Foreign currency translation reserve | 733,925 | (10,846) | - | - |
| Merger reserve | - | - | 16,408,221 | 16,408,221 |
| | <u>27,449,252</u> | <u>29,872,657</u> | <u>32,656,387</u> | <u>31,897,587</u> |

The share premium arose from the issue of shares at premium, net of share issue expenses.

The revaluation reserve is used to record increase and decrease in revaluation of non-current assets, as described in the accounting policies. The revaluation reserve represents surplus arising from the revaluation of the Group's short leasehold land, buildings and leasehold flats as disclosed in Note 10, net of the related deferred tax liabilities.

The foreign currency translation reserve is used to record exchange differences arising on translation of foreign subsidiary companies.

The merger reserve represents the difference between the cost of investment in subsidiary companies and the nominal value of shares issued as consideration plus cash consideration.

22. RETAINED EARNINGS

Based on the estimated tax credits and tax exempt income available and the prevailing tax rate applicable to dividends, the retained earnings of the Company is available to frank dividends of about RM11,900,000 out of the Company's retained earnings. Any distribution of dividends in excess of this amount will be subject to additional income tax liability.

23. TRADE AND OTHER PAYABLES

| | The Group | | The Company | |
|--|-------------------|-------------------|---------------|---------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Trade payables | 19,684,321 | 14,557,569 | - | - |
| Amount owing to ultimate holding company | 157,442 | 112,046 | - | - |
| Amount owing to a related company | - | 101,084 | - | - |
| Amount owing to directors | 12,000 | 12,000 | 12,000 | 12,000 |
| Other payables and accrued expenses | 12,322,212 | 8,749,435 | 22,000 | 16,000 |
| | <u>32,175,975</u> | <u>23,532,134</u> | <u>34,000</u> | <u>28,000</u> |



Notes to the Financial Statements
December 31, 2006 (cont'd)

23. TRADE AND OTHER PAYABLES (cont'd)

Analysis of trade and other payables by currencies:

| | The Group | | The Company | |
|----------------------|-------------------|-------------------|---------------|---------------|
| | 2006 RM | 2005 RM | 2006 RM | 2005 RM |
| Ringgit Malaysia | 18,217,710 | 11,728,405 | 34,000 | 28,000 |
| United States Dollar | 11,524,202 | 9,456,465 | - | - |
| Thai Baht | 2,123,250 | 2,054,988 | - | - |
| Singapore Dollar | 135,021 | 172,706 | - | - |
| New Taiwan Dollar | 84,947 | 94,802 | - | - |
| Japanese Yen | 50,781 | 16,735 | - | - |
| Other currencies | 40,064 | 8,033 | - | - |
| | 32,175,975 | 23,532,134 | 34,000 | 28,000 |

Trade payables comprise amounts outstanding for trade purchases. The credit periods granted to the Group for trade purchases range from 30 to 60 days (2005: 30 to 60 days).

The amount owing to ultimate holding company arose mainly from trade transactions and have no fixed term of repayment.

The amount owing to a related company, PT. Pan Super Bintang Surya Manufacturing in 2005 arose mainly from trade transactions and have no fixed term of repayment.

The amount owing to directors represents directors' remuneration payable to them.

Other payables and accrued expenses comprise amount outstanding for ongoing costs.

24. BANK BORROWINGS

| | The Group | |
|----------------------|------------|------------|
| | 2006 RM | 2005 RM |
| Unsecured: | | |
| Bankers' acceptances | - | 7,841,000 |

The bankers' acceptances in 2005 bore effective interest rates at 2.95% to 3.30% per annum and were maturing from January 2006 to March 2006.

The Group's banking facilities bear interest at rates ranging from 0.1% to 1.5% per annum above the lending banks' base lending rates, 0.5% to 0.75% per annum above the lending bank's cost of funds and 1% to 1.5% per annum above Bank Negara Malaysia's funding rate.

The banking facilities of the Group are generally secured as follows:

- a) a mortgage over a subsidiary company's freehold land, buildings and investment properties; and
- b) corporate guarantees from the Company.



Notes to the Financial Statements
December 31, 2006 (cont'd)

25. DIVIDENDS

| | The Group and the Company | |
|---|----------------------------------|------------------|
| | 2006 | 2005 |
| | RM | RM |
| Dividends declared and payable: | | |
| First and final dividend of 12 sen gross per ordinary share, less tax, for 2005 | 5,452,099 | - |
| Special dividend of 6 sen per ordinary share, tax exempt, for 2005 | 3,786,180 | - |
| First and final dividend of 12 sen per ordinary share, tax exempt, for 2004 | - | 7,443,360 |
| | 9,238,279 | 7,443,360 |

26. LEASE COMMITMENTS

As of December 31, 2006, non-cancellable long-term lease commitments pertaining to the Group in respect of rental of premises are as follows:

| | The Group | |
|--|------------------|---------------|
| | 2006 | 2005 |
| | RM | RM |
| Not later than 1 year | 74,580 | 69,770 |
| Later than 1 year but not later than 5 years | 24,140 | 27,340 |
| | 98,720 | 97,110 |

27. SEGMENT REPORTING

Business Segments

For management purposes, the Group is organised into the following business segments:

- manufacturing of industrial products (includes cables and wires for electrical devices, cable moulding components and PCB assemblies, cable and wireharness to the computer, communication, consumer electronic industry and cable assembly)
- trading of electrical products (includes cables, computers, capacitors, resistors and telecommunication components and equipment)
- investment holdings



Notes to the Financial Statements
December 31, 2006 (cont'd)

27. SEGMENT REPORTING (cont'd)

Inter-segment revenue are charged on an arms length basis under terms, conditions and prices not materially different from transactions with unrelated parties.

| | Manufacturing of industrial products RM | Trading of electrical products RM | Investment holdings RM | Elimination RM | Total RM |
|---|--|--|------------------------------|-------------------|-------------|
| 2006 | | | | | |
| Revenue | | | | | |
| External sales | 238,985,376 | 38,578,974 | - | - | 277,564,350 |
| Inter-segment revenue | 14,191,102 | 347,016 | 11,829,600 | (26,367,718) | - |
| Total revenue | 253,176,478 | 38,925,990 | 11,829,600 | (26,367,718) | 277,564,350 |
| Results | | | | | |
| Segment results | 30,836,862 | 510,857 | 10,284,339 | (11,678,987) | 29,953,071 |
| Investment revenue | | | | | 2,309,013 |
| Fair value adjustment of investment properties | | | | | 460,733 |
| Gain on disposal of investments | | | | | 162,987 |
| Interest on late payment by customers | | | | | 147,412 |
| Finance costs | | | | | (55,483) |
| Share of loss of jointly controlled entity | | | | | (25,000) |
| Profit before tax | | | | | 32,952,733 |
| Income tax expense | | | | | (6,790,451) |
| Profit for the year | | | | | 26,162,282 |
| Assets | | | | | |
| Segment assets | 144,879,229 | 17,090,346 | 2,003,229 | - | 163,972,804 |
| Income producing assets | 32,686,594 | - | 7,100,000 | - | 39,786,594 |
| Income tax assets | 2,840,000 | 240,448 | 551,970 | - | 3,632,418 |
| Total assets | 180,405,823 | 17,330,794 | 9,655,199 | - | 207,391,816 |
| Liabilities | | | | | |
| Segment liabilities | 30,426,154 | 1,715,821 | 34,000 | - | 32,175,975 |
| Income tax liabilities | 7,370,838 | - | - | - | 7,370,838 |
| Total liabilities | 37,796,992 | 1,715,821 | 34,000 | - | 39,546,813 |
| Other information | | | | | |
| Capital additions | 1,342,687 | - | - | - | 1,342,687 |
| Depreciation of property, plant and equipment | 3,811,962 | - | - | - | 3,811,962 |
| Non-cash expenses other than depreciation | 1,142,637 | 24,414 | 25,000 | - | 1,192,051 |



Notes to the Financial Statements

December 31, 2006 (cont'd)

27. SEGMENT REPORTING (cont'd)

| | Manufacturing of industrial products RM | Trading of electrical products RM | Investment holdings RM | Elimination RM | Total RM |
|--|--|--|------------------------------|-------------------|-------------|
| 2005 | | | | | |
| Revenue | | | | | |
| External sales | 180,343,951 | 23,336,428 | - | - | 203,680,379 |
| Inter-segment revenue | 4,117,854 | 22,009 | 10,304,600 | (14,444,463) | - |
| Total revenue | 184,461,805 | 23,358,437 | 10,304,600 | (14,444,463) | 203,680,379 |
| Results | | | | | |
| Segment results | 19,830,057 | 381,477 | 8,837,477 | (9,989,717) | 19,059,294 |
| Investment revenue | | | | | 1,780,731 |
| Gain on disposal of investments | | | | | 692,285 |
| Interest on late payment by customers | | | | | 29,564 |
| Finance costs | | | | | (240,336) |
| Profit before tax | | | | | 21,321,538 |
| Income tax expense | | | | | (4,372,655) |
| Profit for the year | | | | | 16,948,883 |
| Assets | | | | | |
| Segment assets | 131,771,658 | 8,105,142 | 2,039,643 | - | 141,916,443 |
| Income producing assets | 33,618,438 | - | 9,800,000 | - | 43,418,438 |
| Income tax assets | 2,303,597 | 288,229 | 196,340 | - | 2,788,166 |
| Total assets | 167,693,693 | 8,393,371 | 12,035,983 | - | 188,123,047 |
| Liabilities | | | | | |
| Segment liabilities | 22,794,842 | 709,292 | 28,000 | - | 23,532,134 |
| Borrowings | 7,000,000 | 841,000 | - | - | 7,841,000 |
| Income tax liabilities | 6,594,823 | - | - | - | 6,594,823 |
| Total liabilities | 36,389,665 | 1,550,292 | 28,000 | - | 37,967,957 |
| Other information | | | | | |
| Capital additions | 5,827,785 | - | - | - | 5,827,785 |
| Depreciation of property, plant and equipment | 4,457,361 | 777 | - | - | 4,458,138 |
| Non-cash expenses other than depreciation | 868,330 | - | - | - | 868,330 |



Notes to the Financial Statements
December 31, 2006 (cont'd)

27. SEGMENT REPORTING (cont'd)

Geographical segments

The Group's operations are located in Malaysia, Thailand and Singapore. The Group's trading of electrical products division is located in Malaysia and Singapore, whereas the manufacturing of industrial products is located in Malaysia and Thailand.

The following is an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods/ services:

| | Sales revenue by geographical market | |
|------------------------------|--------------------------------------|--------------------|
| | 2006 RM | 2005 RM |
| United States of America | 104,334,988 | 103,695,445 |
| Malaysia | 85,619,705 | 47,655,647 |
| Other Asia Pacific Countries | 71,470,566 | 52,329,287 |
| Europe | 16,139,091 | - |
| | <u>277,564,350</u> | <u>203,680,379</u> |

The following is an analysis of the carrying amount of segment assets and capital additions by the geographical area in which the assets are located:

| | 2006 | | 2005 | |
|-----------|---|-------------------------|---|-------------------------|
| | Carrying amount of segment assets RM | Capital additions RM | Carrying amount of segment assets RM | Capital additions RM |
| Malaysia | 142,545,003 | 1,268,550 | 123,019,411 | 5,827,785 |
| Thailand | 19,212,323 | 74,137 | 16,742,698 | - |
| Singapore | 2,215,478 | - | 2,154,334 | - |
| | <u>163,972,804</u> | <u>1,342,687</u> | <u>141,916,443</u> | <u>5,827,785</u> |

28. FINANCIAL INSTRUMENTS

a. Financial Risk Management Objectives and Policies

The operations of the Group are subject to a variety of financial risks, including foreign currency risk, interest rate risk, market risk, credit risk, liquidity risk and cash flow risk. The Group has formulated a financial risk management framework whose principal objective is to minimise the Group's exposure to risks and/ or costs associated with the financing, investing and operating activities of the Group.

Various risk management policies are made and approved by the Board for observation in the day-to-day operations for the controlling and management of the risks associated with financial instruments.

i. Foreign currency risk

The Group has exposure to foreign exchange risk as a result of transactions, receivables and payables in foreign currencies arising from normal operating activities. The Group does not speculate in foreign currencies.



Notes to the Financial Statements

December 31, 2006 (cont'd)

28. FINANCIAL INSTRUMENTS (cont'd)

a. Financial Risk Management Objectives and Policies (cont'd)

ii. Interest rate risk

The Group's exposure to changes in interest rates risk relates primarily to the Group's short-term deposits. It has no significant interest-bearing financial assets other than the short-term deposits. The short term deposits are placed with reputable licenced banks. The Group does not use derivative financial instruments to hedge its risk.

iii. Market risk

The Group has in place policies to manage the Group's exposures to fluctuation in the prices of the key raw materials used in the operations.

iv. Credit risk

The Group is exposed to credit risk mainly from trade receivables. The Group extends credit to its customers based upon careful evaluation of the customers' financial condition and credit history. The Group also ensures a number of customers so as to limit high credit concentration in a customer or customers from a particular market.

v. Liquidity risk

The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient credit facilities for contingent funding requirement of working capital.

vi. Cash flow risk

The Group reviews its cash flow position regularly to manage its exposure to fluctuations in future cash flows associated with its monetary financial instruments.

b. Credit Risk

The maximum credit risk associated with recognised financial assets is the carrying amount shown in the balance sheets. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

c. Fair Values

The fair values of financial assets and financial liabilities approximate their carrying amounts shown in the balance sheets because of the short maturity of these instruments.



Notes to the Financial Statements
December 31, 2006 (cont'd)

29. CHANGES IN ACCOUNTING POLICIES

The adoption of new and revised FRSs and Interpretations as set out in Note 3 did not have material impact on the financial statements of the Group and of the Company except for the following:

- a) the adoption of FRS 127 Consolidated and Separate Financial Statements has resulted in a change in accounting policy for investment in subsidiary companies.

Previously, when merger accounting was applied, FRS 122²⁰⁰⁴ Business Combination required that the investment in the relevant subsidiary companies be recorded in the Company's books at the aggregate of the nominal value of equity shares issued and cash consideration. FRS 127 now requires the Company to record investment in subsidiary companies at cost whereby the equity shares issued are to be recorded at cost and not nominal values. This change in accounting policy is applied retrospectively. Accordingly, the following accounts in prior years have been restated to reflect the effect of the accounting changes:

The Company

| | As previously reported RM | Change in accounting policies RM | As stated RM |
|------------------------------------|---------------------------------|---|-----------------|
| As of December 31, 2005 | | | |
| Investment in subsidiary companies | 71,047,108 | 16,408,221 | 87,455,329 |
| Merger reserve | - | 16,408,221 | 16,408,221 |
| | | | |
| As of January 1, 2005 | | | |
| Merger reserve | - | 16,408,221 | 16,408,221 |
| | | | |

On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting debit balance was treated as merger deficit and was previously disclosed separately in the consolidated financial statements. The merger deficit is now adjusted against the Group's retained earnings for better presentation. Accordingly, the following accounts in prior years have been restated:

The Group

| | As previously reported RM | Adjustments RM | As stated RM |
|-------------------------|---------------------------------|-------------------|-----------------|
| As of December 31, 2005 | | | |
| Retained earnings | 97,236,431 | (38,999,998) | 58,236,433 |
| Merger deficit | (38,999,998) | 38,999,998 | - |
| | | | |
| As of January 1, 2005 | | | |
| Retained earnings | 87,425,826 | (38,999,998) | 48,425,828 |
| Merger deficit | (38,999,998) | 38,999,998 | - |
| | | | |

There were no effects on the income statements for the current or prior years.

- b) the adoption of FRS 140 Investment Property has resulted in a change in accounting policy for investment properties.

The definition of investment properties under FRS 140 has resulted in identification of additional assets of the Group that meet the definition of investment properties. These properties are now classified into a separate asset category on the balance sheets. Previously, investment properties were included in property, plant and equipment.



Notes to the Financial Statements December 31, 2006 (cont'd)

29. CHANGES IN ACCOUNTING POLICIES (cont'd)

Investment properties are now stated at fair value, representing open-market value determined by external valuers. Gains or losses arising from changes in the fair values of investment properties are recognised in income statements in the period in which they arise. Previously, investment properties were included within property, plant and equipment and stated at valuation less accumulated depreciation and impairment losses. Revaluation were carried out at least once every five years and any revaluation increase is taken to equity as a revaluation surplus. Certain properties were last revalued in 2005.

In accordance with the transitional provisions of FRS 140, this change in accounting policy is applied prospectively and the comparatives as of December 31, 2005 are not restated. Instead, the changes have been accounted for by restating the following opening balances as of January 1, 2006:

| | As of January 1, 2006 RM |
|--------------------------------------|---|
| Decrease in deferred tax liabilities | (1,158,823) |
| Decrease in revaluation reserve | (3,636,499) |
| Increase in retained earnings | 4,795,322 |

Gain arising from change in the fair value of investment properties recognised in the Group's income statements for the year ended December 31, 2006 is RM460,733.



Statement by Directors

The directors of **P.I.E. INDUSTRIAL BERHAD** state that, in their opinion, the accompanying balance sheets and the related statements of income, changes in equity and cash flows, are drawn up in accordance with the provisions of the Companies Act, 1965 and the applicable MASB approved accounting standards for Entities Other than Private Entities in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as of December 31, 2006 and of their results and cash flows for the year ended on that date.

Signed in accordance with
a resolution of the Directors,

MUI CHUNG MENG

CHEN, CHIH-WEN

Penang,

February 28, 2007

Declaration by the Director

primarily responsible for the Financial Management of the Company

I, **CHEN, CHIH-WEN**, the director primarily responsible for the financial management of P.I.E. INDUSTRIAL BERHAD, do solemnly and sincerely declare that the accompanying balance sheets and the related statements of income, changes in equity and cash flows, are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed **CHEN, CHIH-WEN** at)
GEORGETOWN in the State of **PENANG**)
on February 28, 2007)

Before me,

GM. GOVINDASAMY, PJM
COMMISSIONER FOR OATHS



Analysis of Shareholdings

SHARE CAPITAL AS AT MARCH 30, 2007

| | | |
|--------------------------|---|---|
| Authorized | : | RM100,000,000.00 |
| Issued and Fully paid-up | : | RM62,149,800.00* |
| Class of Share | : | Ordinary Shares of RM1.00 each with equal voting rights |
| Number of Shareholders | : | 2,281 |

* Excluding 1,377,200 Ordinary Shares held as Treasury Shares

DISTRIBUTION OF SHAREHOLDERS AS AT MARCH 30, 2007

| Holdings | No. of Holders | Total Holdings | % |
|--------------------------|----------------|-------------------|---------------|
| 1 - 99 | 2 | 100 | 0.00 |
| 100 - 1,000 | 1,202 | 1,178,800 | 1.90 |
| 1,001 - 10,000 | 877 | 3,580,301 | 5.76 |
| 10,001 - 100,000 | 161 | 5,193,501 | 8.36 |
| 100,001 - 3,107,489 (*) | 37 | 15,337,900 | 24.68 |
| 3,107,490 and above (**) | 2 | 36,859,198 | 59.30 |
| TOTAL | 2,281 | 62,149,800 | 100.00 |

Note:

* Less than 5% of issued shares

** 5% and above of issued shares

SUBSTANTIAL SHAREHOLDERS AS AT MARCH 30, 2007

| No. | Name of shareholders | Direct | | Indirect | |
|-----|--|--------------------|--------------|--------------------|--------------|
| | | No. of shares held | % | No. of shares held | % |
| 1. | Pan Global Holding Co., Ltd | 32,909,998 | 52.95 | - | - |
| 2. | Lembaga Tabung Haji | 3,949,200 | 6.35 | - | - |
| 3. | Pan-International Industrial Corporation | | | 32,909,998* | 52.95 |
| | TOTAL | 36,859,198 | 59.30 | 32,909,998 | 52.95 |

Note:

* By virtue of its substantial interest in Pan Global Holding Co., Ltd.

DIRECTORS' SHAREHOLDINGS AS AT MARCH 30, 2007

| No. | Name of directors | No. of shares held | % |
|-----|--|--------------------|-------------|
| 1. | Y.T.M. Tunku Dato' Dr. Ismail Ibni Almarhum Tunku Mohammad Jawa | 10,001 | 0.02 |
| 2. | Mui Chung Meng | 330,000 | 0.53 |
| 3. | Chen, Chih-Wen | 170,000 | 0.27 |
| 4. | Cheng Shing Tsung | 10,000 | 0.02 |
| 5. | Ahmad Murad Bin Abdul Aziz | 8,001 | 0.01 |
| 6. | Cheung Ho Leung | - | - |
| | TOTAL | 528,002 | 0.85 |

Note : No indirect shareholdings



Analysis of Shareholdings (cont'd)

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS AS AT MARCH 30, 2007

(Without aggregating the securities from the different securities accounts belonging to the same depositor)

| No. | Name of shareholders | No. of shares held | % |
|--------------|--|--------------------|--------------|
| 1. | Pan Global Holding Co., Ltd | 32,909,998 | 52.95 |
| 2. | Lembaga Tabung Haji | 3,949,200 | 6.35 |
| 3. | DB (Malaysia) Nominee (Tempatan) Sendirian Berhad <i>Qualifier: ICapital. Biz Berhad</i> | 2,970,600 | 4.78 |
| 4. | Outstanding Growth Technology Limited | 1,180,000 | 1.90 |
| 5. | Goh Thong Beng | 818,000 | 1.32 |
| 6. | Kao, Te-Pei @ Edward Kao | 764,500 | 1.23 |
| 7. | Amanah Raya Nominees (Tempatan) Sdn. Bhd. <i>Qualifier: Public Islamic Opportunities Fund</i> | 748,300 | 1.20 |
| 8. | Wong Yoke Fong @ Wong Nyok Fing | 695,000 | 1.12 |
| 9. | Best Skill Technology Limited | 630,000 | 1.01 |
| 10. | Koperasi Permodalan Melayu Negeri Johor Berhad | 590,000 | 0.95 |
| 11. | Wong Yoke Fong @ Wong Nyok Fing | 557,000 | 0.90 |
| 12. | Public Nominees (Tempatan) Sdn Bhd <i>Qualifier: Pledged Securities Account for Wong Yoke Fong @ Wong Nyok Fing (JRC)</i> | 500,000 | 0.80 |
| 13. | Operate Technology Limited | 377,000 | 0.61 |
| 14. | HSBC Nominees (Tempatan) Sdn Bhd <i>Qualifier : HSBC (M) Trustee Bhd for Prudential Dynamic Fund (4496)</i> | 355,400 | 0.57 |
| 15. | Wong Kin Cheong | 349,200 | 0.56 |
| 16. | Kao, Te-Pei @ Edward Kao | 336,700 | 0.54 |
| 17. | Mui Chung Meng | 330,000 | 0.53 |
| 18. | Citigroup Nominees (Asing) Sdn. Bhd. <i>Qualifier: CBNY for DFA Emerging Markets Fund</i> | 323,600 | 0.52 |
| 19. | Mayban Nominees (Tempatan) Sdn. Bhd. <i>Qualifier: Capital Dynamics Asset Management Sdn. Bhd. for Ace Synergy Insurance Berhad (CDAM23-990350)</i> | 286,000 | 0.46 |
| 20. | Amanah Raya Nominees (Tempatan) Sdn. Bhd. <i>Qualifier: Public Smallcap Fund</i> | 283,100 | 0.46 |
| 21. | Yeoh Kean Hua | 232,000 | 0.37 |
| 22. | Joanne Wong Su-Ching | 218,000 | 0.35 |
| 23. | Chen Ming-Lung | 213,800 | 0.35 |
| 24. | Yeow Kheng Chew | 213,000 | 0.34 |
| 25. | HSBC Nominees (Tempatan) Sdn Bhd <i>Qualifier : HSBC (M) Trustee Bhd for Prudential Dana Dinamik (4546)</i> | 208,000 | 0.34 |
| 26. | Neoh Choo Ee & Company, Sdn. Berhad | 200,000 | 0.32 |
| 27. | Wong Yoon Tet | 196,000 | 0.32 |
| 28. | Liao Yueh Chen | 171,000 | 0.28 |
| 29. | Chen, Chih-Wen | 170,000 | 0.27 |
| 30. | HSBC Nominees (Asing) Sdn Bhd <i>Qualifier: Exempt An for Credit Suisse (SG BR-TST-ASING)</i> | 164,000 | 0.26 |
| TOTAL | | 50,939,398 | 81.96 |



List of Properties

OWNER-OCCUPIED PROPERTIES

| Title/ Location | Tenure/ Date of expiry of lease | Description/ Existing use (approximate age of building) | Land area/ Built-up area | Net book value as at 31.12.2006 (RM) | Date of last reevaluation | Date of acquisition |
|---|---|--|------------------------------------|---|---------------------------------|------------------------|
| H.S.(D) 4633 P.T. No. 3210, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang | 60 years leasehold expiring 3.12.2050 | * Industrial complex - 2 storey office - 1 storey factory (12 years) | 5.0 acres/ 12,257 sq. meters | 12,756,086 | 30 June 2005 | - |
| H.S.(D) 4628 P.T. No. 3205, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang | 60 years leasehold expiring 11.11.2050 | # Industrial complex - 2 storey office - 1 storey factory - 1 storey warehouse - 2 storey training centre (14 years) | 7.0 acres/ 10,448 sq. meters | 13,244,326 | 30 June 2005 | - |
| H.S.(D) HBM2 P.T. No. 3410, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang | 99 years leasehold expiring 13.4.2091 | # Staff housing - 24 units of medium-cost apartments (12 years) | 1,801 sq. meters | 1,915,987 | 30 June 2005 | - |
| T/D No. 30175 and 1018 and 1047 No. 12/1 Moo 9 Suwannasorn Road, Dongkeelek Subdistrict, Muang Distric, Prachinburi, Thailand | Freehold | @ Industrial Complex - 1 storey office - 1 storey factory - 1 storey store (12 years) | 5.84 acres/ 6,514 sq. meters | 1,483,247 | - | 6 September 1995 |
| TOTAL | | | | 29,399,646 | | |

Note :

* The land is owned by Pan-International Electronics (Malaysia) Sdn. Bhd. whilst the industrial building on the land is owned by Pan-International Wire & Cable (Malaysia) Sdn. Bhd.

All the land and buildings are owned by Pan-International Electronics (Malaysia) Sdn. Bhd.

@ All the land and buildings are owned by Pan-International Electronics (Thailand) Co., Ltd.



List of Properties (cont'd)

INVESTMENT PROPERTIES

| Title/ Location | Tenure/ Date of expiry of lease | Description/ Existing use (approximate age of building) | Land area/ Built-up area | Fair value as at 31.12.2006 (RM) | Date of last revaluation |
|--|--|---|------------------------------------|---|--------------------------------|
| H.S.(D) 4634 P.T. No. 3211, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang | 60 years leasehold expiring 3.12.2050 | # Vacant, Future Investment - 1 storey office - 2 storey factory - 1 storey store (14 years) | 3.08 acres/ 8,527 sq. meters | 8,405,556 | 18 December 2006 |
| T/D No. 10832 No. 101/47/15 Moo 20 Navanakorn I.E. Zone 1, Phaholyothin Road, Klongnueng Subdistrict, Klongluang Distric, Pathumtani, Thailand | Freehold | @ Vacant, Future Investment - 2 storey office - 1 storey factory - 1 storey store (17 years) | 0.64 acres/ 2,251 sq. meters | 1,079,100 | 29 December 2006 |
| T/D No. 10051, No. 101/4/1 Moo 20 Navanakorn I.E. Zone 1, Phaholyothin Road, Klongnueng Subdistrict, Klongluang Distric, Pathumtani, Thailand | Freehold | @ Vacant, Future Investment - 1 storey office - 1 storey factory - 1 storey store (16 years) | 0.44 acres/ 1,183 sq. meters | 892,710 | 29 December 2006 |
| TOTAL | | | | 10,377,366 | |

Note :

- # All the land and buildings are owned by Pan-International Electronics (Malaysia) Sdn. Bhd.
- @ All the land and buildings are owned by Pan-International Electronics (Thailand) Co., Ltd.

P.I.E. INDUSTRIAL BERHAD

(424086-X)

(Incorporated in Malaysia)

PROXY FORM

I/We, _____

of _____

being a Member of the above Company hereby appoint _____

or failing him, _____

of _____

or failing him, the Chairman of the Meeting, as my/our proxy, to vote for me/us on my/our behalf at the TENTH ANNUAL GENERAL MEETING of the Company to be held at Nyatoh Room, Level 2, Sunway Hotel Seberang Jaya, No. 11 Lebuhr Tenggeri Dua, Pusat Bandar Seberang Jaya, Seberang Jaya, 13700 Prai on Friday, May 18, 2007 at 9:00 a.m. and at any adjournment thereof.

I/We hereby indicate with an "X" in the spaces provided how I/we wish my/our votes to be cast. (Unless otherwise instructed, the proxy may vote, as he thinks fit)

| No. | Resolutions | For | Against |
|-----|---|-----|---------|
| 1. | To receive the Audited Financial Statements of the Company for the year ended December 31, 2006 together with the Reports of the Directors and of the Auditors thereon. | | |
| 2. | To declare a Special Dividend I of 8 sen per share tax exempt for the year ended December 31, 2006. | | |
| 3. | To declare a Special Dividend II of 3 sen per share less income tax at 27% for the year ended December 31, 2006. | | |
| 4. | To declare a First and Final Dividend of 12 sen per share less income tax at 27% for the year ended December 31, 2006. | | |
| 5. | To approve the Directors' Fee of RM48,000 for the financial year ended December 31, 2006 and payment of such fees to the Directors. | | |
| 6. | To re-elect Encik Ahmad Murad Bin Abdul Aziz, a director retiring under the provision of Article 98(1) of the Articles of Association of the Company. | | |
| 7. | To re-elect Mr. Cheung Ho Leung, a director retiring under the provision of Article 98(1) of the Articles of Association of the Company. | | |
| 8. | To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | | |
| 9. | Special Business Ordinary Resolutions To approve the resolution pursuant to Section 132D of the Companies Act, 1965. | | |
| 10. | To approve the resolution pursuant to Renewal of Authority to Purchase its own Shares | | |

Signed this _____ day of _____ 2007.

Number of shares held:

Signature of Member**Notes:-**

A Member of the Company entitled to attend and vote is entitled to appoint 2 or more proxies to attend and vote in his place. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a Member appoints 2 or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorized.

The instrument appointing a proxy must be deposited at the Registered Office, 57-2, Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang at least 48 hours before the time for holding the Meeting or any adjournments thereof.



Fold along this line

STAMP

The Secretary
P.I.E. INDUSTRIAL BERHAD (424086-x)
(Incorporated in Malaysia)

Registered Office
57-2 Persiaran Bayan Indah
Bayan Bay, Sungai Nibong
11900 Penang
Malaysia.

Fold along this line



P.I.E. Industrial Berhad

(co.no. 424086-X)
(Incorporated In Malaysia)

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