

PENSONIC HOLDINGS BERHAD (300426-P)

**The Board of Directors of the Group are pleased to announce the following:
UNAUDITED RESULTS OF THE GROUP FOR 3rd QUARTER ENDED 28 FEBRUARY 2006**

Condensed Consolidated Balance Sheet At 28 February 2006

	28 February 2006	31 May 2005 (Audited)
	RM'000	RM'000
Property, plant and equipment	44,996	43,502
Investments in associates	-	-
Investments in jointly controlled entities	-	-
Other investments	-	-
Properties under development	-	-
Intangible assets	42	42
Goodwill on consolidation	4,790	4,790
	49,828	48,334
Current assets		
Inventories	46,480	55,635
Properties under development	-	-
Trade receivables	40,448	41,726
Other receivables, deposits and prepayment	15,099	12,922
Other investments	-	-
Cash and cash equivalents	10,493	5,958
	112,520	116,241
Current liabilities		
Trade payables	10,776	9,012
Other payables and accruals	5,192	10,383
Borrowings	43,543	45,737
Taxation	320	272
Provision for warranties	-	-
	59,831	65,404
Net current assets	52,689	50,837
	102,517	99,171

The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Reports for the year ended 31 May 2005.

PENSONIC HOLDINGS BERHAD (300426-P)

Condensed Consolidated Balance Sheet At 28 February 2006

(continued)

	28 February 2006	31 May 2005
	RM'000	(Audited) RM'000
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Financed by:		
Capital and reserves		
Share Capital	46,310	46,310
Reserves	44,637	42,749
Treasury shares	-	-
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	90,947	89,059
Minority shareholders' interests	2,210	2,277
Long term and deferred liabilities		
Borrowings	8,262	6,737
Deferred taxation	1,098	1,098
Retirement benefits	-	-
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	102,517	99,171
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Net assets per share attributable to ordinary equity holders of the parent (RM)	0.98	0.96

The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Reports for the year ended 31 May 2005.

PENSONIC HOLDINGS BERHAD (300426-P)

Condensed Consolidated Income Statement For the period ended 28 February 2006

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 28/02/06 RM'000	Preceding Year Corresponding Quarter 28/02/05 RM'000	Current Year to Date 28/02/06 RM'000	Preceding Year Corresponding Period 28/02/05 RM'000
Revenue	51,531	40,414	138,727	126,721
Operating profit	1,704	1,253	4,877	4,150
Interest expense	528	457	1,310	1,111
Interest income	-	-	-	-
Share of profit of associates and jointly controlled entities	-	-	-	-
Profit before taxation	1,176	796	3,567	3,039
Tax expense	220	198	449	470
Profit after taxation	956	598	3,118	2,569
Less: Minority interest	(146)	(164)	(54)	(70)
Net profit for the period	1,102	762	3,172	2,639
Basic earnings per ordinary share (sen)	1.19	0.82	3.42	2.85
Diluted earnings per ordinary share (sen)	1.19	0.82	3.42	2.85

The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Reports for the year ended 31 May 2005.

PENSONIC HOLDINGS BERHAD (300426-P)

Condensed Consolidated Statement of Changes in Equity For the period ended 28 February 2006

	Non- distributable RM'000	Distributable retained profits RM'000	Total RM'000
At 1 June 2005	83,665	5,394	89,059
Net gains and losses not recognized in the income statement	-	-	-
Currency translation differences	50	-	50
Net profit for the period	-	3,172	3,172
Dividends	-	(1,334)	(1,334)
At 28 February 2006	83,715	7,232	90,947
At 1 June 2004	83,665	3,222	86,887
Net gains and losses not recognized in the income statement	-	-	-
Currency translation differences	16	-	16
Net profit for the period	-	2,639	2,639
Dividends	-	(1,000)	(1,000)
At 28 February 2005	83,681	4,861	88,542

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Reports for the year ended 31 May 2005.

PENSONIC HOLDINGS BERHAD (300426-P)

Condensed Consolidated Cash Flow Statement For the period ended 28 February 2006

	28 February 2006 RM'000	28 February 2005 RM'000
CASH FLOWS FROM / (USED IN) OPERATING ACTIVITIES		
Profit before taxation	3,567	3,039
Adjustments	3,649	2,812
Operating Profit Before Working Capital Changes	7,216	5,851
Changes in working capital		
Net changes in current assets	9,440	(15,431)
Net changes in current liabilities	(3,824)	2,827
Net Cash Generated From/(Used In) Operations	12,832	(6,753)
Tax refunded	-	11
Tax expense	(1,318)	(739)
Interest expense	(1,311)	(1,111)
Net Cash Generated From/(Used In) Operating Activities	10,203	(8,592)
CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES		
Equity investments	-	(1,538)
Other investments	(3,831)	(9,840)
Net Cash Used In Investing Activities	(3,831)	(11,378)
CASH FLOWS FROM / (USED IN) FINANCING ACTIVITIES		
Borrowings	1,221	18,841
Dividends paid	(1,334)	(1,000)
Net Cash (Used In)/Generated From Financing Activities	(113)	17,841
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	6,259	(2,129)
Effect of exchange rate differences on cash and cash equivalents	22	1
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,343	5,932
CASH AND CASH EQUIVALENTS AT END OF YEAR	7,624	3,804

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Reports for the year ended 31 May 2005.

PENSONIC HOLDINGS BERHAD (300426-P)

Quarterly Report on consolidated results for the 3rd financial quarter ended 28 February 2006

NOTES TO THE INTERIM FINANCIAL REPORT

A1. Accounting Policies

The interim financial report is unaudited and has been prepared in compliance with Financial Reporting Standards ('FRS') 134 Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

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

The accounting policies and methods of computation adopted by the Group in the interim financial report are consistent with those adopted in the financial statements for the year ended 31 May 2005.

A2. Auditors' Report

The auditors' report of the audited financial statements for the financial year ended 31 May 2005 was not subjected to any qualification.

A3. Seasonal/Cyclical Factors

There were no significant seasonal or cyclical factors which have materially affected the results of the Group for the third quarter.

A4. Unusual Items

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the financial period under review.

A5. Changes in Estimates

There were no changes in estimates of accounts reported in prior interim period of the current or previous financial year.

A6. Issuance of Equity or Debts Securities

There were no issuance and repayment of debts and equity securities, share buy-backs, share cancellations, shares held as treasury shares by the Company during the current quarter.

A7. Dividend Paid

A first and final dividend of 2 sen per share less tax at 28% amounting to RM1,333,728 in respect of the financial year ended 31 May 2005 was paid on 30 December 2005.

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Quarterly Report on consolidated results for the 3rd financial quarter ended 28 February 2006

A8. Segmental Revenue and Results

(i) Business Segments

	Manufacturing and Assembling	Trading	Elimination	Consolidation
2006	RM'000	RM'000	RM'000	RM'000
Revenue				
External revenue	12,023	126,704	-	138,727
Inter-segment Revenue	106,493	2,487	(108,980)	-
Total revenue	118,516	129,191	(108,980)	138,727
Result				
Segment result	3,102	1,775	-	4,877
Finance costs	(897)	(413)	-	(1,310)
Profit before taxation	2,205	1,362	-	3,567
Tax expense				(449)
Profit after taxation				3,118
Minority interest				54
Net profit for the period				3,172
Other segment item				
Depreciation	1,881	712	-	2,593

	Manufacturing and Assembling	Trading	Elimination	Consolidation
2005	RM'000	RM'000	RM'000	RM'000
Revenue				
External revenue	9,854	116,867	-	126,721
Inter-segment Revenue	100,448	1,776	(102,224)	-
Total revenue	110,302	118,643	(102,224)	126,721
Result				
Segment result	1,407	2,743	-	4,150
Finance costs	(684)	(427)	-	(1,111)
Profit before taxation	723	2,316	-	3,039
Tax expense				(470)
Profit after taxation				2,569
Minority interest				70
Net profit for the period				2,639
Other segment item				
Depreciation	1,453	500	-	1,953

PENSONIC HOLDINGS BERHAD (300426-P)

Quarterly Report on consolidated results for the 3rd financial quarter ended 28 February 2006

A8. Segmental Revenue and Results (Cont'd)

(ii) Geographical Segments

	Revenue by location of customers	Profit/(Loss) before taxation	Segment assets	Segment liabilities
2006	RM'000	RM'000	RM'000	RM'000
Malaysia	116,684	4,768	148,628	65,363
Outside Malaysia	22,043	(1,201)	13,720	3,828
	138,727	3,567	162,348	69,191

	Revenue by location of customers	Profit/(Loss) before taxation	Segment assets	Segment liabilities
2005	RM'000	RM'000	RM'000	RM'000
Malaysia	108,621	4,664	156,180	70,517
Outside Malaysia	18,100	(1,625)	9,494	4,426
	126,721	3,039	165,674	74,943

Year 2006 refers to 9 months period ended 28 February 2006 as compare to year 2005 which also refers to 9 months period ended 28 February 2005.

A9. Valuation of Property, Plant and Equipment

The valuations of property, plant and equipment have been brought forward without amendment from the previous annual financial statements.

A10. Material Subsequent Events

As at the date of issue of this quarterly report, there were no material events subsequent to the end of this period reported on that have not been reflected in the financial statements for the said period.

A11. Changes in Composition of the Group

There were no changes in the composition of the Group for the current financial period ended 28 February 2006.

A12. Contingent Liabilities

Contingent liabilities of the Group are as follows:

	As at 28.02.2006 RM'000	As at 31.05.2005 RM'000
Guarantees to financial institutions for facilities granted to subsidiary companies	<u>83,906</u>	<u>91,906</u>

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Quarterly Report on consolidated results for the 3rd financial quarter ended 28 February 2006

A13. Capital Commitments

	As at 28.02.2006 RM'000	As at 31.05.2005 RM'000
Property, plant and equipment Contracted but not provided for	-	99

A14. Significant Related Party Transactions

The significant transactions with companies in which certain Directors and person connected to Directors have substantial financial interest are as follows:

	As at 28.02.2006 RM'000	As at 31.05.2005 RM'000
Purchase of raw material from Pensia Plastic Industries Sdn. Bhd.	3,913	7,558
Electricity charges paid by Pensia Plastic Industries Sdn. Bhd.	185	279
Factory rental paid by Pensia Plastic Industries Sdn. Bhd.	135	180

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ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

B1. Review of Performance

The Group recorded a profit before tax of RM1,176,000 for the current year quarter compared to the profit before tax of RM796,000 in the preceding year corresponding quarter.

Turnover for the current year quarter is RM51,531,000 compared to RM40,414,000 in the preceding year corresponding quarter. There was an increase of 27.51% in turnover of the current year quarter as compared to the preceding year corresponding quarter.

In the opinion of the Board of Directors, no items, transaction or event of a material and unusual nature has arisen which would affect substantially the results of the operation of the Group for the period from 28 February 2006 to the date of issue of this quarterly report.

B2. Variation of Results against Preceding Quarter

The Group achieved a profit before taxation of RM1,176,000 for this quarter as compared with a profit before taxation of RM796,000 for the corresponding quarter in the preceding year. The increase in profit before taxation is mainly due to the higher group sales recorded in the current quarter compared to preceding quarter.

B3. Prospect for the Current Financial Year

The Board of Directors expects both the domestic as well as the global economy to grow moderately. However, the continual rise of global oil price is expected to drive manufacturing costs and inflation higher. In this challenging business environment, the Group will focus on cost containment to remain competitive. Higher profit margins products have been introduced by the Group to the market to boost its revenue stream. Barring any unforeseen circumstances, the Group expects that business prospects for the current financial year to remain positive.

B4. Variance from Profit Forecast

Not applicable as no profit forecast was published.

B5. Tax Expense

	9 months ended 28.02.2006 RM'000	9 months ended 28.02.2005 RM'000
Income Tax		
- Provision for current period	320	200
- Under provision for prior years	129	270
	<u>449</u>	<u>470</u>

The Group's effective tax rate for the current quarter and cumulative year to date is lower than the statutory tax rate due mainly to the utilization of available capital allowances and unabsorbed losses brought forward.

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B6. Profit on Sale of Investments and/or Properties

There were no profits on sale of investments and/or properties for the current financial period ended 28 February 2006.

B7. Quoted Securities

There were no purchase or disposal of quoted securities for the current financial period ended 28 February 2006.

B8. Status of Corporate Proposal

There are no corporate proposals announced but not completed as at the date of this quarterly report except as disclosed below:

- (a) The Company had entered into a Memorandum of Understanding with Amtek Holdings Berhad on 24 February 2006 in relation to the proposed acquisitions by the Company of the entire equity interest of Amtek Marketing Services Sdn Bhd and Amtek Marketing Services Pte Ltd. The final terms and conditions of the proposed acquisitions, which are subject to the findings of the due diligence exercise, shall be incorporated into a formal and legal Sale and Purchase Agreement to be executed in due course.

B9. Borrowings and Debts Securities

Details of the Group's borrowings as at the end of this reporting period:

	As at 28.02.2006 RM'000	As at 31.05.2005 RM'000
Secured-repayable within one year		
Bank Overdraft	2,760	4,506
Bills Payable	39,931	40,196
Term Loan	852	1,035
	<u>43,543</u>	<u>45,737</u>
Secured-repayable one to five years		
Term Loan	<u>7,118</u>	<u>6,198</u>

Details of the Group's hire purchase creditors as at the end of this reporting period:

	As at 28.02.2006 RM'000	As at 31.5.2005 RM'000
Hire Purchase Creditors	1,544	825
Less: Interest In Suspense	<u>(62)</u>	<u>(84)</u>
	<u>1,482</u>	<u>741</u>
Repayable within one year	338	202
Repayable one to five years	<u>1,144</u>	<u>539</u>
	<u>1,482</u>	<u>741</u>

The bank borrowings bear interest at rates ranging from 1.25% to 2% per annum above the banks' base lending rates and the term loans bear interest at rates of 4.25% and 6% per annum and at rates ranging from 1.25% to 1.75% per annum above the banks' base lending rates.

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B9. Borrowings and Debts Securities (Cont'd)

The bank borrowings and term loans are secured by the following:

- i) Legal charges over certain properties belonging to the subsidiary companies;
- ii) Lien on fixed deposits belonging to the subsidiary companies;
- iii) Trade Financing General Agreement; and
- iv) Corporate guarantee by the Company.

B10. Off Balance Sheet Financial Instruments

There are no financial instruments with off balance sheet risk at date of issue of this quarterly report.

B11. Material Litigation

The Group is not engaged in any material litigation for the financial period ended 28 February 2006.

B12. Dividend Payable

There is no dividend proposed in this financial quarter.

A first and final dividend of 2 sen per share less tax at 28% amounting to RM1,333,728 in respect of the financial year ended 31 May 2005 was paid on 30 December 2005.

B13. Earnings Per Share

	9 months ended 28.02.2006	9 months ended 28.02.2005
Net profit for the period (RM'000)	3,172	2,639
Ordinary shares in issue ('000)	92,620	92,620
Basic earning per share (sen)	<u>3.42</u>	<u>2.85</u>

By order of the Board

Ker Siew Luan
Secretary

Dated : 26 April, 2006

