

(Company No. 424838-D) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 MARCH 2010 - unaudited

In thousands of RM	Current Quarter ended 31-Mar-10	Corresponding Quarter ended 31-Mar-09	Cumulative Year To Date 31-Mar-10	Corresponding Year To Date 31-Mar-09
Revenue	285,128	190,838	285,128	190,838
Results from operating activities	35,966	14,127	35,966	14,127
Finance costs	(131)	(252)	(131)	(252)
Finance income	1,291	1,139	1,291	1,139
Profit before tax	37,126	15,014	37,126	15,014
Income tax expense	(8,161)	(3,347)	(8,161)	(3,347)
Profit for the period	28,965	11,667	28,965	11,667
Other comprehensive income, net of tax				
Foreign currency translation differences for foreign operations	(1,547)	343	(1,547)	343
Cash flow hedge	(46)	-	(46)	-
Other comprehensive income for the period, net of tax	(1,593)	343	(1,593)	343
Total comprehensive income for the period	27,372	12,010	27,372	12,010
Profit attributable to:				
Owners of the Company Minority interests	25,935 3,030	10,262 1,405	25,935 3,030	10,262 1,405
Profit for the period	28,965	11,667	28,965	11,667
Total comprehensive income attributable to :				
Owners of the Company	24,342	10,605	24,342	10,605
Minority interests	3,030	1,405	3,030	1,405
Total comprehensive income for the period	27,372	12,010	27,372	12,010
Depreciation	10,694	7,474	10,694	7,474
Earnings per share				
Basic (sen)	13.25	5.19	13.25	5.19
Diluted (sen)	N/A	N/A	N/A	N/A

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Company No. 424838-D) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2010 - unaudited

	As at	As at
In thousands of RM	<u>31-Mar-10</u>	31-Dec-09
Assets		Restated
Property, plant & equipment	214,291	220,800
Prepaid lease payments	4,026	4,043
Investment property	1,247	1,257
Development expenditure	1,394	1,549
Deferred tax assets	12,800	13,972
Total non-current assets	233,758	241,621
Inventories	164,406	162,959
Trade and other receivables, including derivatives	231,841	210,185
Cash and cash equivalents	275,144	260,344
Total current assets	671,391	633,488
Total assets	905,149	875,109
Equity		
Share capital	201,600	201,600
Reserves	478,525	453,663
Treasury shares	(12,771)	(12,733)
Total equity attributable to owners of the Company	667,354	642,530
Minority interests	23,836	20,806
<b>Total equity</b>	691,190	663,336
Liabilities		
Deferred tax liabilities	4,944	4,746
Employee benefits	13,946	13,593
Deferred grant income	-	8
Total non-current liabilities	18,890	18,347
Trade and other payables, including derivatives	183,726	182,534
Short term borrowings	3,736	4,140
Taxation	7,607	6,752
Total current liabilities	195,069	193,426
Total liabilities	213,959	211,773
Total equity and liabilities	905,149	875,109
Net asset per share attributable to owners of the Company		
(RM)	3.41	3.28

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Company No. 424838-D) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE QUARTER ENDED 31 MARCH 2010 - unaudited

In thousands of RM	Current Year to Date	Corresponding Year To Date
· · · · · · · · · · · · · · · · · · ·	31-Mar-10	31-Mar-09
Cash generated from operations	20,751	9,607
Net cash flow used in investing activities	(5,347)	(10,098)
Net cash flow used in financing activities	(417)	(5,865)
Net increase in cash and cash equivalents	14,987	(6,356)
Exchange differences	(162)	(146)
Cash and cash equivalents at beginning of year	259,879	191,534
Cash and cash equivalents at end of period	274,704	185,032
Cash and cash equivalents comprise:-		
Cash and bank balances	275,144	185,691
Bills/Bank overdrafts	(440)	(659)
	274,704	185,032

The condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Company No. 424838-D) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 31 MARCH 2010 - unaudited

< Non-Distributable> Trans-			Distributa	ble					
In thousands of RM	Share capital	Treasury shares	lation reserve	Hedging reserve	Capital reserve	Retained profits	Total	Minority interests	Total equity
As 1-Jan-09	201,600	(8,433)	(4,919)	-	(24,441)	426,831	590,638	13,325	603,963
Purchase of treasury shares Total comprehensive	-	(311)	-	-	-	-	(311)	-	(311)
income for the period	-	-	343	-	-	10,262	10,605	1,405	12,010
As at 31-Mar-2009	201,600	(8,744)	(4,576)	-	(24,441)	437,093	600,932	14,730	615,662
1-Jan- 10, as previously stated	201,600	(12,733)	788	-	(24,441)	477,316	642,530	20,806	663,336
-effect of adopting FRS 139	-	-	-	-	-	520	520		520
1-Jan-10, as restated Total comprehensive	201,600	(12,733)	788	-	(24,441)	477,836	643,050	20,806	663,856
income for the period	-	-	(1,547)	(46)	-	25,935	24,342	3,030	27,372
Purchase of treasury shares	-	(38)	-	-	-	-	(38)	-	(38)
As at 31-Mar-10	201,600	(12,771)	(759)	(46)	(24,441)	503,771	667,354	23,836	691,190

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

# APM AUTOMOTIVE HOLDINGS BERHAD (424838-D) EXPLANATORY NOTES – 31 March 2010

#### 1. Basic of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2009. The explanatory notes to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2009.

#### 2. Significant Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2009, except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and Interpretations with effect from 1 January 2010.

#### FRSs, Amendments to FRSs and Interpretations

FRS 7 Financial Instruments: Disclosures

FRS 8 Operating Segments

FRS 101 Presentation of Financial Statements (Revised 2009)

FRS 123 Borrowing Costs

FRS 139 Financial Instruments: Recognition and Measurement

Amendment to FRS 1 First-time Adoption of Financial Reporting Standards

Amendment to FRS 7 Financial Instruments: Disclosures

Amendment to FRS 8 Operating Segments

Amendment to FRS 107 Statement of Cash Flows

Amendment to FRS 108 Accounting Policies, Changes in Accounting Estimates and Errors

Amendment to FRS 110 Events after the Reporting Period

Amendment to FRS 116 Property, Plant and Equipment

Amendment to FRS 117 Leases

Amendment to FRS 118 Revenue

Amendment to FRS 119 Employee Benefits

Amendment to FRS 120 Accounting for Government Grants and Disclosure of Government Assistance

Amendment to FRS 123 Borrowing Costs

Amendment to FRS 131 Interest in Joint Ventures

Amendment to FRS 132 Financial Instruments: Presentation

Amendment to FRS 134 Interim Financial Reporting

Amendment to FRS 136 Impairment of Assets

Amendment to FRS 139 Financial Instruments: Recognition and Measurement

Amendment to FRS 140 Investment Property

IC Interpretation 9 Reassessment of Embedded Derivatives

IC Interpretation 10 Interim Financial Reporting and Impairment

IC Interpretation 11 FRS 2 - Group and Treasury Share Transactions

The application of the above FRSs, Amendments to FRSs and Interpretations do not have any material impact to the financial results of the Group.

#### (a) FRS 7: Financial Instruments

The adoption of FRS 7 requires additional disclosures regarding fair value measurements and liquidity risk in the full year financial statements, and has no effect on reported profit or equity. However, FRS 7 disclosures are not required in the interim financial statements, and hence, no further disclosures had been made in these interim financial statements

#### 2. Significant Accounting Policies (Continued)

#### (b) FRS 8: Operating Segments

FRS 8 requires segment information to be presented on a similar basis to that used for internal reporting purposes. Consequently, the Group's segmental reporting is now presented based on the internal reporting to the chief operating decision maker who makes decisions on the allocation of resources and assesses the performance of the reportable segments. This standard does not have any impact on the financial position and results of the Group. The comparatives of the preceding year corresponding period are re-presented to conform to the current period presentation, as disclosed in Note 9.

#### (c) FRS 101: Presentation of Financial Statements

Prior to 1 January 2010, the components of a set of financial statements consisted of balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements.

With the adoption of revised FRS 101, a set of financial statements now comprise a statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flow and notes to the financial statements. The statement of comprehensive income consists of profit or loss for the period and other comprehensive income. All non-owner changes in equity previously presented in the consolidated statement of changes in equity are now presented as components in the statement of comprehensive income.

#### (d) FRS 117 : Leases

Prior to the adoption of the Amendment to FRS 117, leasehold lands were treated as operating leases and classified as prepaid lease payments. With the adoption of Amendment to FRS 117, the Group has reassessed and determined that lands with initial lease term of 50 years or more are in substance finance leases. Accordingly, the Group has reclassified the long term leasehold lands to property, plant & equipment.

The change of this accounting policy has been made retrospectively in accordance with the transitional provision of the amendments. The comparative figures have been restated as follows:

In thousands of RM

31- Dec-09	As previously		
	stated	Reclassification	As restated
Property, plant & equipment	186,858	33,942	220,800
Prepaid lease payments	37,985	(33,942)	4,043

### (e) FRS 139: Financial Instruments - Recognition and Measurement

FRS 139 sets out the new requirements for the recognition and measurement of the Group's financial instruments. Financial instruments are recognized initially at fair value. Subsequent measurement of the financial instruments at the balance sheet date reflects the designation of the financial instruments. The Group determines the classification at initial recognition and for the purpose of the first adoption of the standard, as at transitional date on 1 January 2010.

#### i) Financial assets

Financial assets are classified as financial assets at fair value through profit and loss, loans and receivables, held to maturity investments, available-for-sale("AFS") financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group's financial assets include cash and short-term deposits, receivables, deposits and prepayments. Prior to 1 January 2010, receivables were stated at gross receivables less allowance for doubtful debts. Under FRS 139, receivables are initially measured at fair value and subsequently at amortized cost using the effective interest rate (EIR) method. Gains and losses arising from derecognition of the receivables, EIR amortization and impairment losses are recognized in the statement of comprehensive income.

#### 2. Changes in Accounting Policies (continued)

#### (e) FRS 139: Financial Instruments - Recognition and Measurement (continued)

#### ii) Financial liabilities

Financial liabilities are classified as financial liabilities at fair value through profit and loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group's financial liabilities include loan and borrowings, trade and other payables and are carried at amortized cost.

#### iii) Derivative financial instruments

Prior to the adoption of FRS 139, forward foreign currency contracts were off balance sheets items, gain or loss were recognized in the financial statements at settlement date. With the adoption of FRS 139, forward foreign currency contracts are required to be initially recognized at fair value on the date of inception and subsequently at fair value of at each financial position date. Gains or losses arising from changes in fair value will be recognized in statement of comprehensive income except for derivative contract designated as hedge instruments.

Financial assets and liabilities designated as hedge items and forward foreign currency contracts as hedge instruments are accounted for in accordance with the hedge accounting requirements of FRS 139 as explained below.

#### Cash flow hedge

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction and could affect the profit or loss. In a cash flow hedge, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised in other comprehensive income and the ineffective portion is recognised in profit or loss.

Subsequently, the cumulative gain or loss recognised in other comprehensive income is reclassified from equity into profit or loss in the same period or periods during which the hedged forecast cash flows affect profit or loss. If the hedge item is a non-financial asset or liability, the associated gain or loss recognised in other comprehensive income is removed from equity and included in the initial amount of the asset or liability. However, loss recognised in other comprehensive income that will not be recovered in one or more future periods is reclassified from equity into profit or loss.

Cash flow hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated or exercised, the hedge is no longer highly effective, the forecast transaction is no longer expected to occur or the hedge designation is revoked. If the hedge is for a forecast transaction, the cumulative gain or loss on the hedging instrument remains in other comprehensive income until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, any related cumulative gain or loss recognised in other comprehensive income on the hedging instrument is reclassified from equity into profit or loss.

In accordance with the transitional provision of FRS 139, the derivatives, financial assets and financial liabilities of the Group as at 1 January 2010 have been identified and remeasured. The differences between the remeasured amount and the previous carrying amount has been recognized as an adjustment to the retained profits as at 1 January 2010 as follows:-

#### 2. Changes in Accounting Policies (continued)

#### (e) FRS 139: Financial Instruments - Recognition and Measurement (continued)

In thousands of RM	Retained profits
At 31-Dec-09/ 1-Jan-10, as previously stated	477,316
Initial recognition of derivatives at 1-Jan-10	520
At 1-Jan-10, as restated	477,836

#### 3. Annual Audit Report

The audit report of the preceding annual financial statements was not qualified.

#### 4. Seasonality or Cyclicality of Interim Operations

The operations of the Group were not affected by any seasonal or cyclical factors, other than the general economic environment in which the Group operated.

## 5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flow

# 6. Changes in Estimates Reported in Prior Interim Periods of the Current Financial Year or Prior Financial Year Having a Material Effect in the Current Interim Period NIL.

### 7. Debts and Equity Securities

There were no issuances, repurchases, resale or repayment of debts and equity securities in the current interim period and financial year to date, other than the following repurchase of shares by the Company:

In thousands of RM

	No. of shares	Total
<b>Month</b>	repurchased	<b>consideration</b>
Jan-10	13,000	35
Feb-10	1,000	3
Total	14,000	38

#### 8. Dividends Paid

No dividend was paid to the shareholders during the current quarter and year to date.

#### 9. Segment Information

With the adoption of FRS 8, Operating Segments, the Group's segment information is now presented following its operating structure instead of geographical segments as previously presented.

The Group's operating structure comprises the following strategic business divisions, each offering different groups of products or activities as described below:

- Suspension Division, Malaysia: comprises business in products such as leaf springs, parabolic springs, coil springs, shock absorbers, Gas Springs, U-bolts and metal parts.
- *Interior & Plastics Division, Malaysia*: comprises business in products such as plastics parts, interiors, seatings for motor vehicles, buses, auditoriums and cinemas.
- *Electrical & Heat Exchange Division, Malaysia*: comprises business in products such as air-conditioning systems, radiators, starter motors, alternators, wiper system, distributors and other electrical parts.
- *Marketing Division, Malaysia*: main activity is that of trading and distribution of automotive components/parts manufactured by the Group for the replacement and export market.
- Others, Malaysia: comprises mainly operations related to the rental of investment properties in Malaysia and provision of management services for companies within the Group.
- Operations Outside Malaysia: comprises businesses in Indonesia, Vietnam and Australia

Performance of these operating segments is measured primarily on the gross sales and the profit before tax. The results by segments for the quarter are as follows:

In thousands of RM

<b>Quarterly</b>	31-M	ar-10	31-Mar-09		
	Segment Profit/(loss)		Segment	Profit	
	Revenue	before tax	Revenue	before tax	
Operations within Malaysia					
Suspension	50,536	5,636	49,681	3,834	
Interior & Plastics	175,728	20,147	98,206	7,041	
Electricals & Heat Exchange	61,761	3,499	44,031	925	
Marketing	42,100	2,413	40,647	2,450	
Others	1,289	(125)	1,273	240	
Operations outside Malaysia	40,323	5,711	19,492	334	
	371,737	37,281	253,330	14,824	
Eliminations	(86,609)	(155)	(62,492)	190	
	285,128	37,126	190,838	15,014	

### 10. Valuations of Property, Plant and Equipment

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

#### 11. Material Events Subsequent to the End of the Interim Period

There were no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

#### 12. Changes in the Composition of the Enterprise during the Interim Period

APM Components (USA), Inc., a 100% owned subsidiary incorporated in the State of Delaware (USA) was dissolved on 8 March 2010 as it had been inactive since 2007.

APM Auto Components (USA), Inc., was incorporated in the State of New Jersey (USA) on 18 March 2010 with a share capital of USD 500,000 for the purpose of distribution and marketing of automotive parts in the United States.

#### 13. Changes in Contingent Liabilities and Contingent Assets

There were no changes in contingent liabilities and contingent assets since the last annual balance sheet date.

#### 14. Capital Commitments

The outstanding capital commitments are as follows:-

In thousands of RM

	<u>31-Mar-10</u>
Authorized but not contracted for	27,902
Contracted but not provided for	19,926_
Total	47,828

#### 15. Significant related party transactions

The following are significant related party transactions:-

In thousands of RM

	Current Ouarter ended	Corresponding Ouarter ended
With TCMH Group	31-Mar-10	31-Mar-09
Sales of goods	30,749	9,128
Rental income	-	136
Rental expense	1	8
Purchase of goods and services	490	574
Administrative and consultancy services	2	2
Total	31,242	9,848

The above transactions had been entered into in the ordinary course of business on normal commercial terms with Tan Chong Motor Holdings Bhd and its subsidiaries ("TCMH Group").

#### Additional Information Required By Main Market Listing Requirements of Bursa Malaysia

1. Review of Performance of the Company and its Principal Subsidiaries Compared with 1<sup>st</sup> Quarter 2009 Group revenue for the first quarter of 2010 surged 49.3% to RM285.1 million from RM190.9 million in the same quarter last year, 6% above the previous high of RM268.9 million recorded in the fourth quarter of 2009.

In the domestic front, while total vehicle production (TIP) in the first quarter grew 25.6% to 143,147 units from 114,009 in the same quarter last year, Group OEM sales increased by a significant 66.5% due to the supply of more interior and plastic car parts to the newly launched national model. The Group's operations outside Malaysia also improved tremendously especially in Indonesia due to higher demand for new vehicles.

The Group achieved the highest ever PBT in a quarter at RM37.2 million for the first quarter of 2010, exceeding the previous high of RM30.2 million achieved in the third quarter of last year. Group operating profit improved by 154.6%, resulting from lower costs due to higher production volume and economies of scale. Additionally, the strengthening of functional currencies of the overseas operations also resulted in lower cost of imported raw materials and better margins.

# 2. Comments on any Material Changes in the Current Quarter Profit before Tax Compared with the Immediate Preceding Quarter

Compared with the immediate preceding quarter, the Group's revenue increased by 6.0 % from RM 268.9 million to RM 285.1 million. The increase was recorded mainly from the Interior & Plastics Division and also from the operations outside Malaysia. Group's pre-tax profit improved by 23.2% to RM 37.2 million from RM 30.2 million.

#### 3. Prospects

Prices of raw materials are expected to go up with higher global demand. The increase will be partially offset by a stronger Ringgit as imported cost becomes cheaper. Though the Group's export margin is expected to be lower with the strengthening of Ringgit, the impact is not expected to be very significant. The Group is expected to perform well this year.

# **4.** Revenue or Profit Estimate, Forecast, Projection or Internal Targets Not applicable.

#### 5. Income tax

The Group's effective tax rate is lower than the statutory tax rate due mainly to the availability of tax incentives.

In thousands of RM	Current	Corresponding Ouarter ended		Corresponding Year To Date
in inousanas of KM	31-Mar-10	31-Mar-09	31-Mar-10	31-Mar-09
Current tax				
- Current year	(8,538)	(3,955)	(8,538)	(3,955)
- Prior year	1,361	(172)	1,361	(172)
Deferred tax - Current year - Prior year	63 (1,036)	677 103	63 (1,036)	677 103
Witholding Tax	(11) (8,161)	(3,347)	(11) (8,161)	(3,347)

#### 6. Profits/(losses) on Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and/or properties in the current interim period and financial year to date.

#### 7. Purchase or Disposal of Quoted Securities

There were no purchases or disposals of quoted securities in the interim period and financial year to date.

#### 8. Status of Corporate Proposals

Not applicable.

#### 9. Group Borrowings and Debt Securities

In thousands	of RM	Current Quarter ended <u>31-Mar-10</u>	Corresponding Quarter ended 31-Mar-09
Unsecured	- Overdraft	440	659
	-Trade loan	2,795	3,156
	- Term loan	501	2,262
		3,736	6,077
Amount due	within the next 12 months	3,736	5,569
Amount due	after the next 12 months	-	508
		3,736	6,077

Group borrowings breakdown by currencies.

In thousands of RM		RM	RM
Functional	Denominated	<u>Equivalent</u>	<b>Equivalent</b>
Currency	<u>In</u>		
RM	RM	747	1,895
RM	USD	-	1,026
AUD	AUD	194	-
AUD	USD	972	877
VDN	USD	1,823	2,279
		3,736	6,077

Functional currency of borowing entities in Malaysia are denominated in RM while functional currency of borrowing entities outside Malaysia are denominated in currencies of the respective countries in which they are operating.

#### 10. Financial Instruments

Outstanding forward exchange contract with maturities of less than 1 year as at 31-Mar-10

In thousands			Fair Value
Currency	Contract Amount in Original Currency	Contract/Notional <u>Value (RM)</u>	Gain/(loss) (RM)
<b>Buy forward contracts</b>			
YEN	676,232	24,301	(541)
USD	2,686	8,915	(106)
THB	85,300	8,662	(12)
EUR	565	2,667	(186)
Sell forward contracts			
USD	4,431	15,159	560
EUR	818	4,162	571
SGD	239	578	16
Total	_		302

#### 10. Financial Instruments (continued)

The Group practices selective hedging mainly on sales and purchases that are denominated in currencies other than Ringgit Malaysia, whenever necessary and appropriate.

These forward exchange contracts are entered into with licensed banks and with pre-determined exchange rates, thus the Group is not exposed to credit risk and market risk. There are no cash requirements on the date of inception of these foreign currency forward contracts.

Changes in the fair value of forward exchange contracts are accounted for as stated in significant accounting policies 2e(iii)

#### 11. Status of Material Litigation since the last Annual Balance Sheet Date

There was no material litigation since the last annual balance sheet date.

#### 12. Dividend

No dividends were declared for the current financial quarter.

#### 13. Earnings per Share

The computation of earnings per share for the period is based on the net profit attributable to ordinary shareholders of the parent entity for the period and the weighted average number of ordinary shares. The weighted average number of ordinary shares during the quarter is 195,695,570. The outstanding number of ordinary shares as at 31 March 2010 is 195,694,300 (31 December 2009:195,708,300 shares).

#### BY ORDER OF THE BOARD

CHAN YOKE LIN LEE KWEE CHENG Company Secretary

Kuala Lumpur 26 May 2010