

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

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 MARCH 2012 - unaudited

# INDIVIDUAL/CUMULATIVE QUARTER

In thousands of RM	Current Quarter Ended 31-Mar-12	Corresponding Quarter Ended 31-Mar-11
Revenue	293,058	301,159
Results from operating activities	41,239	40,561
Finance costs	(388)	(252)
Finance income	2,952	2,275
Profit before tax	43,803	42,584
Income tax expense	(8,371)	(10,495)
Profit for the period	35,432	32,089
Other comprehensive (expenses)/income, net of ta	X	
Foreign currency translation differences for foreign operations	(2,201)	193
Other comprehensive (expenses)/income for the net of tax	(2,201)	193
Total comprehensive income for the period	33,231	32,282
Profit attributable to:		
Owners of the Company	32,571	27,763
Non-controlling interests	2,861	4,326
Profit for the period	35,432	32,089
Total comprehensive income attributable to :		
Owners of the Company	30,469	28,692
Non-controlling interests	2,762	3,590
Total comprehensive income for the period	33,231	32,282
Earnings per share		
Basic (sen)	16.64	14.19
Diluted (sen)	N/A	N/A

The above condensed consolidated statement of comprehensive income should be read conjunction with the accompanying explanatory notes attached to these interim financial statements.

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

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2012 – unaudited

	As at	As at	As at
In thousands of RM	<u>31-Mar-12</u>	31-Dec-11	<u>1-Jan-11</u>
Assets			
Property, plant & equipment	236,433	246,021	240,153
Prepaid lease payments	5,756	7,649	6,320
Investment property	9,399	1,177	1,217
Development expenditure	1,732	799	936
Deferred tax assets	16,634	15,586	20,227
Total non-current assets	269,954	271,232	268,853
Inventories	169,793	163,609	176,293
Trade and other receivables, including derivatives	273,574	236,024	213,359
Assets held for sale	-	9,478	-
Cash and cash equivalents	381,118	393,637	351,207
Total current assets	824,485	802,748	740,859
Total assets	1,094,439	1,073,980	1,009,712
Equity Share capital	201,600	201,600	201,600
Reserves	668,565	640,949	556,088
Treasury shares	(12,790)	(12,786)	(12,776)
Total equity attributable to owners of the Company	857,375	829,763	744,912
Non-controlling interests	25,944	25,298	30,359
Total equity	883,319	855,061	775,271
Liabilities			
Deferred tax liabilities	2,808	2,765	4,789
Employee benefits	14,179	14,761	14,139
Total non-current liabilities	16,987	17,526	18,928
Trade and other payables, including derivatives	168,266	175,728	179,656
Short term borrowings	19,696	21,677	25,279
Taxation	6,171	3,988	10,578
Total current liabilities	194,133	201,393	215,513
Total liabilities	211,120	218,919	234,441
Total equity and liabilities	1,094,439	1,073,980	1,009,712
Net asset per share attributable to owners of the Company			
(RM)	4.38	4.24	3.81

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

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

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE QUARTER ENDED 31 MARCH 2012 – unaudited

	Current Year to Date 31-Mar-12	Corresponding Year To Date 31-Mar-11
In thousands of RM		
Cash flows from operating activities		
Profit before tax and non-controlling interests	43,803	42,584
Adjustments for non-cash items	8,456	11,216
Changes in working capital	(41,781)	(16,926)
Cash generated from operations	10,478	36,874
Interest/Tax/Employee benefits/provision	(9,400)	(9,314)
Net cash from operating activities	1,078	27,560
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	2,656	155
Acquisition of non-controlling interest	(5,568)	-
Acquisition of property, plant and equipment	(7,737)	(4,440)
Additions of development expenditure	(1,017)	(188)
Capital contribution from non-controlling interest	600	-
Net cash used in investing activities	(11,066)	(4,473)
Cash flows from financing activities		
Dividends paid to non-controlling interests	-	(807)
Repayment of short-term borrowings	(5,972)	-
Drawdown of trade loan	3,991	3,633
Purchase of treasury shares	(4)	(5)
Net cash (used in)/from financing activities	(1,985)	2,821
Net (decrease)/increase in cash and cash equivalents	(11,973)	25,908
Effect of exchange rate fluctuations on cash held	(546)	1,426
Cash and cash equivalents at 1 January	393,637	350,805
Cash and cash equivalents at the end of period	381,118	378,139

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

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 31 MARCH 2012 - unaudited

	<	Non-Distr	ibutable	>	Distributable			
			Trans-				Non-	
	Share	Treasury	lation	Capital	Retained		controlling	Total
In thousands of RM	capital	shares	reserve	reserve	profits	Total	interests	equity
At 1-Jan-11	201,600	(12,776)	-	(24,441)	580,529	744,912	30,359	775,271
Foreign currency translation								
difference for foreign operation	-	-	929	-	-	929	(736)	193
Profit for the period	-	-	-	-	27,763	27,763	4,326	32,089
Purchase of treasury shares	-	(5)	-	-	-	(5)	-	(5)
Dividend paid	-	-	-	-	-	-	(807)	(807)
At 31 Mar-2011	201,600	(12,781)	929	(24,441)	608,292	773,599	33,142	806,741
At 1-Jan-12	201,600	(12,786)	(943)	(24,441)	666,333	829,763	25,298	855,061
Foreign currency translation								
difference for foreign operation	-	-	(2,102)	-	-	(2,102)	(99)	(2,201)
Profit for the period	-	-		-	32,571	32,571	2,861	35,432
Purchase of treasury shares	-	(4)		-	-	(4)	-	(4)
Acquisition of non-controlling	-	-	-	-	-	-	-	-
interest in a subsidiary	-	-	-	-	(2,853)	(2,853)	(2,716)	(5,569)
Non-controlling interest capital								
contribution	-	-	-	-	-	-	600	600
At 31-Mar-2012	201,600	(12,790)	(3,045)	(24,441)	696,051	857,375	25,944	883,319

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

#### 1. FIRST-TIME ADOPTION OF MALAYSIAN FINANCIAL REPORTING STANDARDS (MFRS)

This condensed consolidated interim financial statements (Condensed Report) has been prepared in accordance with MFRS134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This Condensed Report also complies with IAS34: *Interim Financial Reporting* issued by the International Accounting Standards Board (IASB). For the periods up to and including the year ended 31December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards (FRSs).

This Condensed Report is the Group's first MFRS compliant Condensed Report and hence MFRS1: First-Time Adoption of Malaysian Financial Reporting Standards (MFRS 1) has been applied.

The date of transition to the MFRS framework is 1 January 2011. At that transition date, the Group reviewed its accounting policies and considered the transitional opportunities under MFRS1. The impact of the transition from FRS to MFRS is described in Note 2.1 below.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

## 2.1 Application of MFRS 1

The audited financial statements of the Group for the year ended 31 December 2011 were prepared in accordance with FRS. As the requirements under FRS and MFRS are similar, the significant accounting policies adopted in preparing this Condensed Report are consistent with those of the audited financial statements for the year ended 31 December 2011 except as discussed below:

#### (a) Foreign currency translation reserve

Under FRS, the Group recognized translation differences on foreign operations as a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to be nil as at the date of transition to MFRS.

Accordingly, at the date of transition to MFRS, the cumulative foreign currency translation differences of RM 2,525,000 as at 1 January 2011 were adjusted to retained earnings.

## (b) Deferred tax on reinvestment tax incentive

In the previous years, the Group did not recognise deferred tax on unutilized reinvestment tax incentive.

Under MFRS 112, Income Taxes, the Group has now recognized the deferred tax assets arising from the unutilized reinvestment tax incentives.

#### Reconciliation of financial position as at 1st January 2011

In thousands of RM	FRSs as at	Effect of	MFRSs as at
	1-Jan-11	Transition to MFRSs	1-Jan-11
Non current assets Deferred tax assets	13,079	7,148	20,227
Equity Foreign currency translation reserve Retained earnings	(2,525)	2,525	-
	575,906	4,623	580,529

#### Reconciliation of financial position as at 31st December 2011

In thousands of RM	FRSs as at 31-Dec-11	Effect of Transition to MFRSs	MFRSs as at 31-Dec-11
Non current assets Deferred tax assets	10,236	5,350	15,586
Equity Foreign currency translation reserve Retained earnings	(3,468) 663,508	2,525 2,825	(943) 666,333

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

# 2.2 MFRSs, Amendments to MFRSs and IC Interpretation issued but not yet effective

At the date of authorization of these interim financial statements, the following MFRSs, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group:

MFRSs, Amendments to MFRS	s and IC Interpretation	Effective for annual periods beginning on or after
MFRS 9	Financial Instruments (IFRS 9 issued by	1 January 2015
	IASB in November 2009 and October 2010	
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interests in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits	1 January 2013
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investments in Associates and Joint venture	1 January 2013
Amendments to MFRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 101	Presentation of Items of Other	1 July 2012
	Comprehensive Income	•
Amendments to MFRS 132	Offsetting Financial Assets and Financial	1 January 2014
	Liabilities	
IC Interpretation 20	Stripping Costs in the Production Phase	1 January 2013
	of a Surface Mine	

## 3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

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

# 4. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

NIL

# 5. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

NIL.

## 6. DEBT 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>
Feb-12	1,000	4
Total	1,000	4

## 7. DIVIDENDS PAID

No dividends were paid during the quarter ended 31 March 2012.

#### 8. SEGMENTAL INFORMATION

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, provision of management services for companies within the Group and provision of engineering and research services.
- 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

	INDIVIDUAL/CUMULATIVE QUARTER			
	31-Ma	r-12	31-M	ar-11
	Segment	Profit/(loss)	Segment	Profit
	Revenue	before tax	Revenue	before tax
Operations within Malaysia				
Suspension	55,666	4,418	57,039	5,398
Interior & Plastics	189,784	25,947	189,138	26,832
Electricals & Heat Exchange	62,051	3,366	63,171	4,255
Marketing	46,739	3,303	48,364	4,396
Others	8,102	1,973	3,163	(602)
Operations outside Malaysia	28,761	4,063	36,087	2,786
	391,103	43,070	396,962	43,065
Eliminations	(98,045)	733	(95,803)	(481)
	293,058	43,803	301,159	42,584

#### 9. RELATED PARTY DISCLOSURES

The following is significant related party transactions:-

In thousands of RM

	INDIVIDUAL/CUMULA	DIVIDUAL/CUMULATIVE QUARTER		
	Current	Corresponding		
	Quarter Ended	<b>Quarter Ended</b>		
With TCMH Group	31-Mar-12	31-Mar-11		
Sales of goods	23,867	33,516		
Rental income	104	71		
Insurance agency services	(1,250)	(1,766)		
Rental expense	(1)	(1)		
Purchase of goods and services	(2,265)	(2,003)		
Administrative and consultancy services	-	(2)		

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").

## 10. CASH AND BANK BALANCES OF THE GROUP

In thousands of RM	<u>31-Mar-12</u>	31-Dec-2011	<u>01-Jan-11</u>
Cash and bank balances	25,071	25,365	58,813
Deposits placed with licensed banks	356,047	368,272	292,394
	381,118	393,637	351,207

# 11. CAPITAL COMMITMENTS

In thousands of RM

	31-Mar-12	31-Mar-11
Authorized but not contracted for	5,079	12,551
Contracted but not provided for	20,534	8,544
Total	25,613	21,095

# 12. CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and no changes in the contingent liability since 31 December 2011.

# 13. CHANGES IN COMPOSITION OF THE GROUP

On 6 March 2012, the Group incorporated a wholly-owned subsidiary APM Auto Parts Marketing (Malaysia) Sdn Bhd in Malaysia

#### 14. OPERATING SEGMENTS REVIEW

#### 1Q12 vs. 1Q11

# **Group review**

For the quarter ended 31 March 2012 (1Q12), the Group registered a revenue of RM293.06 million, 2.69% lower than the RM301.16 million in the quarter ended 31 March 2011 (1Q11). The weaker performance was mainly due to the dilution of the effective interest in a jointly-controlled entity in Indonesia. However, profit before tax (PBT) for 1Q12 at RM43.80 million was 2.87% higher compared with RM42.58 million in 1Q11. The increase in PBT was due to the gain on divestment of the radiator business in Australia.

## **Operating segments review**

#### Suspension

The Suspension Division recorded a revenue of RM55.67 million in 1Q12, a decline of 2.40% compared to RM57.04 million in 1Q11, mainly due to lower demand from European countries as a result of the current economic uncertainty.

PBT recorded was RM4.42 million in 1Q12, a drop of 18.15% compared to RM5.40 million in 1Q11. Higher steel cost has eroded profit margin.

#### **Interior & plastics**

Revenue for Interior & Plastics Division remained stable, at RM 189.78 million in 1Q12 compared to RM 189.14 million in 1Q2011.

PBT declined by 3.28% to RM25.95 million in 1Q12 from RM26.83 million in 1Q11. The lower PBT was mainly due to higher imported materials and operating costs.

## Electrical & Heat Exchange

Revenue for Electrical and Heat Exchange Division declined 1.77% to RM62.05 million in 1Q12 from RM63.17 million in 1Q11.

PBT at RM3.37 million in 1Q12, recorded a drop of 20.89% compared to RM4.26 million in 1Q11. Higher importation costs of parts denominated in Japanese yen has eroded the profit margin.

#### **Marketing**

Revenue for the Marketing Division recorded a revenue of RM46.74 million in 1Q12, a drop of 3.35% compared to RM48.36 million in 1Q11. Lower demand from European countries as a result of the current economic uncertainty had contributed to the decline.

The Division also registered 25.00% decline in PBT 1Q12 to RM3.30 million from RM4.40 million in 1Q11. The higher PBT in 1Q2011 was due to the euro exchange gain.

#### Others, Malaysia

This segment comprises mainly operations relating to the rental of properties in Malaysia, provision of management services, engineering and research services for companies within the Group. The revenue streams were mainly rental and services fee charged within the Group and formed part of inter-segment elimination for the total Group's results (as depicted in Note 8).

#### **Operations outside Malaysia**

Operations outside Malaysia recorded a revenue of RM28.76 million in 1Q12, a decline of 20.30% compared to RM36.09 million in 1Q11. The lower revenue was mainly due the dilution of the Group's effective shareholding in a jointly-controlled entity in Indonesia and the divestment radiator business in Australia.

The segment's PBT of RM4.06 million in 1Q12, was an increase of 45.52% compared to RM2.79 million in 1Q11 due to the gain on divestment of the radiator business.

# 15. MATERIAL CHANGE IN PERFORMANCE OF OPERATING SEGMENTS OF CURRENT QUARTER COMPARED WITH PRECEDING QUARTER

Group revenue of RM293.06 million recorded in 1Q12 was 4.33% lower than the RM306.33 million achieved in 4Q11. In tandem with the lower revenue, Group PBT declined 2.67% to RM 43.80 million in 1Q2012 from RM 45.00 million.

The lower revenue and PBT in 1Q12 were mainly due to lower demand from the eurozone countries, higher importation cost for yen denominated parts and higher prices of steel related materials.

## 16. COMMENTARY ON PROSPECTS AND TARGETS

The Malaysian Automotive Association has forecasted total industry volume to grow 2.5% to 615,000 units in 2012 from 600,123 units in 2011. Among the challenges for the automotive industry are uncertainties in the global economic outlook, stringent loan approval process, weakening of the RM against major trading currencies and upward price trend in key raw materials. However the Group is cautiously optimistic that its performance will be satisfactory

## 17. INCOME TAX EXPENSE

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

## INDIVIDUAL/CUMULATIVE QUARTER

In thousands of RM	Current Quarter Ended 31-Mar-12	Corresponding Quarter Ended 31-Mar-11
Current tax		
- Current year	(9,441)	(10,395)
- Prior year	(8)	(22)
Deferred tax - Current year - Prior year	1,042 49	(70) (3)
Witholding Tax	(13) (8,371)	(5) (10,495)

#### 18. CORPORATE PROPOSALS

There were no corporate proposals announced but not completed as at the reporting date.

#### 19. RETAINED EARNINGS

	As At	As At	
(RM'000)	31-Mar-12	31-Dec-11	
Total retained profits/(accumulated losses) of			
the company and its subsidiaries			
- Realised	689,523	651,155	
- Unrealised Gain/(Loss)	(1,161)	4,941	
	688,362	656,096	
Total share of retained profits/(accumulated losses) of			
jointly-controlled entities			
- Realised	21,270	20,333	
- Unrealised Gain/(Loss)	506	405	
	21,776	20,738	
Consolidation adjustments	(14,087)	(10,501)	
Total group retained profits as per consolidated accounts	696,051	666,333	

## 20. BORROWINGS AND DEBT SECURITIES

In thousands of RM	Current Quarter Ended <u>31-Mar-12</u>	As at <u>31-Dec-11</u>
Unsecured - Trade loan - Short term borrowings	13,483 6,213	9,492 12,185
	19,696	21,677
Amount due within the next 12 months  Amount due after the next 12 months	19,696 - 19,696	21,677

Group borrowings breakdown by currencies.

In thousands	of RM	Current	
Functional	Denominated	Quarter Ended	As at
Currency	<u>In</u>	<u>31-Mar-12</u>	31-Dec-11
RM	RM	9,759	8,738
AUD	USD	-	754
USD	USD	6,213	8,975
IDR	IDR	3,724	3,210
		19,696	21,677

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.

# 21. CHANGES IN MATERIAL LITIGATION

There was no material litigation against the Group as at the reporting date

# 22. PROPOSED DIVIDEND

No dividends has been proposed for the  $1^{\text{st}}$  quarter ended 31 March 2012

# 23. EPS

Basic EPS	Quarterly ended	
	31-Mar-12	31-Mar-11
Profit attributable to the owners of the Company (RM'000)	32,571	27,763
Weighted average number of ordinary shares in issue ('000)	195,691	195,693
Basic EPS (sen)	16.64	14.19

## 24. Notes to the Condensed Consolidated Income Statement

Profit before tax is arrived at after (charging)/crediting the following items:

		Current	Cumulative
	In thousands of RM	Quarter Ended	Year To Date
		31-Mar-12	31-Mar-11
(a)	Interest income	2,952	2,275
(b)	Other income including investment income	4,127	711
(c)	Interest expense	(388)	(252)
(d)	Depreciation and Amortization	(9,319)	(10,014)
(e)	Provision of and write off receivables	280	62
(f)	Provision of and write off inventories	1,103	42
(g)	Gain or (loss) on disposal of quoted and unquoted investment and property	443	(9)
(h)	Impairment of assets	-	-
(i)	Foreign exchange gain or (loss)	1,511	533
(j)	Gain or (loss) on derivative	(2,050)	(22)
(k)	Exceptional items	_	_

# 25. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the financial year ended 31 December 2011 was unqualified.

# BY ORDER OF THE BOARD

**Quah Khian Khoon Lee Yuen Lin**Company Secretaries

Kuala Lumpur

17 May 2012