



WARISAN TC HOLDINGS BERHAD
(Company No: 424834-W)

**INTERIM FINANCIAL REPORT FOR THE
QUARTER ENDED 31 MARCH 2008
(THE FIGURES HAVE NOT BEEN AUDITED)**

CONDENSED CONSOLIDATED INCOME STATEMENTS

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Quarter Ended 31 March		Year to Date 31 March	
	2008 RM'000	2007 RM'000 Restated	2008 RM'000	2007 RM'000 Restated
Revenue	73,362	59,358	73,362	59,358
Cost of sales	(57,435)	(46,004)	(57,435)	(46,004)
Gross profit	15,927	13,354	15,927	13,354
Other income	1,190	404	1,190	404
Selling and distribution costs	(7,061)	(6,003)	(7,061)	(6,003)
Administrative and general expenses	(4,763)	(4,227)	(4,763)	(4,227)
Interest expense	(324)	(326)	(324)	(326)
Interest income	310	339	310	339
Share of profit of jointly controlled entities	1,885	1,624	1,885	1,624
Profit before tax	7,164	5,165	7,164	5,165
Tax expense	(901)	(968)	(901)	(968)
Profit for the period	6,263	4,197	6,263	4,197
Attributable to:				
Equity holders of the parent	6,353	4,232	6,353	4,232
Minority interest	(90)	(35)	(90)	(35)
	6,263	4,197	6,263	4,197
Basic earnings per share (sen)	9.59	6.32	9.59	6.32
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2007.



WARISAN TC HOLDINGS BERHAD
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CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) As at End of Quarter 31 March 2008 RM'000	(Audited) As at Preceding Year Ended 31 December 2007 RM'000
ASSETS		
Property, plant and equipment	115,097	106,834
Prepaid lease payments	10,361	10,413
Investment in jointly controlled entities	27,867	25,982
Other investments	10	10
Lease receivables	4,152	4,902
Deferred tax asset	472	472
Intangible asset	606	606
Total non-current assets	<u>158,565</u>	<u>149,219</u>
Inventories	44,408	44,828
Receivables, deposits and prepayments	88,165	52,131
Current tax assets	1,787	2,033
Cash and cash equivalents	56,549	53,015
Total current assets	<u>190,909</u>	<u>152,007</u>
TOTAL ASSETS	<u>349,474</u>	<u>301,226</u>
EQUITY		
Equity attributable to equity holders of the parent		
Share capital	67,200	67,200
Reserves	(41,415)	(41,296)
Retained earnings	192,698	186,345
Treasury shares	(1,887)	(1,745)
Total equity attributable to equity holders of the parent	<u>216,596</u>	<u>210,504</u>
Minority interest	62	152
Total equity	<u>216,658</u>	<u>210,656</u>
LIABILITIES		
Deferred tax liabilities	7,256	7,256
Employee benefits	493	465
Borrowings	720	2,165
Total non-current liabilities	<u>8,469</u>	<u>9,886</u>
Payables and accruals	96,343	48,692
Borrowings	24,618	29,037
Bank overdraft	97	219
Current tax liabilities	3,289	2,736
Total current liabilities	<u>124,347</u>	<u>80,684</u>
Total liabilities	<u>132,816</u>	<u>90,570</u>
TOTAL EQUITY AND LIABILITIES	<u>349,474</u>	<u>301,226</u>
Net assets per share attributable to ordinary equity holders of the parent (RM)	3.27	3.18

The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2007.



WARISAN TC HOLDINGS BERHAD
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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	← Attributable to Equity Holders of the Parent →							Minority interest	Total equity
	← Non-distributable →					Distributable			
	Share capital	Share premium	Merger reserve	Translation reserve	Treasury shares	Retained earnings	Total		
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 January 2008	67,200	615	(41,614)	(297)	(1,745)	186,345	210,504	152	210,656
Foreign exchange differences arising from translation	-	-	-	(119)	-	-	(119)	-	(119)
Net loss not recognised in the income statement	-	-	-	(119)	-	-	(119)	-	(119)
Purchase of treasury shares	-	-	-	-	(142)	-	(142)	-	(142)
Net profit for the three months period	-	-	-	-	-	6,353	6,353	(90)	6,263
At 31 March 2008	67,200	615	(41,614)	(416)	(1,887)	192,698	216,596	62	216,658
At 1 January 2007	67,200	615	(41,614)	(133)	(269)	173,777	199,576	477	200,053
Foreign exchange differences arising from translation	-	-	-	(55)	-	-	(55)	-	(55)
Net loss not recognised in the income statement	-	-	-	(55)	-	-	(55)	-	(55)
Purchase of treasury shares	-	-	-	-	(343)	-	(343)	-	(343)
Net profit for the three months period	-	-	-	-	-	4,232	4,232	(35)	4,197
At 31 March 2007	67,200	615	(41,614)	(188)	(612)	178,009	203,410	442	203,852

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2007.



WARISAN TC HOLDINGS BERHAD
(Company No: 424834-W)

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

	For the 3 months ended 31 March 2008 RM'000	For the 3 months ended 31 March 2007 RM'000
Profit before tax	7,164	5,165
Adjustment for :		
Non-cash items	2,912	3,657
Non-operating items (which are investing/financing)	14	(13)
Operating profit before working capital changes	<u>10,090</u>	<u>8,809</u>
Changes in working capital	12,782	(511)
Other cash used (tax payment etc.) in operations	<u>(103)</u>	<u>(1,053)</u>
Net cash generated from operating activities	<u>22,769</u>	<u>7,245</u>
Net cash used in investing activities		
Purchase of property, plant and equipment	(18,430)	(5,939)
Purchase of treasury shares	(142)	(343)
Proceeds from disposal of property, plant and equipment	5,456	488
Interest received	310	339
	<u>(12,806)</u>	<u>(5,455)</u>
Net cash (used in)/generated from financing activities		
Dividend received from jointly controlled entity	-	500
Proceeds from bills payable	37,330	24,453
Repayment of bills payable	(41,466)	(20,301)
Repayment of term loan	(1,728)	(1,712)
Interest paid	(324)	(326)
	<u>(6,188)</u>	<u>2,614</u>
Net increase in cash and cash equivalents	3,775	4,404
Cash and cash equivalents at beginning of year	52,721	47,821
Foreign exchange differences on opening balance	<u>(119)</u>	<u>(55)</u>
Cash and cash equivalents at end of period	<u>56,377</u>	<u>52,170</u>
Cash and cash equivalents comprise:-		
Cash and bank balances	17,166	13,415
Fixed deposits (excluding deposits pledged)	39,308	38,755
Bank overdraft	(97)	-
	<u>56,377</u>	<u>52,170</u>

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2007.

Explanatory notes as per FRS 134 – Interim Financial Reporting

1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standards (“FRS”) 134: Interim Financial Reporting and paragraph 9.22 and Appendix 9B 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 December 2007.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the year ended 31 December 2007, except that the Group has adopted the new/revised standards mandatory for annual periods beginning on or after 1 January 2008, which are as follows:-

- a) FRS 107 Cash Flow Statements
- b) FRS 112 Income Taxes
- c) FRS 118 Revenue
- d) FRS 134 Interim Financial Reporting
- e) FRS 137 Provisions, Contingent Liabilities and Contingent Assets

The adoption of these new/revised standards does not result in significant changes in accounting policies of the Group.

As at the date of this interim financial report, the Group has not applied the new standard FRS 139 Financial Instruments: Recognition and Measurement, the effective date of which has yet to be announced by the Malaysian Accounting Standards Board. No material impact on the financial statements is expected when the Group applies this new standard.

2. Qualification of financial statements

The audited report of the preceding annual financial statements was not subject to any qualification.

3. Seasonal or cyclical factors

Apart from the general economic environment in which the Group operates, the businesses of the Group were not affected by any significant seasonal or cyclical factors in the current interim period.

4. Nature and amount of unusual items

There were no unusual items that have a material effect on the assets, liabilities, equity, net income, or cash flows for the current interim period.

5. Nature and amount of changes in estimates

There were no material changes in estimates in respect of amounts reported in prior interim periods of the prior financial year.

6. Debt and equity securities

During the current interim period, the Company repurchased 69,500 of its issued ordinary shares from the open market at an average price of RM2.04 per share. Total consideration paid for the repurchase including transaction costs was RM142,093 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 1,026,800. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act 1965. None of the treasury shares held were resold or cancelled during the current interim period.

There were no issuance and repayment of debt securities, share cancellation and resale of treasury shares for the current interim period.

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7. Dividends paid

No dividend has been declared or paid in the current interim period.

8. Segmental reporting

The Group's segmental report for the financial year-to-date is as follows:-

Business Segments	Consumer Products		Travel and Car Rental		Machinery		Other Operations		Elimination		Consolidated	
	Restated		Restated								Restated	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue - external	296	383	32,711	32,874	40,060	25,794	295	307	-	-	73,362	59,358
Inter-segmental revenue	-	-	62	21	-	-	-	-	(62)	(21)	-	-
Total revenue	296	383	32,773	32,895	40,060	25,794	295	307	(62)	(21)	73,362	59,358
Segmental result	(475)	61	2,984	1,905	3,338	2,026	176	118	-	-	6,023	4,110
Unallocated expenses											(730)	(582)
Operating profit											5,293	3,528
Interest expense											(324)	(326)
Interest income											310	339
Share of profit of jointly controlled entities	1,499	1,267	386	357	-	-	-	-	-	-	1,885	1,624
Profit before tax											7,164	5,165

9. Property, Plant and Equipment

The valuation of property, plant and equipment were brought forward without amendment from the annual financial statements for the year ended 31 December 2007.

10. Material subsequent event

There has not arisen in the interval between the end of this reporting period and the date of this announcement, any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group.

11. Changes in composition of the Group

There was no change in composition of the Group for the current interim period.

12. Changes in contingent liabilities

There was no material change in contingent liabilities since the last quarterly announcement made.

Additional Information Required in accordance with Listing Requirements of Bursa Malaysia Securities Berhad

1. Review of performance

Group revenue and profit before tax were reported at RM73.4 million and RM7.2 million, 24% and 38% higher than the corresponding quarter respectively. The improved performance was attributed to higher contribution from the machinery as well as travel and car rental divisions.

Driven by higher units of heavy equipment delivered, revenue and profitability of the machinery division were 55% and 76% higher than the corresponding quarter respectively. The construction equipment segment continued to dominate the overall performance of the division.

The revenue for the travel and car rental division was consistent while profitability increased by 53% compared with the corresponding quarter. With the continued increase in fleet size and higher utilisation rate, the car rental business contributed significantly to the improved performance of the division.

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As for the consumer products division, the Shiseido business recorded higher revenue and profitability. The said increase was however partly offset by lower profit contribution from the Wacoal business due to:-

- (i) additional spending on promotion;
- (ii) additional provision for stocks; and
- (iii) lower sales and reduced gross profit margin attained by the manufacturing plant.

2. Comparison with preceding quarter's results

Group revenue of RM73.4 million was 20% higher compared to the immediate preceding quarter of RM61 million, while group profit before tax of RM7.2 million was 71% higher than the immediate preceding quarter of RM4.2 million. The increase was mainly due to the higher contribution from the consumer products and machinery divisions.

3. Current year prospects

The travel and car rental division and machinery division are expected to contribute significantly to the growth of the Group. Challenges are expected for the consumer products division. Barring any unforeseen circumstances, the Group's performance is expected to be satisfactory.

4. Profit forecast

This is not applicable to the Group.

5. Taxation

	Individual Quarter		Cumulative Quarter	
	31.03.08	31.03.07	31.03.08	31.03.07
	RM'000	RM'000	RM'000	RM'000
<i>Current tax expense</i>				
Current	901	623	901	623
<i>Deferred tax expense</i>				
Under provision in prior year	-	345	-	345
	<u>901</u>	<u>968</u>	<u>901</u>	<u>968</u>

The Group's effective tax rates for 2008 and 2007 were lower than the prima facie tax rate due mainly to tax exempt status of certain sources of income which is specific to the travel industry and utilisation of capital allowances arising from purchases of fixed assets.

6. Profit on sale of unquoted investments and/or properties

There was no sale of unquoted investments and properties during the current interim period.

7. Purchase or disposal of quoted securities

There was no purchase or disposal of quoted securities during the current interim period.

8. Status of corporate proposals

Following the signing of an agreement to acquire the entire equity interest of Jebesen Travel & Tours Services Sdn Bhd ("Jebesen") ("Proposed Acquisition") on 18 August 2006 ("Agreement"), the Company and the Vendors mutually agreed to an extension of time to 17 December 2006 and subsequently to 17 March 2007 for the fulfillment of the conditions precedent ("CP") set out in the Agreement. On 29 January 2007, the Foreign Investment Committee (FIC) approved the Proposed Acquisition subject to the approval of the Ministry of Tourism ("MOT"). On 12 February 2007, the MOT approved the proposed change of shareholding structure in Jebesen in respect of the First Tranche Sale Shares and Second Tranche Sale Shares of the Proposed Acquisition (as described in our previous announcement dated 18 August 2006) amounting to 420,000 shares in Jebesen representing 60% of its equity interest (ie 60% of the total Sale Shares). The Company and the Vendors subsequently agreed to further extensions of time of two months to 17 May 2007, three months to 17 August 2007

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another three months to 17 November 2007, another three months to 17 February 2008 and further three months to 17 May 2008 for the fulfillment of the remaining CP relating to the conclusion of satisfactory legal and financial due diligence audits on Jebsen. Announcements relating to status of the progress of the Proposed Acquisition were made on 15 November 2006, 15 December 2006, 6 February 2007, 23 February 2007, 16 March 2007, 15 May 2007, 15 August 2007, 14 November 2007 and 15 February 2008 respectively.

On 16 May 2008, the Company announced the termination of the Agreement. The Agreement was terminated due to the breach of the Agreement by the Vendors.

9. Group borrowings

Particulars of the Group borrowings as at the reporting date are as follows:

	Unsecured RM'000
Current	
Bills payable	18,565
Term loan	6,053
	<u>24,618</u>
Non-current	
Term loan	<u>720</u>

The above borrowings were denominated in Ringgit Malaysia.

10. Off balance sheet financial instruments

The Group does not have any financial instrument with off balance sheet risk as at the cut-off date of 20 May 2008 apart from outstanding forward contracts on foreign currencies in relation to the Group's purchases, the impact of which will be reflected in the operating performance of the Group.

Currency	Contract Amount (‘000)	Equivalent amount in Ringgit Malaysia (‘000)	Expiry dates
Japanese Yen	1,033,851	31,620	29.5.08-10.9.08
USD	4,234	13,465	11.9.08-14.11.08
Euro	190	929	30.5.08-28.11.08

Forward foreign exchange contracts are entered into with licensed banks to immunise certain portion of the Group's purchases from exchange rate movements. As the exchange rates are pre-determined under such contracts, the Company is not exposed to any market risk. Given that the contracts are entered into with licensed banks, the Group is of the view that credit risk is minimal. Apart from a small fee payable to the banks, there is no cash requirement for these contracts.

As the forward contracts are short term in nature, no adjustment has been made at the balance sheet date to account for the difference between the contracted rate and the prevailing market rate.

11. Material litigation

On 3 July 2002, the Company and a subsidiary claimed for damages against two former directors of the subsidiary for breaches of their fiduciary and/or contractual duties. On or about 25 June 2004, two former employees of subsidiaries of the Company were added as defendants to the action.

On 6 August 2002, one of the defendants brought a derivative action, by way of counterclaim, for the benefit of the Company, claiming damages against certain current and former directors of the Company for alleged breaches of their fiduciary duties to the Company. The said counterclaim was struck out by the Senior Assistant Registrar (SAR) on 20 October 2003. The said defendant has filed an appeal to the Judge in Chambers. The appeal was dismissed with costs by the Judge on 2 April 2004. An appeal to the Court of Appeal is pending and is fixed for hearing on 17 November 2008.

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On 7 February 2006, the plaintiffs filed an application for leave to include another party as co-defendant. The application was allowed by the Court.

12. Dividend

The shareholders of the Company have at the Annual General Meeting held on 23 May 2008, approved the payment of a final dividend of 5% (2006 - 5%) less tax per share for the financial year ended 31 December 2007. The final dividend will be paid on 24 June 2008. Together with the interim dividend of 4% (2006 - 4%) less tax per share already declared and paid, this represents a total dividend of 9% (2006 - 9%) less tax per share for the financial year ended 31 December 2007.

13. Earnings per share

Basic earnings per share is calculated based on profit for the period attributable to ordinary equity holders and weighted average number of ordinary shares in issue during the period.

	Individual Quarter		Cumulative Quarter	
	31.03.08	31.03.07	31.03.08	31.03.07
	RM'000	RM'000	RM'000	RM'000
Profit attributable to ordinary equity holders of the Company	6,353	4,232	6,353	4,232
	Individual Quarter		Cumulative Quarter	
	31.03.08	31.03.07	31.03.08	31.03.07
	'000	'000	'000	'000
Weighted average number of ordinary shares in issue	66,220	66,969	66,220	66,969
	Individual Quarter		Cumulative Quarter	
	31.03.08	31.03.07	31.03.08	31.03.07
	Sen	Sen	Sen	Sen
Basic earnings per share	9.59	6.32	9.59	6.32

BY ORDER OF THE BOARD

CHANG PIE HOON

Company Secretary

Kuala Lumpur

27 May 2008