



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

**INTERIM FINANCIAL REPORT FOR THE
QUARTER ENDED 30 SEPTEMBER 2008
(THE FIGURES HAVE NOT BEEN AUDITED)**

CONDENSED CONSOLIDATED INCOME STATEMENTS

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Quarter Ended 30 September		Year to Date 30 September	
	2008 RM'000	2007 RM'000 Restated	2008 RM'000	2007 RM'000 Restated
Revenue	86,625	79,119	240,247	200,428
Cost of sales	(68,475)	(64,660)	(188,628)	(159,296)
Gross profit	18,150	14,459	51,619	41,132
Other income	1,168	927	3,337	1,952
Selling and distribution costs	(8,512)	(6,540)	(24,132)	(18,806)
Administrative and general expenses	(5,411)	(4,616)	(15,771)	(13,255)
Interest expense	(506)	(403)	(1,114)	(1,082)
Interest income	214	329	790	1,053
Share of profit of jointly controlled entities	1,053	1,508	4,066	4,526
Profit before tax	6,156	5,664	18,795	15,520
Tax expense	(1,693)	(1,157)	(5,053)	(3,192)
Profit for the period	4,463	4,507	13,742	12,328
Attributable to:				
Equity holders of the parent	4,561	4,615	14,020	12,505
Minority interest	(98)	(108)	(278)	(177)
	4,463	4,507	13,742	12,328
Basic earnings per share (sen)	6.90	6.95	21.19	18.76
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
(Company No: 424834-W)

CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) As at End of Quarter 30 September 2008 RM'000	(Audited) As at Preceding Year Ended 31 December 2007 RM'000
ASSETS		
Property, plant and equipment	139,342	106,834
Prepaid lease payments	10,259	10,413
Investment in jointly controlled entities	29,201	25,982
Other investments	10	10
Lease receivables	6,799	4,902
Deferred tax asset	472	472
Intangible asset	606	606
Total non-current assets	<u>186,689</u>	<u>149,219</u>
Inventories	61,531	44,828
Receivables, deposits and prepayments	99,787	52,131
Current tax assets	1,961	2,033
Cash and cash equivalents	40,601	53,015
Total current assets	<u>203,880</u>	<u>152,007</u>
TOTAL ASSETS	<u>390,569</u>	<u>301,226</u>
EQUITY		
Equity attributable to equity holders of the parent		
Share capital	67,200	67,200
Reserves	(41,145)	(41,296)
Retained earnings	195,470	186,345
Treasury shares	(2,046)	(1,745)
Total equity attributable to equity holders of the parent	<u>219,479</u>	<u>210,504</u>
Minority interest	<u>(126)</u>	<u>152</u>
Total equity	<u>219,353</u>	<u>210,656</u>
LIABILITIES		
Deferred tax liabilities	9,556	7,256
Employee benefits	874	465
Borrowings	23,330	2,165
Total non-current liabilities	<u>33,760</u>	<u>9,886</u>
Payables and accruals	92,522	48,692
Borrowings	42,130	29,037
Bank overdraft	-	219
Current tax liabilities	2,804	2,736
Total current liabilities	<u>137,456</u>	<u>80,684</u>
Total liabilities	<u>171,216</u>	<u>90,570</u>
TOTAL EQUITY AND LIABILITIES	<u>390,569</u>	<u>301,226</u>
Net assets per share attributable to ordinary equity holders of the parent (RM)	3.32	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
(Company No: 424834-W)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	← Attributable to Equity Holders of the Parent →						Total	Minority interest	Total equity
	← Non-distributable →			Distributable					
	Share capital	Share premium	Merger reserve	Translation reserve	Treasury shares	Retained earnings			
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	-	-	-	151	-	-	151	-	151
Net profit not recognised in the income statement	-	-	-	151	-	-	151	-	151
Purchase of treasury shares	-	-	-	-	(301)	-	(301)	-	(301)
Net profit for the nine months period	-	-	-	-	-	14,020	14,020	(278)	13,742
Dividend - 2007 final	-	-	-	-	-	(2,448)	(2,448)	-	(2,448)
Dividend - 2008 interim	-	-	-	-	-	(2,447)	(2,447)	-	(2,447)
At 30 September 2008	67,200	615	(41,614)	(146)	(2,046)	195,470	219,479	(126)	219,353
At 1 January 2007	67,200	615	(41,614)	(133)	(269)	173,777	199,576	477	200,053
Foreign exchange differences arising from translation	-	-	-	(83)	-	-	(83)	-	(83)
Net loss not recognised in the income statement	-	-	-	(83)	-	-	(83)	-	(83)
Purchase of treasury shares	-	-	-	-	(1,247)	-	(1,247)	-	(1,247)
Net profit for the nine months period	-	-	-	-	-	12,505	12,505	(177)	12,328
Dividend - 2006 final	-	-	-	-	-	(2,432)	(2,432)	-	(2,432)
Dividend - 2007 interim	-	-	-	-	-	(1,939)	(1,939)	-	(1,939)
At 30 September 2007	67,200	615	(41,614)	(216)	(1,516)	181,911	206,380	300	206,680

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 9 months ended 30 September 2008 RM'000	For the 9 months ended 30 September 2007 RM'000
Profit before tax	18,795	15,520
Adjustment for :		
Non-cash items	12,252	11,760
Non-operating items (which are investing/financing)	324	29
Operating profit before working capital changes	<u>31,371</u>	<u>27,309</u>
Changes in working capital	(22,431)	(4,765)
Other cash used (tax payment etc.) in operations	(2,648)	(1,810)
Net cash generated from operating activities	<u>6,292</u>	<u>20,734</u>
Net cash used in investing activities		
Purchase of property, plant and equipment	(60,059)	(26,501)
Purchase of treasury shares	(301)	(1,247)
Proceeds from disposal of property, plant and equipment	11,836	3,933
Interest received	790	1,053
	<u>(47,734)</u>	<u>(22,762)</u>
Net cash used in financing activities		
Dividends paid to shareholders of the Company	(4,895)	(2,432)
Dividend received from jointly controlled entity	847	365
Proceeds from bills payable	99,350	73,963
Repayment of bills payable	(103,584)	(61,808)
Proceeds from term loan	30,000	-
Repayment of term loan	(6,008)	(5,147)
Proceeds from revolving credit	14,500	-
Interest paid	(1,114)	(1,082)
	<u>29,096</u>	<u>3,859</u>
Net (decrease)/increase in cash and cash equivalents	(12,346)	1,831
Cash and cash equivalents at beginning of year	52,721	47,746
Foreign exchange differences on opening balance	151	(83)
Cash and cash equivalents at end of period	<u>40,526</u>	<u>49,494</u>
Cash and cash equivalents comprise:-		
Cash and bank balances	14,050	14,711
Fixed deposits (excluding deposits pledged)	26,476	34,783
	<u>40,526</u>	<u>49,494</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) FRS112 Income Taxes
- c) FRS 118 Revenue
- d) FRS 134 Interim Financial Reporting
- e) FRS 137 Provisions, Contingent Liabilities and Contingent Assets
- f) Amendment to FRS 121 The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation
- g) IC Interpretation 8 Scope of FRS2

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 for FRS 139 will be financial periods on or after 1 January 2010.

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 55,200 of its issued ordinary shares from the open market at an average price of RM2.00 per share. Total consideration paid for the repurchase including transaction costs was RM110,510 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 1,104,100. 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.

7. Dividends paid

An interim dividend of 5% (2007 – 4%) less tax per share amounting to RM2.447 million (2007 – RM1.939 million) in respect of financial year ending 31 December 2008 was declared on 28 August 2008 and paid on 29 September 2008.

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	558	660	115,905	106,616	122,730	92,239	1,054	913	-	-	240,247	200,428
Inter-segmental revenue	-	-	684	248	-	-	-	-	(684)	(248)	-	-
Total revenue	558	660	116,589	106,864	122,730	92,239	1,054	913	(684)	(248)	240,247	200,428
Segmental result	(1,934)	(734)	9,770	6,963	10,100	6,222	424	412	-	-	18,360	12,863
Unallocated expenses											(3,307)	(1,840)
Operating profit											15,053	11,023
Interest expense											(1,114)	(1,082)
Interest income											790	1,053
Share of profit of jointly controlled entities	2,492	2,965	1,574	1,561	-	-	-	-	-	-	4,066	4,526
Profit before tax											18,795	15,520

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

Current period compared with corresponding period

On the back of increased revenue, the Group posted a profit before tax of RM18.8 million representing an increase of 21% over RM15.5 million of the corresponding period. Profit after tax was registered at RM13.7 million, 11% higher than RM12.3 million of the corresponding period. The improved performance was contributed by the travel and car rental as well as machinery divisions.

Revenue and profitability of the machinery division was 33% and 73% higher respectively due primarily to the overall improved performance of all business units in particular the construction equipment business as a result of higher deliveries to the market. In tandem with the increase in division revenue, the parts and service businesses had also contributed to the overall improved performance of the division.

Revenue of the travel and car rental division was 9% higher while profitability was 33% higher due mainly to sales mix and increase in high margin sales. The car rental business continued to enjoy a healthy growth in revenue and hence profitability due mainly to its expansion of fleet size and increased utilisation rate.

As for the consumer products division, the overall performance was lower due mainly to lower contribution from the lingerie business and additional investment in the multi level marketing business.

Current quarter compared with corresponding quarter

For the 3rd quarter ended 30 September 2008, the Group registered a revenue of RM86.6 million, an improvement of 9% compared to RM79.1 million of the corresponding quarter. Profit before tax (“PBT”) was 9% higher at RM6.2 million compared to RM5.7 million of the corresponding quarter. Consistent with the previous quarters, the machinery division and the travel and car rental division had contributed to the increase in PBT. However, profit after tax was fairly consistent with the corresponding quarter due to higher provision of deferred tax.

2. Comparison with preceding quarter’s results

Revenue stood at RM86.6 million, 8% higher compared to the immediate preceding quarter of RM80.3 million. Profit before tax (“PBT”) of RM6.2 million was 13% higher than the immediate preceding quarter of RM5.5 million. The increase in PBT was contributed by the travel and car rental division in which 3rd quarter is traditionally a peak period for the inbound business.

3. Current year prospects

Barring any unforeseen circumstances, the Group is expected to deliver better performance than the previous financial year albeit challenges ahead.

4. Profit forecast

This is not applicable to the Group.



5. Taxation

	Individual Quarter		Cumulative Quarter	
	30.09.08 RM'000	30.09.07 RM'000	30.09.08 RM'000	30.09.07 RM'000
<i>Current tax expense</i>				
Current	893	620	2,753	1,810
Under provision in prior year	-	137	-	137
<i>Deferred tax expense</i>				
Current	800	400	2,300	900
Under provision in prior year	-	-	-	345
	<u>1,693</u>	<u>1,157</u>	<u>5,053</u>	<u>3,192</u>

The Group's current 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, 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 Jebesen. 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 a 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	18,467
Term loan	9,163
Revolving credit	14,500
	<u>42,130</u>
Non-current	
Term loan	<u>23,330</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 11 November 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	20,990	721	28.11.08
USD	2,949	9,976	11.05.09
Euro	954	4,603	12.03.09

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 was dismissed with costs on 17 November 2008.

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

An interim dividend of 5% (2007 – 4%) less tax per share amounting to RM2.447 million (2007 – RM1.939 million) in respect of financial year ending 31 December 2008 was declared on 28 August 2008 and paid on 29 September 2008.

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	
	30.09.08	30.09.07	30.09.08	30.09.07
	RM'000	RM'000	RM'000	RM'000
Profit attributable to ordinary equity holders of the Company	4,561	4,615	14,020	12,505

	Individual Quarter		Cumulative Quarter	
	30.09.08	30.09.07	30.09.08	30.09.07
	'000	'000	'000	'000
Weighted average number of ordinary shares in issue	66,122	66,418	66,169	66,651

	Individual Quarter		Cumulative Quarter	
	30.09.08	30.09.07	30.09.08	30.09.07
	Sen	Sen	Sen	Sen
Basic earnings per share	6.90	6.95	21.19	18.76

BY ORDER OF THE BOARD

CHANG PIE HOON

Company Secretary

Kuala Lumpur

18 November 2008