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

INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2010 (THE FIGURES HAVE NOT BEEN AUDITED)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Quarter Ended 31 March		Year to Date 31 March	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Revenue	83,831	72,633	83,831	72,633
Cost of sales	(57,480)	(48,958)	(57,480)	(48,958)
Gross profit	26,351	23,675	26,351	23,675
Other income	1,329	648	1,329	648
Selling and distribution expenses	(13,934)	(11,302)	(13,934)	(11,302)
Administrative and general expenses	(8,742)	(8,648)	(8,742)	(8,648)
Interest expense	(526)	(638)	(526)	(638)
Interest income	161	178	161	178
Profit before tax	4,639	3,913	4,639	3,913
Tax expense	(1,513)	(735)	(1,513)	(735)
Profit for the period	3,126	3,178	3,126	3,178
Other comprehensive income, net of tax				
Change in fair value of cash flow hedge	(492)	-	(492)	-
Foreign exchange differences from translation	(214)	225	(214)	225
Total other comprehensive income for the period	(706)	225	(706)	225
Total comprehensive income for the period	2,420	3,403	2,420	3,403
Basic earnings per share (sen)	4.79	4.82	4.79	4.82
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2009.

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	(Unaudited) As at End of Quarter 31 March 2010 RM'000	(Audited) As at Preceding Year Ended 31 December 2009 RM'000
ASSETS		
Property, plant and equipment	149,148	147,087
Other investments	35	35
Lease receivables	7,276	6,923
Deferred tax asset	1,023	765
Intangible asset	6,644	5,944
Total non-current assets	164,126	160,754
Inventories	67,957	67,564
Receivables, deposits and prepayments	94,533	69,465
Derivative financial assets	6	-
Current tax assets	2,341	2,352
Cash and cash equivalents	61,263	66,858
Total current assets	226,100	206,239
TOTAL ASSETS	390,226	366,993
EQUITY		
Share capital	67,200	67,200
Share premium	615	615
Reserves	(42,790)	(41,801)
Retained earnings	210,852	206,852
Treasury shares	(3,891)	(3,679)
Total equity	231,986	229,187
LIABILITIES		
Deferred tax liabilities	10,616	10,016
Employee benefits	2,092	2,043
Borrowings	16,694	14,821
Total non-current liabilities	29,402	26,880
Payables and accruals	77,096	70,342
Borrowings	49,583	39,509
Derivative financial liabilities	1,039	-
Current tax liabilities	1,120	1,075
Total current liabilities	128,838	110,926
Total liabilities	158,240	137,806
TOTAL EQUITY AND LIABILITIES	390,226	366,993
Net assets per share (RM)	3.56	3.51

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2009.

WARISAN TC HOLDINGS BERHAD

(Company No: 424834-W)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	← Non-distributable					→	Distributable	
	Share capital	Share premium	Treasury shares	Merger reserve	Translation reserve	Hedging reserve	Retained earnings	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2010	67,200	615	(3,679)	(41,614)	(187)	-	206,852	229,187
- Effect of adopting FRS 139	-	-	-	-	-	(283)	874	591
At 1 January 2010 - restated	67,200	615	(3,679)	(41,614)	(187)	(283)	207,726	229,778
Total comprehensive income for the period	-	-	-	-	(214)	(492)	3,126	2,420
Purchase of treasury shares	-	-	(212)	-	-	-	-	(212)
At 31 March 2010	67,200	615	(3,891)	(41,614)	(401)	(775)	210,852	231,986
At 1 January 2009	67,200	615	(2,394)	(41,614)	(136)	-	204,968	228,639
Total comprehensive income for the period	-	-	-	-	225	-	3,178	3,403
Purchase of treasury shares	-	-	(91)	-	-	-	-	(91)
At 31 March 2009	67,200	615	(2,485)	(41,614)	89	-	208,146	231,951

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2009.

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

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

	For the 3 months ended 31 March 2010 RM'000	For the 3 months ended 31 March 2009 RM'000
Profit before tax	4,639	3,913
Adjustments for :		
Non-cash items	6,951	7,401
Non-operating items (which are investing/financing)	365	460
Operating profit before working capital changes	11,955	11,774
Changes in working capital	(19,614)	2,678
Other cash used (tax payment etc.) in operations	(889)	(1,531)
Net cash (used in)/generated from operating activities	(8,548)	12,921
Net cash used in investing activities		
Acquisition of subsidiary	(700)	-
Purchase of property, plant and equipment	(11,381)	(5,912)
Proceeds from disposal of property, plant and equipment	2,848	2,483
Interest received	161	178
	(9,072)	(3,251)
Net cash generated from/(used in) financing activities		
Proceeds from bills payable	36,597	3,000
Repayment of bills payable	(26,412)	(5,163)
Proceeds from term loan	3,737	-
Repayment of term loan	(1,945)	(3,020)
Proceeds from revolving credit	6,000	(2,000)
Repayment of revolving credit	(5,000)	-
Interest paid	(526)	(638)
Purchase of treasury shares	(212)	(91)
	12,239	(7,912)
Net changes in cash and cash equivalents	(5,381)	1,758
Cash and cash equivalents at beginning of year	66,858	51,133
Foreign exchange differences on opening balance	(214)	225
Cash and cash equivalents at end of period	61,263	53,116
Cash and cash equivalents comprise:-		
Cash and bank balances	23,442	20,590
Fixed deposits (excluding deposits pledged)	37,821	32,526
	61,263	53,116

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2009.

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 of the Main Market 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 2009.

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 2009, except that the Group has adopted applicable new/revised/amendment to FRS effective for period beginning 1 January 2010 as follows:-

FRS 7 – Financial Instruments : Disclosures
FRS 8 - Operating Segments
FRS 101 – Presentation of Financial Statements (revised)
FRS 139 – Financial Instruments : Recognition and Measurement
Amendment to FRS 7 – Financial Instruments : Disclosures
Amendment to FRS 117 – Leases
Amendment to FRS 132 – Financial Instruments : Presentation
Amendment to FRS 134 – Interim Financial Reporting
Amendment to FRS 139 - Financial Instruments : Recognition and Measurement

Other than the implication as stated below, the adoption of the above new/revised/amendment to FRS do not have any material impact on the financial statements of the Group.

a) FRS 8 – Operating Segments

FRS 8 requires identification and reporting of operating segments based on internal reports that are regularly reviewed by the entity's chief operating decision maker in order to allocate resources to the segment and to assess its performance. The Group presents its segment information based on its business segments, which is also the basis of presenting its internal management reports. The basis of measurement of operating results and segment assets is the same as the basis of measurement for external reporting.

b) FRS101 – Presentation of Financial Statements (revised)

FRS 101 requires an entity to present, in the statement of changes in equity, all owner changes in equity. All non-owner changes in equity (ie comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity.

c) FRS139 – Financial Instruments : Recognition and Measurement

FRS 139 sets out the new requirements for the recognition and measurement of financial assets and financial liabilities and permits hedge accounting only under strict circumstances. In accordance with the requirement of this standard, the Group assesses its derivatives to see if they qualify for hedge accounting, and following that, have designated its derivatives arising from forward foreign exchange contracts as cash flow hedges. The Group recognises the changes in fair value directly to equity, to the extent that the hedges are effective. As allowed under the transitional provisions of FRS 139, the Group has not applied the standard retrospectively and the comparatives at 31 December 2009 are not restated. Instead, the following opening balances have been adjusted in the balance sheet at 1 January 2010.

Impact on opening balance

RM'000	Previously stated	Effect of FRS139	As restated
Non-current asset			
Lease receivables	-	(156)	6,767
Non-current liability			
Borrowings	-	(1,030)	13,791
Equity			
Hedging reserve	-	(283)	(283)

d) FRS 117 – The amendment to the standard requires entities with existing leases of land and buildings (combined) to reassess the classification of land as a finance or operating lease. The Group has reclassified the existing leasehold land to property, plant and equipment following the reassessment, with no effect on reported profit or equity. However, the comparative has been restated as follows:-

RM'000	Previously stated	Effects of changes in accounting policy	As restated
Property, plant and equipment	137,084	10,003	147,087
Prepaid lease payments	10,003	(10,003)	-

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 92,800 of its issued ordinary shares from the open market at an average price of RM2.28 per share. Total consideration paid for the repurchase including transaction costs was RM211,459 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 1,974,200. 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

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

8. Operating Segments

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

Business Segments	**Consumer Products**		**Travel and Car Rental**		**Machinery**		**Other Operations**		**Elimination**		**Consolidated**	
	2010	Restated 2009	**2010**	Restated 2009	**2010**	2009	**2010**	2009	**2010**	2009	**2010**	Restated 2009
	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	**16,034**	14,482	**36,611**	30,824	**30,886**	27,157	**300**	170	**-**	-	**83,831**	72,633
Inter-segmental revenue	**-**	-	**102**	97	**-**	-	**-**	-	**(102)**	(97)	**-**	-
Total revenue	**16,034**	14,482	**36,713**	30,921	**30,886**	27,157	**300**	170	**(102)**	(97)	**83,831**	72,633
Segmental result	**1,018**	281	**2,974**	2,951	**1,823**	1,933	**(124)**	(7)	**-**	-	**5,691**	5,158
Unallocated expenses											**(687)**	(785)
Operating profit											**5,004**	4,373
Interest expense											**(526)**	(638)
Interest income											**161**	178
Profit before tax											**4,639**	3,913
Segment sssets	**45,972**	46,252	**161,413**	172,823	**126,486**	125,442	**2,910**	1,158	**-**	-	**336,781**	345,675
Unallocated assets											**53,445**	46,124
Total assets											**390,226**	391,799

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 2009.

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

On 5 January 2010, the Company acquired 70% equity interest in Kereta Komersil Seladang (M) Sdn Bhd ("KKS") comprising 10,500 ordinary shares of RM1/- each. KKS was incorporated on 19 September 2007. It has an authorized share capital of RM100,000/- and issued and paid up capital of RM15,000/-. KKS is the holder of a manufacturing license issued under the Industrial Co-ordination Act 1975 for the manufacture of light commercial vehicles.

12. Changes in contingent liabilities

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

13. Related Party Disclosures

Related party transactions between the Group and related parties are as follows:-

	Individual Quarter		Cumulative Quarter	
	31.03.10	31.03.09	31.03.10	31.03.09
	RM'000	RM'000	RM'000	RM'000
Sales	204	345	204	345
Travel agency, car rental and workshop services	466	403	466	403
Rental income	64	217	64	217
Purchase of spare parts	495	505	495	505
Workshop services	289	64	289	64
Rental expense	3	4	3	4
Purchase of property, plant and equipment	2,745	1,627	2,745	1,627
Insurance agency service	449	605	449	605
Administrative services	36	35	36	35

The above transactions were entered into in the ordinary course of business based on normal commercial terms and on arms length basis. These transactions were established on terms that are not materially different from those with unrelated parties.

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

1. Review of performance

3 months ended 31 March 2010

Group revenue of RM83.8 million was 15% higher than RM72.6 million of the corresponding quarter. The increase in revenue was mainly attributed to higher revenue attained by the travel, machinery and to a lesser extent, the consumer products businesses. Profit before tax was recorded at RM4.6 million, 18% higher than RM3.9 million of the corresponding quarter. Profit after tax was recorded at RM3.1 million, consistent with the corresponding quarter due mainly to provision of deferred tax. The consumer products business registered an improved profitability in this quarter over the corresponding quarter.

Revenue of the machinery division was 14% higher compared to the corresponding quarter. The increase in revenue was attributed to higher demand for equipment and parts businesses. Profitability, however, was consistent with the corresponding quarter due to higher operating expenses, including investment in new branches.

The travel and car rental division recorded higher net revenue by 19% compared to the corresponding quarter. The increase in net revenue was due mainly to the increased volume of inbound, outbound and ticketing businesses. [Gross revenue, taking into consideration full sale proceeds of air tickets, was RM104.2 million compared with the corresponding quarter of RM72.4 million, an increase of 44%.] Profitability was higher by 5% due generally to improved performance from the outbound corporate incentive, car rental and corporate ticketing businesses.

As for the consumer products division, overall revenue increased by 11% compared to the corresponding quarter due mainly to higher revenue attained by Wacoal Malaysia Sdn Bhd, Tan Chong Apparels Manufacturer Sdn Bhd which produces lingerie and the multi-level-marketing business under Tung Pao Sdn Bhd. Profitability increased by 113% due to higher contribution from the Shiseido business as a result of weaker Yen as well as Wacoal business as a result of higher revenue.

2. Comparison with preceding quarter's results

The Group recorded higher revenue and profit before tax ("PBT") of RM83.8 million and RM4.6 million compared to RM79.8 million and RM2.8 million respectively of the preceding quarter. The increase in PBT was due mainly to higher contribution from the travel business.

3. Current year prospects

With more positive signs of economic recovery, the Group is expected to deliver an improved performance ahead, barring any unforeseen circumstances.

4. Profit forecast

This is not applicable to the Group.

5. Taxation

	Individual Quarter		Cumulative Quarter	
	31.03.10 RM'000	31.03.09 RM'000	31.03.10 RM'000	31.03.09 RM'000
Current	913	735	913	735
Deferred	600	-	600	-
	1,513	735	1,513	735

The Group's current tax rate for 2010 and 2009 was lower than the prima facie tax rate due mainly to tax exempt status of certain sources of income which is specific to travel industry and utilisation of capital allowances arising from purchase of fixed assets. The deferred tax in 2010 was provided in respect of net book value exceeding tax written down value 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

(i) On 1 October 2009, the Company signed a Memorandum of Understanding ("MOU") with Beiqi Foton Motor Co., Ltd., a company incorporated under the laws of the People's Republic of China ("BFM") in respect of the prospective co-operation, inter alia, for manufacturing and / or assembly and distribution of light duty trucks in Malaysia.

Following thereto, on 19 February 2010, Kereta Komersil Seladang (M) Sdn Bhd, a 70% owned subsidiary of the Company ("KKS") which has been assigned to sign the definitive agreements with BFM pursuant to the MOU, entered into a KD Cooperation Agreement ("KDA") and a Technology Licensing Agreement with BFM.

On 19 April 2010, KKS and BFM have mutually agreed to extend the condition fulfillment period under the KDA for a further period of three (3) months ending on 18 July 2010.

Currently, KKS is still in discussion and negotiation with BFM on the terms and conditions of the remaining definitive agreements, namely after sales service agreement, overseas warranty policy and vehicle homologation agreement. KKS is also in the midst of obtaining the approval/license for the model(s) and/or variant for the purpose of manufacturing/assembling of the light duty trucks from the Malaysian Government Authority.

(ii) On 1 October 2009, the Company's wholly-owned subsidiary, Angka-Tan Motor Sdn Bhd (formerly known as Angka-Tan Machinery Sdn Bhd) ("ATM") signed a Memorandum of Understanding with BFM in respect of the prospective co-operation, inter alia, for assembly and distribution of medium and heavy duty trucks in Malaysia.

Following thereto, on 19 February 2010, ATM entered into a Distribution Agreement and Technical Assistance Agreement with BFM.

Currently, ATM is still in discussion and negotiation with BFM on the terms and conditions of the remaining definitive agreements, namely after sales service agreement, overseas warranty policy, agreement on licence and protection of trademarks, identifiers and goodwill, and vehicle homologation agreement. ATM is also in the midst of obtaining the approval/license to assemble the medium and heavy duty trucks from the Malaysian Government Authority.

(iii) On 15 April 2010, KKS entered into a KD Cooperation Agreement and a Technology Licensing Agreement with Changsha Foton Vehicle Technology Co. Ltd ("Changsha Foton"), a wholly owned subsidiary of BFM and incorporated under the laws of the People's Republic of China in respect of the manufacturing and assembly and distribution of light duty trucks in Malaysia.

Currently, KKS is still in discussion and negotiation with Changsha Foton on the terms and conditions of the remaining definitive agreements, namely, after sales service agreement, overseas warranty policy and vehicle homologation agreement. KKS is in the midst of obtaining the approval/license for the model(s) and/or variant for the purpose of manufacturing/assembling of the light duty trucks from the Malaysian Government Authority.

9. Group borrowings

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

	Unsecured
Current	**RM'000**
Bills payable	20,932
Revolving credit	20,500
Term loan	8,151
	49,583
Non-current	
Term loan	16,694

The above borrowings were denominated in Ringgit Malaysia.

10. Financial Instruments

At 31 March 2010, the foreign currency contracts which have been entered into by the Group to hedge its foreign purchases and sales in foreign currencies are as follows:-

Forward Foreign Currency	Contract Value (RM'000)	Fair Value (RM'000)	Difference (RM'000)	Ageing
Payables				
USD	(7,953)	(7,672)	(281)	Less than 1 year
Euro	(847)	(806)	(41)	Less than 1 year
Yen	(8,999)	(8,565)	(434)	Less than 1 year
	(17,799)	(17,043)	(756)	
Receivables				
USD	473	467	6	Less than 1 year
Total	(17,326)	(16,576)	(750)	

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 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 20 May 2010 approved the payment of a final dividend of 6% (2008 : 5%) less tax per share for the financial year ended 31 December 2009. The final dividend will be paid on 17 June 2010. Together with the interim dividend of 5% (2008 : 5%) less tax per share already declared and paid, this represents a total dividend of 11% (2008 : 10%) less tax per share for the financial year ended 31 December 2009.

13. Earnings per share

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

	Individual Quarter		**Cumulative Quarter**	
	31.03.10	**31.03.09**	**31.03.10**	**31.03.09**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Profit for the period	3,126	3,178	3,126	3,178

	Individual Quarter		**Cumulative Quarter**	
	31.03.10	**31.03.09**	**31.03.10**	**31.03.09**
	'000	**'000**	**'000**	**'000**
Weighted average number of ordinary shares in issue	65,281	65,893	65,281	65,893

	Individual Quarter		**Cumulative Quarter**	
	31.03.10	**31.03.09**	**31.03.10**	**31.03.09**
	Sen	**Sen**	**Sen**	**Sen**
Basic earnings per share	4.79	4.82	4.79	4.82

BY ORDER OF THE BOARD
CHANG PIE HOON
ANG LAY BEE
Company Secretaries
Kuala Lumpur
25 May 2010