

(Company No: 424834-W)

# INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 JUNE 2010 (THE FIGURES HAVE NOT BEEN AUDITED)

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL Q	UARTER	CUMULATIVE QUARTER  Year to Date 30 June		
	Quarter Er 30 June				
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000	
Revenue	93,781	74,550	177,612	147,183	
Cost of sales Gross profit	<u>(66,037)</u> 27,744	(51,594) 22,956	(123,517) 54,095	(100,552) 46,631	
Other income	724	243	2,053	891	
Selling and distribution expenses	(14,005)	(11,229)	(27,939)	(22,531)	
Administrative and general expenses	(8,983)	(8,878)	(17,725)	(17,526)	
Interest expense	(684)	(571)	(1,210)	(1,209)	
Interest income	233	175	394	353	
Profit before tax	5,029	2,696	9,668	6,609	
Tax expense	(1,866)	(1,321)	(3,379)	(2,056)	
Profit for the period	3,163	1,375	6,289	4,553	
Other comprehensive income, net of tax					
Change in fair value of cash flow hedge	(233)	-	(725)	-	
Foreign exchange differences from translation	(34)	(161)	(248)	64	
Total other comprehensive income for the period	(267)	(161)	(973)	64	
Total comprehensive income for the period	2,896	1,214	5,316	4,617	
Basic earnings per share (sen)	4.85	2.09	9.64	6.91	
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.



(Company No: 424834-W)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	(Unaudited) As at End of Quarter 30 June 2010 RM'000	(Audited) As at Preceding Year Ended 31 December 2009 RM'000
ASSETS		
Property, plant and equipment	155,409	147,087
Other investments	35	35
Lease receivables	9,820	6,923
Deferred tax asset	1,101	765
Intangible asset	6,644	5,944
Total non-current assets	173,009	160,754
Inventories	60,483	67,564
Receivables, deposits and prepayments	93,918	69,465
Derivative financial assets	16	-
Current tax assets	2,111	2,352
Cash and cash equivalents	82,152	66,858
Total current assets	238,680	206,239
TOTAL ASSETS	411,689	366,993
EQUITY		
Share capital	67,200	67,200
Share premium	615	615
Reserves	(43,057)	(41,801)
Retained earnings	211,080	206,852
Treasury shares	(3,920)	(3,679)
Total equity	231,918	229,187
LIABILITIES		
Deferred tax liabilities	10,916	10,016
Employee benefits	2,139	2,043
Borrowings	30,024	14,821
Total non-current liabilities	43,079	26,880
Payables and accruals	82,144	70,342
Borrowings	51,548	39,509
Derivative financial liabilities	1,360	´-
Current tax liabilities	1,640	1,075
Total current liabilities	136,692	110,926
Total liabilities	179,771	137,806
TOTAL EQUITY AND LIABILITIES	411,689	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.



(Company No: 424834-W)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	<b>◆</b> Non-distributable <b>→</b>					Distributable		
	Share capital	Share premium	Treasury shares	Merger reserve	Translation reserve	Hedging reserve		Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2010 - Effect of adopting FRS 139 At 1 January 2010 - restated	67,200	615	(3,679)	(41,614)	(187) - (187)	(283) (283)	206,852 874 207,726	229,187 591 229,778
At 1 January 2010 - Testateu	07,200	013	(3,079)	(41,014)	(167)	(203)	207,720	229,118
Total comprehensive income for the period	-	-	-	-	(248)	(725)	6,289	5,316
Purchase of treasury shares	-	-	(241)	-	-	-	-	(241)
Dividend - 2009 final	-	-			-		(2,935)	(2,935)
At 30 June 2010	67,200	615	(3,920)	(41,614)	(435)	(1,008)	211,080	231,918
At 1 January 2009	67,200	615	(2,394)	(41,614)	(136)	-	204,968	228,639
Total comprehensive income for the period	-	-	-	-	64	-	4,553	4,617
Purchase of treasury shares	-	-	(154)	-	-	-	-	(154)
Dividend - 2008 final	-	-	-	-	-	-	(2,470)	(2,470)
At 30 June 2009	67,200	615	(2,548)	(41,614)	(72)	-	207,051	230,632

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.



(Company No: 424834-W)

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	For the 6 months ended 30 June 2010 RM'000	For the 6 months ended 30 June 2009 RM'000
Profit before tax	9,668	6,609
Adjustments for:		
Non-cash items	14,340	14,584
Non-operating items (which are investing/financing)	818	856
Operating profit before working capital changes	24,826	22,049
Changes in working capital	(9,509)	10,160
Other cash used (tax payment etc.) in operations	(1,746)	(2,772)
Net cash generated from operating activities	13,571	29,437
Net cash used in investing activities		
Acquisition of subsidiary	(700)	-
Purchase of property, plant and equipment	(28,459)	(10,452)
Proceeds from disposal of property, plant and equipment	6,852	6,900
Interest received	392	353
	(21,915)	(3,199)
Net cash generated from/(used in) financing activities		
Dividends paid to shareholders of the Company	(2,935)	(2,470)
Proceeds from bills payable	80,482	3,000
Repayment of bills payable	(71,533)	(18,691)
Proceeds from term loan	22,769	-
Repayment of term loan	(4,446)	(5,685)
Proceeds from revolving credit	6,000	-
Repayment of revolving credit	(5,000)	(1.200)
Interest paid	(1,210)	(1,209)
Purchase of treasury shares	<u>(241)</u> 23,886	(154) (25,209)
Net changes in cash and cash equivalents	15,542	1,029
Cash and cash equivalents at beginning of year	66,858	51,133
Foreign exchange differences on opening balance	(248)	64
Cash and cash equivalents at end of period	82,152	52,226
Cash and cash equivalents comprise:-		
Cash and bank balances	23,584	14,643
Fixed deposits (excluding deposits pledged)	58,568	37,583
1 ( C 1 r 0 7)	82,152	52,226
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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.



## WARISAN TC HOLDINGS BERHAD (Company No. 424834-W)

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:-

	Effects of changes in					
RM'000	Prev	riously stated	accounting policy	As restated		
		•				
Property, plant and equipment	137,084	10,003	14	7,087		
Prepaid lease payments	10,003	(10,003	3) -			

#### 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 13,200 of its issued ordinary shares from the open market at an average price of RM2.22 per share. Total consideration paid for the repurchase including transaction costs was RM29,249 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 1,987,400. 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

At the Annual General Meeting held on 20 May 2010, the shareholders of the Company approved the payment of a final dividend of 6% (2008: 5%) less tax per share for the financial year ended 31 December 2009. The total amount of RM2,935,162 was paid on 17 June 2010.

## 8. Operating Segments

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

Business Segments	Consu	mer	Travel	and			Oth	er				
	Produ	cts	Car Re	ental	Machi	nery	Operat	ions	Elimina	ation	Consolic	lated
		Restated				Restated						
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009	2010	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	30,733	27,306	80,048	62,553	66,243	56,996	588	328	-	-	177,612	147,183
Inter-segmental revenue	-	-	496	180	-	-	-	-	(496)	(180)	-	-
Total revenue	30,733	27,306	80,544	62,733	66,243	56,996	588	328	(496)	(180)	177,612	147,183
_												
Segmental result	1,749	513	5,865	4,680	4,642	4,218	(295)	(73)	-	-	11,961	9,338
Unallocated expenses										_	(1,477)	(1,873)
Operating profit											10,484	7,465
Interest expense											(1,210)	(1,209)
Interest income											394	353
Profit before tax										_	9,668	6,609
										=		
6	45.217	42.615	150 751	155 410	120.053	112.076	2.047	005			227 766	212.107
Segment sssets	45,316	43,615	158,751	155,410	130,852	113,276	2,847	895	-	-	337,766	313,196
Unallocated assets										_	73,923	51,931
Total assets										_	411,689	365,127

## 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

There was no change in composition of the Group since the last quarterly announcement made.

## 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:-

	Individua	l Quarter	<b>Cumulative Quarter</b>		
	30.06.10 RM'000	30.06.09 RM'000	30.06.10 RM'000	30.06.09 RM'000	
Sales	913	631	1,117	976	
Travel agency, car rental and workshop services	1,794	1,492	2,260	1,895	
Rental income	69	70	133	287	
Purchase of spare parts	274	1,243	769	1,748	
Workshop service	232	189	521	253	
Rental expense	6	7	9	11	
Purchase of property, plant and equipment	4,513	2,822	7,258	4,449	
Insurance agency service	428	1,098	877	1,703	
Administrative service	35	78	71	113	

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

## 6 months period ended 30 June 2010

Group revenue of RM177.6 million was 21% higher than RM147.2 million of the corresponding period. 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 RM9.7 million, 47% higher than RM6.6 million of the corresponding period. Profit after tax was recorded at RM6.3 million, 37% higher than RM4.6 million of the corresponding period. All the three core businesses contributed to the improved performance over the corresponding period.

## **Machinery Division**

Revenue of the machinery division was 16% higher compared with the corresponding period. The increase in revenue was attributed to increased demand in equipment, parts and service businesses. Profitability was consequently 14% higher compared with the corresponding period in which forklift, parts and service businesses had contributed largely to the improved performance.

# Travel and Car Rental Division

The travel and car rental division recorded higher revenue by 28% compared with the corresponding period. The increase in net revenue was due mainly to increased volume in inbound, outbound, car rental and ticketing businesses. [Gross revenue, taking into consideration full sale proceeds of air tickets, was RM223.9 million compared with the corresponding period of RM146 million, an increase of 53%.] Profitability was higher by 34% compared with the corresponding period due generally to higher contribution from inbound, outbound corporate incentive, car rental and corporate ticketing businesses.



#### **Consumer Products Division**

As for the consumer products division, overall revenue increased by 13% compared to the corresponding period due mainly to higher revenue attained by Wacoal Malaysia Sdn Bhd, Shiseido Malaysia Sdn Bhd, Tan Chong Apparels Manufacturer Sdn Bhd ("TCAM") which produces lingerie, and the multi-level-marketing business under Tung Pao Sdn Bhd. Profitability increased by 107% due mainly to higher contribution from the Shiseido business as a result of higher revenue and weaker Yen and USD as well as TCAM as a result of higher export sales.

#### Second quarter ended 30 June 2010

The Group recorded higher revenue and profit before tax ("PBT") of RM93.8 million and RM5 million compared to RM74.6 million and RM2.7 million respectively of the corresponding quarter. The improved revenue and PBT were contributed by all the three core businesses.

## 2. Comparison with preceding quarter's results

The Group recorded higher revenue and profit before tax ("PBT") of RM93.8 million and RM5 million compared to RM83.8 million and RM4.6 million respectively of the preceding quarter. The improved revenue and PBT were contributed by the machinery, corporate ticketing and Shiseido businesses.

## 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

	Individua	l Quarter	<b>Cumulative Quarter</b>		
	30.06.10 RM'000	30.06.09 RM'000	30.06.10 RM'000	30.06.09 RM'000	
Current	1,566	821	2,479	1,556	
Deferred	300	500	900	500	
	1,866	1,321	3,379	2,056	

The Group's current tax rate for 2010 was fairly in line with the prima facie tax rate. The Group's current tax rate for 2009 was lower than the prima facie tax rate due mainly to utilisation of capital allowances arising from purchases of fixed assets. The deferred tax in 2010 and 2009 were 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.

On 16 June 2010, KKS obtained the approval from the Malaysian Government Authority for the purpose of manufacturing/assembly of the specific model(s) and/or variant of the light duty trucks and on 16 July 2010, KKS signed the remaining definitive agreements, namely the after sales service agreement (including the overseas warranty policy) and the vehicle homologation agreement with BFM. With this, all the conditions precedent to the KDA were fulfilled on 16 July 2010 and the KDA is now unconditional.

(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 ("DA") and Technical Assistance Agreement with BFM.

On 21 April 2010, ATM obtained the approval to assemble the medium and heavy duty trucks from the Malaysian Government Authority and on 16 July 2010, ATM signed the remaining definitive agreements, namely the after sales service agreement (including the overseas warranty policy), the agreement on license and protection of trademarks, identifiers and goodwill, and the vehicle homologation agreement with BFM. With this, all the conditions precedent to the DA were fulfilled on 16 July 2010 and the DA is now unconditional.

(iii) On 15 April 2010, KKS entered into a KD Cooperation Agreement ("KDA") 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.

On 11 June 2010, KKS and Changsha Foton have mutually agreed to extend the condition fulfillment period under the KDA for a period of two (2) months, ending on 12 August 2010.

On 16 June 2010, KKS obtained the approval from the Malaysian Government Authority for the purpose of manufacturing/assembly of the specific model(s) and/or variant of the light duty trucks and on 12 August 2010, KKS signed the remaining definitive agreements, namely, the after sales service agreement (including the overseas warranty policy) and the vehicle homologation agreement with Changsha Foton. With this, all the conditions precedent to the KDA were fulfilled on 12 August 2010 and the KDA is now unconditional.



#### 9. Group borrowings

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

Current	Unsecured RM'000
Bills payable	19,696
Revolving credit	20,500
Term loan	11,352
	51,548
Non-current	
Term loan	30,024

The above borrowings were denominated in Ringgit Malaysia.

## 10. Financial Instruments

As at 30 June 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	(14.1 000)	(14.1 000)	(14.1 000)	
USD	7,175	7,305	(130)	Less than 1 year
Euro	1,199	1,292	(93)	Less than 1 year
Yen	22,113	22,967	(854)	Less than 1 year
Receivables				
USD	818	802	16	Less than 1 year
Total	31,305	32,366	(1,061)	

## 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 Board of Directors is pleased to declare an interim dividend of 6% (2009: 5%) less tax per share for the financial year ending 31 December 2010. The interim dividend will be paid on 29 September 2010. The entitlement date for the interim dividend shall be 9 September 2010.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a) shares transferred into the depositors' securities account before 4.00 p.m. on 9 September 2010 in respect of ordinary shares; and
- b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement in accordance with the rules of Bursa Malaysia Securities Berhad.



# 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.

	Individua	l Quarter	<b>Cumulative Quarter</b>		
	30.06.10 RM'000	30.06.09 RM'000	30.06.10 RM'000	30.06.09 RM'000	
Profit for the period	3,163	1,375	6,289	4,553	
	Individua 30.06.10	l Quarter 30.06.09	<b>Cumulativ 30.06.10</b>	e Quarter 30.06.09	
W: 1, 1	'000	'000	'000	'000	
Weighted average number of ordinary shares in issue	65,220	65,839	65,251	65,866	
	Individua	l Quarter	Cumulativ	e Quarter	
	30.06.10	30.06.09	30.06.10	30.06.09	
	Sen	Sen	Sen	Sen	
Basic earnings per share	4.85	2.09	9.64	6.91	

BY ORDER OF THE BOARD CHANG PIE HOON ANG LAY BEE

Company Secretaries Kuala Lumpur 17 August 2010

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