



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

**INTERIM FINANCIAL REPORT FOR THE
QUARTER ENDED 31 MARCH 2011
(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	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Revenue	92,994	86,449	92,994	86,449
Cost of sales	(60,482)	(59,412)	(60,482)	(59,412)
Gross profit	32,512	27,037	32,512	27,037
Other income	305	643	305	643
Selling and distribution expenses	(15,107)	(13,934)	(15,107)	(13,934)
Administrative and general expenses	(12,507)	(8,742)	(12,507)	(8,742)
Interest expense	(1,742)	(526)	(1,742)	(526)
Interest income	485	161	485	161
Profit before tax	3,946	4,639	3,946	4,639
Tax expense	(1,851)	(1,513)	(1,851)	(1,513)
Profit for the period	2,095	3,126	2,095	3,126
Other comprehensive income, net of tax				
Change in fair value of cash flow hedge	(289)	(492)	(289)	(492)
Foreign exchange differences from translation	(148)	(214)	(148)	(214)
Total other comprehensive income for the period	(437)	(706)	(437)	(706)
Total comprehensive income for the period	1,658	2,420	1,658	2,420
Profit attributable to:				
Equity holders of the parent	2,141	3,126	2,141	3,126
Minority interest	(46)	-	(46)	-
	2,095	3,126	2,095	3,126
Total comprehensive income attributable to:				
Equity holders of the parent	1,704	2,420	1,704	2,420
Minority interest	(46)	-	(46)	-
	1,658	2,420	1,658	2,420
Basic earnings per share (sen)	3.28	4.79	3.28	4.79
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 2010.



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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	(Unaudited) As at End of Quarter 31 March 2011	(Audited) As at Preceding Year Ended 31 December 2010
	RM'000	RM'000
ASSETS		
Property, plant and equipment	191,071	182,942
Other investments	35	35
Lease receivables	10,169	8,296
Deferred tax assets	568	471
Intangible assets	15,075	15,075
Total non-current assets	<u>216,918</u>	<u>206,819</u>
Inventories	104,725	81,017
Receivables, deposits and prepayments	134,861	99,790
Derivative financial assets	163	100
Current tax assets	3,297	3,555
Cash and cash equivalents	116,841	86,988
Total current assets	<u>359,887</u>	<u>271,450</u>
TOTAL ASSETS	<u>576,805</u>	<u>478,269</u>
EQUITY		
Share capital	67,200	67,200
Share premium	615	615
Reserves	(42,713)	(42,276)
Retained earnings	214,356	212,215
Treasury shares	(3,936)	(3,933)
Total equity attributable to equity holders of the parent	<u>235,522</u>	<u>233,821</u>
Minority interest	338	384
Total equity	<u>235,860</u>	<u>234,205</u>
LIABILITIES		
Deferred tax liabilities	13,301	13,871
Employee benefits	2,388	2,303
Borrowings	97,510	58,344
Total non-current liabilities	<u>113,199</u>	<u>74,518</u>
Payables and accruals	104,709	87,814
Borrowings	120,230	80,565
Derivative financial liabilities	549	100
Current tax liabilities	2,258	1,067
Total current liabilities	<u>227,746</u>	<u>169,546</u>
Total liabilities	<u>340,945</u>	<u>244,064</u>
TOTAL EQUITY AND LIABILITIES	<u>576,805</u>	<u>478,269</u>
Net assets per share attributable to equity holders of the parent (RM)	<u>3.61</u>	<u>3.59</u>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2010.



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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	← Non-distributable →					Distributable		Total	Minority interest	Total equity
	Share capital	Share premium	Treasury shares	Merger reserve	Translation reserve	Hedging reserve	Retained earnings			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2011	67,200	615	(3,933)	(41,614)	(662)	-	212,215	233,821	384	234,205
Total comprehensive income for the period	-	-	-	-	(148)	(289)	2,141	1,704	(46)	1,658
Purchase of treasury shares	-	-	(3)	-	-	-	-	(3)	-	(3)
At 31 March 2011	67,200	615	(3,936)	(41,614)	(810)	(289)	214,356	235,522	338	235,860
At 1 January 2010	67,200	615	(3,679)	(41,614)	(187)	-	206,852	229,187	-	229,187
- Effect of adopting FRS 139	-	-	-	-	-	(283)	874	591	-	591
At 1 January 2010 - restated	67,200	615	(3,679)	(41,614)	(187)	(283)	207,726	229,778	-	229,778
Total comprehensive income for the period	-	-	-	-	(214)	(492)	3,126	2,420	-	2,420
Purchase of treasury shares	-	-	(212)	-	-	-	-	(212)	-	(212)
At 31 March 2010	67,200	615	(3,891)	(41,614)	(401)	(775)	210,852	231,986	-	231,986

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2010.



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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

	For the 3 months ended 31 March 2011 RM'000	For the 3 months ended 31 March 2010 RM'000
Profit before tax	3,946	4,639
Adjustments for :		
Non-cash items	8,991	6,951
Non-operating items (which are investing/financing)	1,257	365
Operating profit before working capital changes	<u>14,194</u>	<u>11,955</u>
Changes in working capital	(44,257)	(19,614)
Other cash generated from operations	<u>3,355</u>	<u>1,876</u>
Net cash used in operating activities	<u>(26,708)</u>	<u>(5,783)</u>
Net cash used in investing activities		
Acquisition of subsidiary	-	(700)
Purchase of property, plant and equipment	(21,349)	(11,381)
Proceeds from disposal of property, plant and equipment	487	83
Interest received	485	161
	<u>(20,377)</u>	<u>(11,837)</u>
Net cash generated from financing activities		
Proceeds from bills payable	71,872	36,597
Repayment of bills payable	(48,888)	(26,412)
Proceeds from term loan	40,000	3,737
Repayment of term loan	(4,153)	(1,945)
Proceeds from revolving credit	30,000	6,000
Repayment of revolving credit	(10,000)	(5,000)
Interest paid	(1,742)	(526)
Purchase of treasury shares	(3)	(212)
	<u>77,086</u>	<u>12,239</u>
Net changes in cash and cash equivalents	30,001	(5,381)
Cash and cash equivalents at beginning of year	86,988	66,858
Foreign exchange differences on opening balance	(148)	(214)
Cash and cash equivalents at end of period	<u>116,841</u>	<u>61,263</u>
Cash and cash equivalents comprise:-		
Cash and bank balances	46,066	23,442
Fixed deposits	70,775	37,821
	<u>116,841</u>	<u>61,263</u>

The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2010.



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 2010.

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 2010, except for the adoption of the following:-

FRSs/Interpretations	Effective date
Amendments to FRS 132, <i>Financial Instruments: Presentation-Classification of Right Issues</i>	1 March 2010
FRS 3, <i>Business Combinations (revised)</i>	1 July 2010
FRS 127, <i>Consolidated and Separate Financial Statements (revised)</i>	1 July 2010
Amendments to FRS 5, <i>Non-current Assets Held for Sale and Discontinued Operations</i>	1 July 2010
Amendments to FRS 138, <i>Intangible Assets</i>	1 July 2010
IC Interpretation 16, <i>FRS 2 – Hedges of a Net Investment in a Foreign Operation</i>	1 July 2010
IC Interpretation 17, <i>Distribution of Non-cash Assets to Owners</i>	1 July 2010
Amendments to IC Interpretation 9, <i>Reassessment of Embedded Derivatives</i>	1 July 2010
Amendments to FRS 7, <i>Financial Instruments: Disclosure-Improving Disclosures about Financial Instruments</i>	1 January 2011
IC Interpretation 4, <i>Determining whether an Arrangement contains a Lease</i>	1 January 2011
Improvements to FRSs (2010)	1 January 2011

The initial application of the aforesaid applicable standards, amendments or interpretations are not expected to have any significant financial impact to the financial statements upon their first adoption.

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 1,200 of its issued ordinary shares from the open market at an average price of RM2.24 per share. Total consideration paid for the repurchase including transaction costs was RM2,691 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 1,993,600. 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 was paid during 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	3 Months Ended									
	Machinery		Travel and car rental		Consumer products		Other operations		Total	
	2011 RM'000	2010 RM000	2011 RM'000	2010 RM000	2011 RM'000	2010 RM000	2011 RM'000	2010 RM000	2011 RM'000	2010 RM000
External revenue	34,702	30,886	40,596	39,229	17,086	16,034	610	300	92,994	86,449
Inter-segment revenue	-	-	290	101	-	-	-	-	290	101
Segment profit / (loss)	4,989	2,992	10,926	8,235	1,392	1,503	(502)	(112)	16,805	12,618
Segment assets	219,958	131,172	242,317	168,332	60,672	55,956	19,679	6,461	542,626	361,921
Segment liabilities	137,263	52,072	163,986	92,195	14,740	11,408	1,994	878	317,983	156,553
Reconciliation of reportable segment profit or loss									3 Months Ended	
									2011	2010
									RM'000	RM000
Total profit or loss for reportable segments									16,805	12,618
Depreciation and amortisation									(9,512)	(6,967)
Interest expense									(1,742)	(526)
Interest income									485	161
Non-reportable segments expenses									(2,090)	(647)
Consolidated profit before tax									3,946	4,639
Reconciliation of reportable segment assets									2011	2010
									RM'000	RM000
Total assets for reportable segments									542,626	361,921
Assets for other non-reportable segments									34,179	28,305
Consolidated assets									576,805	390,226
Reconciliation of reportable segment liabilities									2011	2010
									RM'000	RM000
Total liabilities for reportable segments									317,983	156,553
Liabilities for other non-reportable segments									22,962	1,687
Consolidated liabilities									340,945	158,240



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 2010.

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 during the current interim period.

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	
	31.3.11 RM'000	31.3.10 RM'000	31.3.11 RM'000	31.3.10 RM'000
Sales	842	204	842	204
Travel agency, car rental and workshop services	933	466	933	466
Rental income	104	64	104	64
Purchase of trucks and spare parts	289	495	289	495
Workshop service	402	289	402	289
Rental expense	29	3	29	3
Purchase of property, plant and equipment	6,450	2,745	6,450	2,745
Insurance agency service	545	449	545	449
Administrative service	834	36	834	36

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 2011

Group revenue of RM93 million was 8% higher than RM86.4 million of the corresponding quarter. Higher revenue was achieved across all the business segments. Profit before tax was recorded at RM3.9 million, 15% lower than RM4.6 million of the corresponding quarter. Accordingly profit after tax was recorded at RM2.1million, 32% lower than RM3.1 million of the corresponding quarter. The lower profitability was attributed to the increase in corporate office expenses. Nevertheless, both the machinery as well as travel and car rental divisions achieved an improved performance compared to the corresponding quarter.



Machinery Division

Revenue of the machinery division was 12% higher compared with the corresponding quarter. The increase in revenue was attributed to the increase in demand of equipment, parts and service businesses. Profitability was consequently 36% higher compared with the corresponding quarter, contributed mainly by forklift and heavy machinery businesses.

Travel and Car Rental Division

The travel and car rental division recorded higher revenue by 3% compared with the corresponding quarter. The increase in revenue was due mainly to increased volume in car rental and corporate ticketing businesses. [Gross revenue, taking into consideration full sale proceeds of air tickets, was RM137.5 million compared with the corresponding quarter of RM106.8 million, an increase of 29%.] Profitability was higher by 36% compared with the corresponding quarter due to higher contribution from car rental, corporate ticketing and inbound businesses.

Consumer Products Division

As for the consumer products division, overall revenue increased by 7% compared with the corresponding quarter due mainly to higher revenue attained by Shiseido and Wacoal businesses. However, profitability decreased by 8% due mainly to lower contribution from Shiseido business as a result of expenditure on brand promotional items.

2. Comparison with preceding quarter’s results

The Group recorded higher revenue of RM93 million, an increase of 15% compared with RM81.1 million of the preceding quarter. The increase was attributed to the increased contribution from all business segments. However, profit before tax decreased by 18% from RM4.6 million to RM3.9 million due to higher corporate office expenses.

3. Prospects

Barring any unforeseen circumstances, the Group is cautiously optimistic of its performance for the year ahead.

4. Profit forecast

This is not applicable to the Group.

5. Taxation

	Individual Quarter		Cumulative Quarter	
	31.3.11	31.3.10	31.3.11	31.3.10
	RM’000	RM’000	RM’000	RM’000
Current	2,421	913	2,421	913
Deferred	(570)	600	(570)	600
	1,851	1,513	1,851	1,513

The Group’s current tax rate for 2011 was higher than the prima facie tax rate due mainly to no group tax relief was applied by the Group to offset its profits against the loss making companies. The Group’s current tax rate for 2010 was 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. 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

On 7 September 2010, Angka-Tan Motor Sdn Bhd (“ATM”), a wholly-owned subsidiary of the Company, entered into a Memorandum of Understanding with Beiqi Foton Motor Co. Ltd (“BFM”), a company incorporated under the laws of the People’s Republic of China, in respect of the prospective co-operation, inter alia, for assembly and distribution of bus chassis of such contractual model(s) to be mutually agreed between the parties (“Bus Products”) and distribution and selling of the Bus Products, either on its own or as complete bus in Malaysia. Following thereto, on 6 January 2011, ATM entered into a Distribution Agreement with BFM.

Currently, ATM is still in discussion and negotiation with BFM on the terms and conditions of the remaining operating agreements, namely Technical Assistance Agreement, After Sales Service Agreement (including Overseas Warranty Policy), Agreement on License and Protection of Trademarks, Identifiers and Goodwill, and Vehicle Homologation Agreement.

9. Group borrowings

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

Current	Unsecured RM'000
Banker acceptance	52,183
Revolving credit	54,500
Term loan	13,547
	<u>120,230</u>
 Non-current	
Term loan	<u>97,510</u>

The above borrowings were denominated in Ringgit Malaysia.

10. Financial Instruments

As at 31 March 2011, 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
<i>Payables</i>				
USD	(2,810)	(2,645)	(165)	Less than 1 year
Euro	(686)	(741)	55	Less than 1 year
Yen	(22,465)	(22,084)	(381)	Less than 1 year
Pound	(78)	(76)	(2)	Less than 1 year
<i>Receivables</i>				
USD	7,809	7,701	108	Less than 1 year
Total	(18,230)	(17,845)	(385)	



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 (2) 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.

The parties are awaiting further direction from the Court to set a date for a further mention date.

12. Dividend

No interim dividend has been recommended during the current interim period.

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	
	31.3.11	31.3.10	31.3.11	31.3.10
	RM'000	RM'000	RM'000	RM'000
Profit attributable to equity holders of the parent	2,141	3,126	2,141	3,126
	Individual Quarter		Cumulative Quarter	
	31.3.11	31.3.10	31.3.11	31.3.10
	'000	'000	'000	'000
Weighted average number of ordinary shares in issue	65,207	65,281	65,207	65,281
	Individual Quarter		Cumulative Quarter	
	31.3.11	31.3.10	31.3.11	31.3.10
	Sen	Sen	Sen	Sen
Basic earnings per share	3.28	4.79	3.28	4.79

14. Disclosure of realised and unrealised profits

On 25 March 2010, Bursa Malaysia Securities Berhad (“Bursa Securities”) issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of the Bursa Securities Main Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the unappropriated profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits or losses.

On 20 December 2010, Bursa Securities further issued guidance on the disclosure and the format required.



The breakdown of the retained profits of the Group as at 31 March 2011, into realised and unrealised profits/losses, pursuant to the directive, is as follows:

	As at 31.3.2011 RM'000	As at 31.12.2010 RM'000
Total retained profits of the Group:		
- Realised	249,773	248,683
- Unrealised	(11,817)	(12,387)
	<hr/> 237,956	<hr/> 236,296
Total share of retained profits from jointly controlled entities		
- Realised	7,488	6,639
- Unrealised	718	718
	<hr/> 8,206	<hr/> 7,357
Less: Consolidation adjustments	(31,806)	(31,438)
Total retained profits as per statement of financial position	<hr/> <hr/> 214,356	<hr/> <hr/> 212,215

The determination of realised and unrealised profits or losses is compiled based on Guidance of Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Securities Main Market Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits/losses above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

BY ORDER OF THE BOARD
CHANG PIE HOON
ANG LAY BEE
Company Secretaries
Kuala Lumpur
19 May 2011