

WARISAN TC HOLDINGS BERHAD

(Company No: 424834-W)

INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2011 (THE FIGURES HAVE NOT BEEN AUDITED)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER			
	Quarter E 30 Septe		Year to Date 30 September			
	2011	2010	2011	2010		
	RM'000	RM'000	RM'000	RM'000		
Revenue	126,338	98,739	352,973	282,747		
Cost of sales	(88,643)	(69,046)	(244,810)	(197,627)		
Gross profit	37,695	29,693	108,163	85,120		
Other income	98	815	1,034	1,536		
Selling and distribution expenses	(15,662)	(14, 199)	(47,043)	(42, 138)		
Administrative and general expenses	(14,206)	(9,820)	(40,319)	(27,545)		
Interest expense	(2,356)	(1,154)	(6,402)	(2,364)		
Interest income	588	468	1,600	862		
Profit before tax	6,157	5,803	17,033	15,471		
Tax expense	(1,977)	(2,013)	(6,638)	(5,392)		
Profit for the period	4,180	3,790	10,395	10,079		
Other comprehensive income, net of tax						
Change in fair value of cash flow hedge	1,778	1,189	1,766	464		
Foreign exchange differences from translation	389	(195)	230	(443)		
Total other comprehensive income for the period	2,167	994	1,996	21		
Total comprehensive income for the period	6,347	4,784	12,391	10,100		
Profit attributable to:						
Equity holders of the Company	4,079	3,790	10,333	10,079		
Non-controlling interest	101	-	62	-		
	4,180	3,790	10,395	10,079		
Total comprehensive income attributable to:						
Equity holders of the Company	6,246	4,784	12,329	10,100		
Non-controlling interest	101	-	62	-		
	6,347	4,784	12,391	10,100		
Basic earnings per share (sen)	6.26	5.81	15.85	15.45		
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) (Audited) As at End of Quarter As at Preceding Year 30 September 2011 Ended 31 December 2010

	RM'000	RM'000
ASSETS		
Property, plant and equipment	221,975	182,942
Other investments	35	35
Lease receivables	22,812	8,296
Deferred tax assets	471	471
Intangible assets	15,075	15,075
Total non-current assets	260,368	206,819
Inventories	81,786	81,017
Receivables, deposits and prepayments	117,727	99,790
Derivative financial assets	2,684	100
Current tax assets	3,979	3,555
Cash and cash equivalents	114,796	86,988
Total current assets	320,972	271,450
TOTAL ASSETS	581,340	478,269
EQUITY		
Share capital	67,200	67,200
Share premium	615	615
Reserves	(40,280)	(42,276)
Retained earnings	216,795	212,215
Treasury shares	(4,012)	(3,933)
Total equity attributable to equity holders of the Company	240,318	233,821
Non-controlling interest	332	384
TOTAL EQUITY	240,650	234,205
LIABILITIES		
Deferred tax liabilities	16,691	13,871
Employee benefits	2,451	2,303
Borrowings	110,675	58,344
Total non-current liabilities	129,817	74,518
Payables and accruals	106,056	87,814
Borrowings	102,779	80,565
Derivative financial liabilities	329	100
Current tax liabilities	1,709	1,067
Total current liabilities	210,873	169,546
TOTAL LIABILITIES	340,690	244,064
TOTAL EQUITY AND LIABILITIES	581,340	478,269
Net assets per share attributable		
to equity holders of the Company (RM)	3.69	3.59

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						
	Share capital p		Treasury shares	Merger reserve	Translation reserve	Hedging reserve	Retained profit	Total	Non- controlling interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As 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
As 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	-	-	-	-	(443)	464	10,079	10,100	-	10,100
Purchase of treasury shares	-	-	(241)	-	-	-	-	(241)	-	(241)
Dividend - 2009 final	-	-	-	-	-	-	(2,935)	(2,935)	-	(2,935)
Dividend - 2010 interim	-	-	-	-	-	-	(2,935)	(2,935)	-	(2,935)
As at 30 September 2010	67,200	615	(3,920)	(41,614)	(630)	181	211,935	233,767	-	233,767
As at 1 January 2011	67,200	615	(3,933)	(41,614)	(662)	-	212,215	233,821	384	234,205
- Effect of adopting FRS127	-	-	-	-	-	-	114	114	(114)	-
As at 1 January 2011 - restated	67,200	615	(3,933)	(41,614)	(662)	-	212,329	233,935	270	234,205
Total comprehensive income for the period	-	-	-	-	230	1,766	10,333	12,329	62	12,391
Purchase of treasury shares	-	-	(79)	-	-	-	-	(79)	-	(79)
Dividend - 2010 final	-	-	-	-	-	-	(2,934)	(2,934)	-	(2,934)
Dividend - 2011 interim	-	-	-	-	-	-	(2,933)	(2,933)	-	(2,933)
As at 30 September 2011	67,200	615	(4,012)	(41,614)	(432)	1,766	216,795	240,318	332	240,650

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 9	For the 9
	months ended	months ended
	30 September 2011	30 September 2010
	RM'000	RM'000
Profit before tax	17,033	15,471
Adjustments for :		
Non-cash items	29,724	22,117
Non-operating items (which are investing/financing)	4,802	1,502
Operating profit before working capital changes	51,559	39,090
Changes in working capital	(14,157)	(28,846)
Other cash generated from operations	6,422	6,836
Net cash generated from operating activities	43,824	17,080
Net cash used in investing activities		
Acquisition of subsidiary	-	(700)
Purchase of property, plant and equipment	(84,702)	(49,387)
Proceeds from disposal of property, plant and equipment	4,659	266
Interest received	1,600	862
	(78,443)	(48,959)
Net cash generated from financing activities		
Dividends paid to shareholders of the Company	(5,867)	(5,870)
Proceeds from bills payable	173,877	117,697
Repayment of bills payable	(160,521)	(102,887)
Proceeds from term loan	70,000	48,737
Repayment of term loan	(12,811)	(7,503)
Proceeds from revolving credit	89,000	10,000
Repayment of revolving credit	(85,000)	(5,000)
Interest paid	(6,402)	(2,364)
Purchase of treasury shares	(79)	(241)
	62,197	52,569
Net changes in cash and cash equivalents	27,578	20,690
Cash and cash equivalents at beginning of year	86,988	66,858
Foreign exchange differences on opening balance	230	(443)
Cash and cash equivalents at end of period	114,796	87,105
Cash and cash equivalents comprise:-		
Cash and bank balances	30,868	23,395
Fixed deposits	83,928	63,710
	114,796	87,105

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, Financial Instruments: Presentation-Classification of Right Issues	1 March 2010
FRS 3, Business Combinations (revised)	1 July 2010
FRS 127, Consolidated and Separate Financial Statements (revised)	1 July 2010
Amendments to FRS 5, Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS 138, Intangible Assets	1 July 2010
IC Interpretation 16, FRS 2 – Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17, Distribution of Non-cash Assets to Owners	1 July 2010
Amendments to IC Interpretation 9, Reassessment of Embedded Derivatives	1 July 2010
Amendments to FRS 7, Financial Instruments: Disclosure-Improving Disclosures about Financial Instruments	1 January 2011
IC Interpretation 4, Determining whether an Arrangement contains a Lease	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 15,300 of its issued ordinary shares from the open market at an average price of RM2.39 per share. Total consideration paid for the repurchase including transaction costs was RM36,586 and this was financed by internally generated funds. Cumulative total number of shares repurchased at the end of the quarter was 2,024,200. 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. Dividend paid

An interim dividend of 6% (2010 - 6%) less tax per share amounting to RM2.933 million (2010 - RM2.935 million) in respect of financial year ending 31 December 2011 was declared on 16 August 2011 and paid on 29 September 2011.

8. Operating Segments

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

Business segments						- 9 Month	s Ended—					\longrightarrow
· ·	Mach	inery	Travel and	car rental	Consumer	products	Autom	otive	Other op	erations	Tot	al
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	RM'000	RM1000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
External revenue	139,539	101,430	146,281	135,350	46,959	44,999	18,182	-	2,012	968	352,973	282,747
Inter-segment revenue	_	-	1,194	712	-	-	160	-	-	-	1,354	712
Segment profit / (loss)	18,633	11,192	36,414	27,331	3,503	3,827	922	(538)	64	116	59,536	41,928
Segment assets	221,436	164,478	231,797	183,251	61,031	60,858	26,549	1,314	6,306	5,430	547,119	415,331
Segment liabilities	139,283	82,465	151,466	104,464	14,656	15,648	10,725	123	852	339	316,982	203,039
										<u>-</u>	9 Months	Ended
Reconciliation of reporta	ble segme	ent profit o	rloss								2011 RM'000	2010
											HIVI UUU	RM'000
Total profit or loss for rep	oortable se	gments									59,536	41,928
Depreciation and amorti	sation										(32,225)	(22,681)
Interest expense Interest income											(6,402) 1,600	(2,364) 862
Non-reportable segment	expenses										(5,476)	(2,274)
Consolidated profit befo	•									-	17,033	15,471
Decenciliation of reports	ble seame	unt aggarta									0044	0010
Reconciliation of reporta	we segme	ii asseis									2011 RM'000	2010 RM'000
Total assets for reportab	lo coamon	rt c									547,119	415,331
Assets for other non-rep	•										34,221	42,955
Consolidated assets		,								-	581,340	458,286
Reconciliation of reporta	blo coama	nt liabilitie	nc								2011	2010
r teoorioniation or reporta	Die Segille	in iiabiiilie	,,,								RM'000	RM'000
Total liabilities for report	ahle seam	onte									316,982	203,039
Liabilities for other non-r	•										23,708	21,480
Consolidated liabilities		9								-	340,690	224,519
										-		



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

On 2 September 2011, a new wholly-owned subsidiary, Mayflower ITravel Sdn Bhd was incorporated with a paid-up capital of RM2.00 to carry on the business of college for higher education, hospitality and tourism.

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	Cumulative Quarter		
	30.9.11 RM'000	30.9.10 RM'000	30.9.11 RM'000	30.9.10 RM'000	
Sales	9,399	217	17,510	1,334	
Travel agency, car rental and workshop services	1,092	1,113	4,656	3,373	
Rental income	130	76	346	209	
Purchase of trucks and spare parts	378	78	1,565	847	
Workshop service	333	274	1,105	795	
Rental expense	13	11	54	20	
Purchase of property, plant and equipment	4,819	4,465	23,004	11,723	
Insurance agency service	639	439	2,041	1,316	
Administrative service	619	59	1,584	130	
Assembly service	4,223	-	4,223	=	

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 ("Bursa Securities")

1. Review of performance

9 months ended 30 September 2011

Group revenue of RM353 million was 25% higher than RM282.7 million of the corresponding period. Higher revenue was achieved across all the business divisions. Profit before tax ("PBT") was recorded at RM17 million, 10% higher than RM15.5 million of the corresponding period. Profit after tax was recorded at RM10.4 million, 3% higher than RM10.1 million of the corresponding period. Higher profitability was contributed by machinery, travel and automotive divisions.

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Machinery Division

Revenue of the machinery division was 38% higher compared with the corresponding period. The increase in revenue was attributed to the increase in demand of equipment, parts and service businesses. Profitability was consequently 45% higher compared with the corresponding period, contributed mainly by heavy equipment business, in particular, from the East Malaysian market.

Travel and Car Rental Division

The travel and car rental division recorded higher revenue by 8% compared with the corresponding period. The increase in revenue was due to higher business volume in car rental, corporate ticketing, outbound retail and wholesale as well as inbound businesses. [Gross revenue, taking into consideration full sale proceeds of air tickets, was RM456 million compared with the corresponding period of RM354 million, an increase of 29%.] Profitability was higher by 20% compared with the corresponding period due to higher contribution from corporate ticketing, car rental and inbound businesses.

Consumer Products Division

As for the consumer products division, overall revenue increased by 4% compared with the corresponding period while profitability was 12% lower than the corresponding period. The lower performance was mainly attributed to the decreased contribution from the lingerie manufacturing business undertaken by a subsidiary of the company.

Automotive Division

With the commencement of sales in June 2011, the automotive division recorded an improved performance compared with the corresponding period.

Third quarter ended 30 September 2011

The Group recorded higher revenue and profit before tax ("PBT") of RM126.3 million and RM6.2 million compared to RM98.7 million and RM5.8 million respectively of the corresponding quarter. The improved revenue was attributed to contribution from all the business divisions. The improved PBT was mainly attributed to the contribution from machinery, automotive and corporate ticketing businesses.

2. Comparison with preceding quarter's results

The Group recorded lower revenue by 5% of RM126.3 million compared to RM133.6 million of the preceding quarter. Profit before tax ("PBT") stood at RM6.2 million, 10% lower compared to RM6.9 million of the preceding quarter. The lower PBT was attributed mainly to lower contribution from the Shiseido business as a result of stronger Yen.

3. Prospects

With the uncertain economic outlook and barring any unforeseen circumstances, the Group is cautiously optimistic of its performance for the next quarter and the year itself.

4. Profit forecast

This is not applicable to the Group.

5. Taxation

Individual	Cumulative Quarter		
30.9.11	30.9.10	30.9.11	30.9.10
RM'000	RM'000	RM'000	RM'000
914	1,538	4,461	4,017
(55)	(30)	(55)	(30)
1,053	-	2,167	900
65	505	65	505
1,977	2,013	6,638	5,392
	30.9.11 RM'000 914 (55) 1,053 65	RM'000 RM'000 914 1,538 (55) (30) 1,053 - 65 505	30.9.11 30.9.10 30.9.11 RM'000 RM'000 914 1,538 4,461 (55) (30) (55) 1,053 - 2,167 65 505 65

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The Group's current tax rates for 2011 and 2010 were 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 deferred tax 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/or 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 18 July 2011, Kereta Komersil Seladang (M) Sdn Bhd ("KKS") entered into a KD Cooperation Agreement ("KDA") with Beiqi Foton Motor Co. Ltd ("BFM"), a company incorporated under the laws of the People's Republic of China, in respect of the appointment of KKS by BFM as the sole and exclusive assembler and distributor of light duty commercial vehicles (Pick Up) manufactured by BFM and spare parts and provider of after sales service in Malaysia.

Currently, KKS is still in discussion and negotiation with BFM on terms and conditions of the remaining operating agreements namely After Sales Service Agreement (including the Overseas Warranty Policy) and Vehicle Homologation Agreement. KKS is also in the midst of obtaining the approval for the model(s) and/or variant for the purpose of assembly of light duty commercial vehicles (Pick Up) 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
Banker acceptance	42,555
Revolving credit	38,500
Term loan	21,724
	102,779
Non-current	
Term loan	110,675

The above borrowings were denominated in Ringgit Malaysia.

10. Financial Instruments

As at 30 September 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
Payables	1111 000	2417 000	11111 000	
USD	(10,080)	(10,613)	533	Less than 1 year
Euro	(397)	(398)	1	Less than 1 year
Yen	(28,489)	(30,629)	2,140	Less than 1 year
Pound	(1,057)	(1,067)	10	Less than 1 year
Receivables				
USD	7,935	8,264	(329)	Less than 1 year
Total	(22.088)	(24.442)	2 255	
Total	(32,088)	(34,443)	2,355	



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 dividend was proposed for the current interim period.

13. Earnings per share

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

	Individua	l Quarter	Cumulativ	ve Quarter
	30.9.11	30.9.10	30.9.11	30.9.10
	RM'000	RM'000	RM'000	RM'000
Profit attributable to equity holders of the Company	4,079	3,790	10,333	10,079
	Individua	l Quarter	Cumulativ	ve Quarter
	30.9.11	30.9.10	30.9.11	30.9.10
	'000	'000	'000	'000
Weighted average number of ordinary shares in issue	65,181	65,213	65,195	65,238
	Individua	l Quarter	Cumulativ	ve Quarter
	30.9.11	30.9.10	30.9.11	30.9.10
	Sen	Sen	Sen	Sen
Basic earnings per share	6.26	5.81	15.85	15.45



14. Disclosure of realised and unrealised profits

The breakdown of the retained profits of the Group as at 30 September 2011, into realised and unrealised profits/losses, is as follows:

	As at 30.9.2011 RM'000	As at 31.12.2010 RM'000
Total retained profits of the Group:		
- Realised	255,449	248,894
- Unrealised	(14,709)	(12,387)
_	240,740	236,507
Total retained profits from jointly controlled entities		
- Realised	7,663	6,639
- Unrealised	718	718
_	8,381	7,357
Less: Consolidation adjustments	(32,326)	(31,649)
Total retained profits as per statement of financial position	216,795	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 15 November 2011

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