



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

**INTERIM FINANCIAL REPORT FOR THE
QUARTER ENDED 31 MARCH 2013
(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 | |
| | 2013 RM'000 | 2012 RM'000 Restated | 2013 RM'000 | 2012 RM'000 Restated |
| Revenue | 100,112 | 107,301 | 100,112 | 107,301 |
| Cost of sales | (72,063) | (78,557) | (72,063) | (78,557) |
| Gross profit | 28,049 | 28,744 | 28,049 | 28,744 |
| Other income | 414 | 500 | 414 | 500 |
| Selling and distribution expenses | (10,863) | (11,129) | (10,863) | (11,129) |
| Administrative and general expenses | (11,817) | (11,513) | (11,817) | (11,513) |
| Interest expense | (2,362) | (2,421) | (2,362) | (2,421) |
| Interest income | 325 | 275 | 325 | 275 |
| Share of profit from equity accounted investments, net of tax | 641 | 1,048 | 641 | 1,048 |
| Profit before tax | 4,387 | 5,504 | 4,387 | 5,504 |
| Tax expense | (1,577) | (1,362) | (1,577) | (1,362) |
| Profit for the period | 2,810 | 4,142 | 2,810 | 4,142 |
| Other comprehensive income/(loss), net of tax | | | | |
| Change in fair value of cash flow hedge | 41 | (273) | 41 | (273) |
| Foreign exchange differences from translation | 124 | (263) | 124 | (263) |
| Total other comprehensive income/(loss) for the period | 165 | (536) | 165 | (536) |
| Total comprehensive income for the period | 2,975 | 3,606 | 2,975 | 3,606 |
| Profit attributable to: | | | | |
| Owners of the Company | 2,843 | 4,123 | 2,843 | 4,123 |
| Non-controlling interests | (33) | 19 | (33) | 19 |
| | 2,810 | 4,142 | 2,810 | 4,142 |
| Total comprehensive income attributable to: | | | | |
| Owners of the Company | 3,008 | 3,587 | 3,008 | 3,587 |
| Non-controlling interests | (33) | 19 | (33) | 19 |
| | 2,975 | 3,606 | 2,975 | 3,606 |
| Basic earnings per share (sen) | 4.37 | 6.33 | 4.37 | 6.33 |
| 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 2012 and the accompanying explanatory notes attached to these interim financial statements.



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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | As at 31.03.2013 RM'000 | As at 31.12.2012 RM'000 Restated | As at 01.01.2012 RM'000 Restated |
|--|-------------------------------|---|---|
| ASSETS | | | |
| Property, plant and equipment | 204,325 | 207,213 | 205,627 |
| Investment property | 33,100 | 33,100 | 22,700 |
| Investments accounted for using the equity method | 30,283 | 29,642 | 26,441 |
| Other investments | 10 | 10 | 10 |
| Lease receivables | 2,475 | 4,395 | 7,252 |
| Deferred tax assets | 629 | 548 | 520 |
| Intangible assets | 9,131 | 9,131 | 9,131 |
| Total non-current assets | <u>279,953</u> | <u>284,039</u> | <u>271,681</u> |
| Inventories | 110,736 | 117,685 | 93,271 |
| Receivables, deposits and prepayments | 114,590 | 106,430 | 102,320 |
| Derivative financial assets | - | 35 | 118 |
| Current tax assets | 7,847 | 7,546 | 5,452 |
| Cash and cash equivalents | 116,270 | 84,653 | 89,346 |
| Total current assets | <u>349,443</u> | <u>316,349</u> | <u>290,507</u> |
| TOTAL ASSETS | <u>629,396</u> | <u>600,388</u> | <u>562,188</u> |
| EQUITY | | | |
| Share capital | 67,200 | 67,200 | 67,200 |
| Share premium | 615 | 615 | 615 |
| Reserves | (29,756) | (29,921) | (29,938) |
| Retained earnings | 238,806 | 235,963 | 212,836 |
| Treasury shares | (4,128) | (4,128) | (4,051) |
| Total equity attributable to owners of the Company | <u>272,737</u> | <u>269,729</u> | <u>246,662</u> |
| Non-controlling interests | <u>376</u> | <u>409</u> | <u>413</u> |
| TOTAL EQUITY | <u>273,113</u> | <u>270,138</u> | <u>247,075</u> |
| LIABILITIES | | | |
| Deferred tax liabilities | 19,489 | 19,976 | 17,770 |
| Employee benefits | 2,580 | 2,506 | 2,238 |
| Borrowings | 71,418 | 57,931 | 85,635 |
| Total non-current liabilities | <u>93,487</u> | <u>80,413</u> | <u>105,643</u> |
| Payables and accruals | 90,588 | 93,227 | 78,822 |
| Borrowings | 168,787 | 154,144 | 128,887 |
| Derivative financial liabilities | 324 | 414 | 182 |
| Current tax liabilities | 3,097 | 2,052 | 1,579 |
| Total current liabilities | <u>262,796</u> | <u>249,837</u> | <u>209,470</u> |
| TOTAL LIABILITIES | <u>356,283</u> | <u>330,250</u> | <u>315,113</u> |
| TOTAL EQUITY AND LIABILITIES | <u>629,396</u> | <u>600,388</u> | <u>562,188</u> |
| Net assets per share attributable to owners of the Company (RM) | <u>4.19</u> | <u>4.14</u> | <u>3.79</u> |

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to these interim financial statements.



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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | ← Attributable to owners of the Company → | | | | | | | | Total | Non-controlling interests | Total Equity |
|---|---|---------------|-----------------|-----------------|---------------------|-----------------|---------------------|-------------------|----------------|---------------------------|----------------|
| | ← Non-distributable | | | | → Distributable | | | | | | |
| | Share capital | Share premium | Treasury shares | Merger reserve | Translation reserve | Hedging reserve | Revaluation reserve | Retained earnings | | | |
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| At 1 January 2012 - restated | 67,200 | 615 | (4,051) | (41,614) | 181 | (48) | 12,205 | 212,174 | 246,662 | 413 | 247,075 |
| Foreign currency translation differences for foreign operations | - | - | - | - | (263) | - | - | - | (263) | - | (263) |
| Cash flow hedge | - | - | - | - | - | (273) | - | - | (273) | - | (273) |
| Total other comprehensive income for the period | - | - | - | - | (263) | (273) | - | - | (536) | - | (536) |
| Profit for the period | - | - | - | - | - | - | - | 4,123 | 4,123 | 19 | 4,142 |
| Total comprehensive income for the period | - | - | - | - | (263) | (273) | - | 4,123 | 3,587 | 19 | 3,606 |
| Purchase of treasury shares | - | - | - | - | - | - | - | - | - | - | - |
| At 31 March 2012 - restated | 67,200 | 615 | (4,051) | (41,614) | (82) | (321) | 12,205 | 216,297 | 250,249 | 432 | 250,681 |
| At 1 January 2013 - restated | 67,200 | 615 | (4,128) | (41,614) | (228) | (284) | 12,205 | 235,963 | 269,729 | 409 | 270,138 |
| Foreign currency translation differences for foreign operations | - | - | - | - | 124 | - | - | - | 124 | - | 124 |
| Cash flow hedge | - | - | - | - | - | 41 | - | - | 41 | - | 41 |
| Total other comprehensive income for the period | - | - | - | - | 124 | 41 | - | - | 165 | - | 165 |
| Profit for the period | - | - | - | - | - | - | - | 2,843 | 2,843 | (33) | 2,810 |
| Total comprehensive income for the period | - | - | - | - | 124 | 41 | - | 2,843 | 3,008 | (33) | 2,975 |
| Purchase of treasury shares | - | - | - | - | - | - | - | - | - | - | - |
| At 31 March 2013 | 67,200 | 615 | (4,128) | (41,614) | (104) | (243) | 12,205 | 238,806 | 272,737 | 376 | 273,113 |

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to these interim financial statements.



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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

| | For the 3 months ended 31 March 2013 RM'000 | For the 3 months ended 31 March 2012 RM'000 Restated |
|---|--|--|
| Profit before tax | 4,387 | 5,504 |
| Adjustments for : | | |
| Depreciation | 12,713 | 11,261 |
| Other non-cash items | (1,152) | (1,735) |
| Non-operating items (which are investing/financing) | 2,037 | 2,146 |
| Operating profit before working capital changes | <u>17,985</u> | <u>17,176</u> |
| Changes in working capital | (2,103) | (16,998) |
| Other cash generated from operations | <u>(1,020)</u> | <u>533</u> |
| Net cash generated from operating activities | <u>14,862</u> | <u>711</u> |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment | (11,011) | (16,106) |
| Proceeds from disposal of property, plant and equipment | 1,580 | 283 |
| Interest received | 325 | 275 |
| Net cash used in investing activities | <u>(9,106)</u> | <u>(15,548)</u> |
| Cash flows from financing activities | | |
| Proceeds from bills payable | 48,228 | 61,013 |
| Repayment of bills payable | (49,264) | (50,168) |
| Proceeds from term loan | 20,000 | - |
| Repayment of term loan | (12,334) | (8,214) |
| Proceeds from revolving credit | 125,500 | 35,000 |
| Repayment of revolving credit | (104,000) | (30,000) |
| Interest paid | (2,362) | (2,421) |
| Net cash generated from financing activities | <u>25,768</u> | <u>5,210</u> |
| Net changes in cash and cash equivalents | 31,524 | (9,627) |
| Cash and cash equivalents at beginning of year | 84,653 | 89,346 |
| Foreign exchange differences | 93 | (190) |
| Cash and cash equivalents at end of period | <u>116,270</u> | <u>79,529</u> |
| Cash and cash equivalents comprise:- | | |
| Short term investments | 17,276 | 17,561 |
| Cash and bank balances | 23,675 | 20,939 |
| Fixed deposits | 75,319 | 41,029 |
| | <u>116,270</u> | <u>79,529</u> |

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2012 and the accompanying explanatory notes attached to these interim financial statements.



Explanatory notes as per MFRS 134 – Interim Financial Reporting

1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with Malaysian Financial Reporting Standards (“MFRS”) 134: Interim Financial Reporting in Malaysia 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 2012. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2012.

Adoption of Standards, Amendments and Issues Committee (“IC”) Interpretations

During the financial period, the Group has adopted the following standards, amendments and IC interpretations issued by the Malaysian Accounting Standards Board:

| | | <i>Effective Date</i> |
|--|--|-----------------------|
| Amendments to MFRS 1 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| Amendments to MFRS 7 | Disclosures-Offsetting Financial Assets and Financial Liabilities | 01-Jan-2013 |
| Amendments to MFRS 10, MFRS 11 and MFRS 12 | Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance | 01-Jan-2013 |
| Amendments to MFRS 101 | Presentation of Items of Other Comprehensive Income | 01-Jul-2012 |
| Amendments to MFRS 101 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| Amendments to MFRS 116 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| Amendments to MFRS 132 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| Amendments to MFRS 134 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| Amendment to IC Interpretation 2 | Annual Improvements 2009-2011 Cycle | 01-Jan-2013 |
| MFRS 10 | Consolidated Financial Statements | 01-Jan-2013 |
| MFRS 11 | Joint Arrangements | 01-Jan-2013 |
| MFRS 12 | Disclosure of Interests in Other Entities | 01-Jan-2013 |
| MFRS 13 | Fair Value Measurement | 01-Jan-2013 |
| MFRS 119 | Employee Benefits (IAS 19 as amended by IASB in June 2011) | 01-Jan-2013 |
| MFRS 127 | Separate Financial Statements (IAS 27 as amended by IASB in May 2011) | 01-Jan-2013 |
| MFRS 128 | Investments in Associates and Joint Ventures (IAS 28 as amended by IASB in May 2011) | 01-Jan-2013 |

The adoption of the above did not have any significant impact on the financial statements of the Group, except for the following:

MFRS 11 Joint Arrangements

The Group has adopted MFRS 11 *Joint Arrangements* and applied this standard retrospectively during the current period.



The adoption of MFRS 11 *Joint Arrangements* has resulted in the Group changing its accounting policy for joint ventures from proportionate consolidation to equity method. Under the equity method, the interests are initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income in profit or loss and other comprehensive income respectively.

The financial impact arising from the adoption of this standard is as follows:

Statement of Profit or Loss (Extract)

| | 31.03.2012 (Previously stated) | Increase/ (Decrease) | 31.03.2012 (Restated) |
|---|--------------------------------------|-------------------------|--------------------------|
| | RM'000 | RM'000 | RM'000 |
| Revenue | 123,610 | (16,309) | 107,301 |
| Cost of sales | (85,247) | 6,690 | (78,557) |
| Gross profit | 38,363 | (9,619) | 28,744 |
| Other income | 480 | 20 | 500 |
| Selling and distribution expenses | (17,431) | 6,302 | (11,129) |
| Administrative and general expenses | (13,593) | 2,080 | (11,513) |
| Interest expense | (2,421) | - | (2,421) |
| Interest income | 456 | (181) | 275 |
| Share of profit from equity accounted investments, net of tax | - | 1,048 | 1,048 |
| Profit before tax | 5,854 | (350) | 5,504 |
| Tax expense | (1,712) | 350 | (1,362) |
| Profit for the period | 4,142 | - | 4,142 |

Statement of Financial Positions (Extract)

| | 31 December 2012 (Previously stated) | Increase/ (Decrease) | 31 December 2012 (Restated) | 1 January 2012 (Previously stated) | Increase/ (Decrease) | 1 January 2012 (Restated) |
|--|---|-------------------------|-----------------------------------|---|-------------------------|---------------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| ASSETS | | | | | | |
| Property, plant and equipment | 211,089 | (3,876) | 207,213 | 209,259 | (3,632) | 205,627 |
| Investments accounted for using the equity method | - | 29,642 | 29,642 | - | 26,441 | 26,441 |
| Other investments | 35 | (25) | 10 | 35 | (25) | 10 |
| Deferred tax assets | 951 | (403) | 548 | 893 | (373) | 520 |
| Intangible assets | 15,075 | (5,944) | 9,131 | 15,075 | (5,944) | 9,131 |
| Total non-current assets | 264,645 | 19,394 | 284,039 | 255,214 | 16,467 | 271,681 |
| Inventories | 129,813 | (12,128) | 117,685 | 104,363 | (11,092) | 93,271 |
| Receivables, deposits and prepayments | 119,464 | (13,034) | 106,430 | 117,251 | (14,931) | 102,320 |
| Current tax assets | 7,546 | - | 7,546 | 5,922 | (470) | 5,452 |
| Cash and cash equivalents | 97,782 | (13,129) | 84,653 | 99,803 | (10,457) | 89,346 |
| Total current assets | 354,640 | (38,291) | 316,349 | 327,457 | (36,950) | 290,507 |
| TOTAL ASSETS | 619,285 | (18,897) | 600,388 | 582,671 | (20,483) | 562,188 |
| EQUITY | | | | | | |
| Equity attributable to equity holders of the parent | | | | | | |
| Reserves | (29,921) | - | (29,921) | (29,276) | (662) | (29,938) |
| Retained earnings | 243,175 | (7,212) | 235,963 | 219,386 | (6,550) | 212,836 |
| Total equity attributable to owners of the Company | 276,941 | (7,212) | 269,729 | 253,874 | (7,212) | 246,662 |
| TOTAL EQUITY | 277,350 | (7,212) | 270,138 | 254,287 | (7,212) | 247,075 |
| LIABILITIES | | | | | | |
| Employee benefits | 2,836 | (330) | 2,506 | 2,522 | (284) | 2,238 |
| Total non-current liabilities | 80,743 | (330) | 80,413 | 105,927 | (284) | 105,643 |
| Payables and accruals | 104,150 | (10,923) | 93,227 | 91,699 | (12,877) | 78,822 |
| Current tax liabilities | 2,484 | (432) | 2,052 | 1,689 | (110) | 1,579 |
| Total current liabilities | 261,192 | (11,355) | 249,837 | 222,457 | (12,987) | 209,470 |
| TOTAL LIABILITIES | 341,935 | (11,685) | 330,250 | 328,384 | (13,271) | 315,113 |
| TOTAL EQUITY AND LIABILITIES | 619,285 | (18,897) | 600,388 | 582,671 | (20,483) | 562,188 |



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 during the current quarter.

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 during the current quarter.

5. Nature and amount of changes in estimates

There were no changes in estimates that have had any material effect in the current quarter.

6. Debt and equity securities

There were no issuances, repurchases and repayments of debt and equity securities, share cancellation and resale of treasury shares during the current quarter.

7. Dividend paid

No dividend was paid during the current quarter.

8. Operating segments

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

| Business segments | 3 Months Ended 31 March | | | | | | | | | |
|-------------------------|-------------------------|---------|------------------------------|---------|-------------------|--------|-------------------------|--------|----------------|---------|
| | <u>Machinery</u> | | <u>Travel and car rental</u> | | <u>Automotive</u> | | <u>Other operations</u> | | <u>Total</u> | |
| | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| | RM'000 | RM000 | RM'000 | RM000 | RM'000 | RM000 | RM'000 | RM000 | RM'000 | RM000 |
| | | | | | | | Restated | | Restated | |
| External revenue | 46,268 | 46,617 | 41,824 | 51,717 | 10,975 | 7,877 | 1,045 | 1,090 | 100,112 | 107,301 |
| Inter-segment revenue | - | - | 292 | 402 | - | - | - | - | 292 | 402 |
| Segment profit / (loss) | 6,044 | 6,029 | 13,140 | 12,986 | 557 | 146 | (46) | 91 | 19,695 | 19,252 |
| Segment assets | 251,019 | 233,924 | 227,623 | 234,491 | 40,126 | 32,375 | 65,889 | 34,291 | 584,657 | 535,081 |
| Segment liabilities | 166,258 | 151,425 | 143,301 | 148,932 | 23,811 | 16,138 | 2,941 | 3,013 | 336,311 | 319,508 |



| | 3 Months Ended 31 March | |
|---|-------------------------|---------------------------|
| | 2013 RM'000 | 2012 RM000 Restated |
| Reconciliation of reportable segment profit or loss | | |
| Total profit or loss for reportable segments | 19,695 | 19,252 |
| Depreciation and amortisation | (12,713) | (11,261) |
| Interest expense | (2,362) | (2,421) |
| Interest income | 325 | 275 |
| Non-reportable segment expenses | (1,199) | (1,389) |
| Share of profit from equity accounted investments | 641 | 1,048 |
| Consolidated profit before tax | <u>4,387</u> | <u>5,504</u> |
| Reconciliation of reportable segment assets | 2013 RM'000 | 2012 RM000 |
| Total assets for reportable segments | 584,657 | 535,081 |
| Assets for other non-reportable segment | 14,456 | 32,373 |
| Share of assets from equity accounted investments | 30,283 | 27,489 |
| Consolidated assets | <u>629,396</u> | <u>594,943</u> |
| Reconciliation of reportable segment liabilities | 2013 RM'000 | 2012 RM000 |
| Total liabilities for reportable segments | 336,311 | 319,508 |
| Liabilities for other non-reportable segment | 19,972 | 24,754 |
| Consolidated liabilities | <u>356,283</u> | <u>344,262</u> |

9. Material Subsequent event

There were no material events subsequent to the end of the current quarter

10. Changes in composition of the Group

There were no changes in the composition of the Group during the current quarter.

11. Changes in contingent liabilities

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

12. Capital Commitments

Capital commitments of the Group in respect of property, plant and equipment not provided for as at the end of the quarter were as follows:

| | |
|-----------------------------|---------------|
| | RM'000 |
| Approved and contracted for | <u>10,444</u> |



13. Related party disclosures

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

| | Individual Quarter | | Cumulative Quarter | |
|---|---------------------------|-----------------|---------------------------|------------------|
| | 31.03.13 | 31.03.12 | 31.03.13 | 31.103.12 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Sales | 7,864 | 7,620 | 7,864 | 7,620 |
| Travel agency, car rental and workshop services | 1,677 | 2,199 | 1,677 | 2,199 |
| Rental income | 338 | 258 | 338 | 258 |
| | 9,879 | 10,077 | 9,879 | 10,077 |
| Purchase of trucks and spare parts | 521 | 159 | 521 | 159 |
| Workshop service | 251 | 381 | 251 | 381 |
| Rental expense | 33 | 12 | 33 | 12 |
| Purchase of property, plant and equipment | 4,734 | 5,996 | 4,734 | 5,996 |
| Insurance agency service | 1,580 | 1,539 | 1,580 | 1,539 |
| Administrative service | 608 | 492 | 608 | 492 |
| Assembly service | 943 | 108 | 943 | 108 |
| | 8,670 | 8,687 | 8,670 | 8,687 |

Related party transactions between the Group and jointly controlled entities are as follows:-

| | Individual Quarter | | Cumulative Quarter | |
|--|---------------------------|-----------------|---------------------------|-----------------|
| | 31.03.13 | 31.03.12 | 31.03.13 | 31.03.12 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Sales | 1,433 | 1,771 | 1,433 | 1,771 |
| Travel agency , car rental and workshop services | 352 | 141 | 352 | 141 |
| | 1,785 | 1,912 | 1,785 | 1,912 |
| Purchase of products | 60 | 97 | 60 | 97 |

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

3 months ended 31 March 2013

Group revenue decreased to RM100.1 million from RM107.3 million in the corresponding period, representing a decrease of 7%. The lower revenue is attributable mainly to the decreased contribution from the travel and car rental division. Profit before tax (“PBT”) was recorded at RM4.4 million, 20% lower than RM5.5 million in the corresponding period. Profit after tax decreased by 32% to RM2.8 million from RM4.1 million recorded in the corresponding period.

Machinery Division

Revenue of the machinery division is 1% marginally lower compared with the corresponding period. The decrease in revenue is attributable mainly to slower sales of heavy machinery. Profitability was consistent compared with the corresponding period.

Travel and Car Rental Division

The travel and car rental division recorded decrease in revenue of 19% compared with the corresponding period. The decrease in revenue was due mainly to lower business volume in inbound, and retail and distribution businesses. [Gross revenue, taking into consideration full sale proceeds of air tickets, was RM138 million compared with the corresponding period of RM151.1 million, a decrease of 9%.] PBT decreased by 34% compared with the corresponding period mainly due to lower profit contributions from the car rental, and inbound businesses.

Automotive Division

With the launching of the heavy commercial truck (“HCV”) in the second quarter of 2012, the automotive division recorded improved revenue by 39% compared with the corresponding period. Profitability improved compared with the corresponding period contributed mainly by higher margins from the sale of HCV.

Joint Ventures

Our share of profits of our joint ventures namely Shiseido Malaysia Sdn Bhd and Wacoal Malaysia Sdn Bhd, declined by 39% compared with the corresponding period due mainly to higher operating costs.

2. Comparison with preceding quarter’s results

The Group recorded lower revenue by 6% of RM100.1 million compared with RM106 million (restated) of the preceding quarter. Profit before tax decreased to RM4.4 million, 77% lower compared to RM18.7 million (restated) of the preceding quarter due mainly to a gain arising from a fair value adjustment of an investment property amounting to RM10.4 million in the preceding quarter, lower profit contributions from the travel & car rental division and a decline in the share of profits of joint ventures.

3. Prospects

The operating environments of the respective business segments are envisaged to remain challenging and competitive.

However, the performance of the Group is expected to benefit from sales and promotional activities as well as new product launches to be undertaken by the respective business segments throughout the rest of the year.



4. Profit forecast

This is not applicable to the Group.

5. Tax expense

| | Individual Quarter | | Cumulative Quarter | |
|-----------------------------|--------------------|--------------------------------|--------------------|--------------------------------|
| | 31.03.13 RM'000 | 31.03.12 RM'000 Restated | 31.03.13 RM'000 | 31.03.12 RM'000 Restated |
| <i>Tax expense</i> | | | | |
| Current year | 2,159 | 913 | 2,159 | 913 |
| <i>Deferred tax expense</i> | | | | |
| Current year | (582) | 449 | (582) | 449 |
| | <u>1,577</u> | <u>1,362</u> | <u>1,577</u> | <u>1,362</u> |

The Group's effective tax rate for the current quarter was higher than the prima facie tax rate due mainly to no group tax relief was applied by the Group to off-set its profits against the loss making companies and certain expenses which were not deductible for tax purpose.

6. Status of corporate proposals

There were no corporate proposals announced as at reporting date.

7. Group borrowings

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

| | Unsecured RM'000 |
|--------------------|-----------------------------|
| Current | |
| Banker acceptance | 37,680 |
| Revolving credit | 92,000 |
| Term loan | 39,107 |
| | <u>168,787</u> |
| Non-current | |
| Term loan | <u>71,418</u> |

The above borrowings were denominated in Ringgit Malaysia.

8. 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.



9. Dividend

No interim dividend has been recommended during the current quarter.

10. Earnings per share

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

| | Individual Quarter | | Cumulative Quarter | |
|--|---------------------------|-----------------|---------------------------|-----------------|
| | 31.03.13 | 31.03.12 | 31.03.13 | 31.03.12 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Profit attributable to owners of the Company | 2,843 | 4,123 | 2,843 | 4,123 |

| | Individual Quarter | | Cumulative Quarter | |
|---|---------------------------|------------------|---------------------------|-----------------|
| | 31.03.13 | 31.03.121 | 31.03.13 | 31.03.12 |
| | '000 | '000 | '000 | '000 |
| Weighted average number of ordinary shares in issue | 65,131 | 65,161 | 65,131 | 65,161 |

| | Individual Quarter | | Cumulative Quarter | |
|--------------------------|---------------------------|-----------------|---------------------------|-----------------|
| | 31.03.13 | 31.03.12 | 31.03.13 | 31.03.12 |
| | Sen | Sen | Sen | Sen |
| Basic earnings per share | 4.37 | 6.33 | 4.37 | 6.33 |

11. Notes to the Condensed Consolidated Income Statement

Profit before tax is arrived at after charging the following items:

| | | Individual quarter | | Cumulative quarter | |
|-----|---|---------------------------|-----------------|---------------------------|-----------------|
| | | 31.03.13 | 31.03.12 | 31.03.13 | 31.03.12 |
| | | RM'000 | RM'000 | RM'000 | RM'000 |
| | | | Restated | | Restated |
| (a) | Depreciation and amortisation | 12,713 | 11,261 | 12,713 | 11,261 |
| (b) | Provision for doubtful debts | 51 | 11 | 51 | 11 |
| (c) | Bad debts written off | 1 | - | 1 | - |
| (d) | Provision for inventories | 124 | 129 | 124 | 129 |
| (e) | Inventories written off | - | - | - | - |
| (f) | (Gain)/Loss on disposal of quoted or unquoted investments | - | - | - | - |
| (g) | (Gain)/Loss on disposal of properties | - | - | - | - |
| (h) | Impairment of assets | - | - | - | - |
| (i) | Foreign exchange (gain)/loss | 146 | 196 | 146 | 196 |
| (j) | Loss on derivatives | - | - | - | - |
| (k) | Exceptional items | - | - | - | - |



12. Derivative financial instruments

Forward foreign currency contracts are entered into by the Group in currencies other than functional currency to manage exposure to the fluctuations in foreign currency exchange rates.

As at 31 March 2013, the notional amount, fair value and maturity period of the forward foreign exchange contracts are as follows:

| | Notional Amount RM'000 | Fair Value Assets/(Liabilities) RM'000 |
|--------------------|-----------------------------------|---|
| - less than 1 year | 27,713 | (324) |

13. Disclosure of realised and unrealised profits

The breakdown of the retained profits of the Group as at 31 March 2013, into realised and unrealised profits/losses, is as follows:

| | As at 31.03.2013 RM'000 | As at 31.12.2012 RM'000 Restated |
|---|--|---|
| Total retained profits of the Group: | | |
| - Realised | 241,035 | 247,015 |
| - Unrealised | (7,755) | (15,480) |
| | <u>233,280</u> | <u>231,535</u> |
| Total retained profits from jointly controlled entities | | |
| - Realised | 13,345 | 12,704 |
| - Unrealised | 343 | 343 |
| | <u>13,688</u> | <u>13,047</u> |
| Less: Consolidation adjustments | (8,162) | (8,619) |
| Total retained profits as per statement of financial position | <u><u>238,806</u></u> | <u><u>235,963</u></u> |

BY ORDER OF THE BOARD
 ANG LAY BEE
 CHANG PIE HOON
 Company Secretaries
 Kuala Lumpur
 14 May 2013