

Tan Chong International Limited INTERIM REPORT 2 0 0 6

Stock Code: 693



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# Management Review

The Group produced mixed results for the first half of the year both in terms of volume and bottom line. Although the Board is pleased to report that the Group's financial performance for the first half of the year has been cushioned by cheaper car quota prices, the strengthening of the Singapore dollar and the firming of the US dollar against the Japanese Yen, world wide geopolitical uncertainties, escalating interest rates and rocketing fuel prices may dampen financial performance for the rest of the year. Consumers' confidence was deeply shaken resulting in a sharp shift in consumption pattern towards smaller and cheaper cars. However, Subaru car sales in Singapore, China and Hong Kong have been and are expected to continue improving. Income from after sales servicing of vehicles has advanced in volume and profitability. The introduction of Euro 4 Emission Standard for commercial vehicles will affect the Group's financial performance due to a shortage of compliant light and mid range commercial vehicles from October 2006 to about June 2007. The Board therefore expects the results for the second half year to be uncertain.

Although Group Revenue for the half year dipped slightly to HK\$3.175 billion attributable profits were up 20% respectively half year on half year and 14% when compared to the second half of last year. Overheads and financing costs have been well contained but promoting of new models had resulted in higher distribution and administrative costs. Share of earnings of associates continue to enhance the bottom line.

Unit sales in Singapore and overall Group unit sales were down 10% and 6 % to 11,346 and 12,751 units respectively when compared to the second half of last year. Group Subaru sales however rose 103% to 1,836 units. Although truck sales volume in Thailand dropped by 14% to 564 units, bottom line improved because of better margins and foreign exchange gain.



The increase in the arrivals of expatriates into Singapore because of regional economic opportunities has enhanced property rental demand resulting in better occupancy and rental rates. The situation is expected to be stable for the rest of the year. Nevertheless higher interest costs overshadowed the better revenue and losses in the property rental division continue.

Over at the Industrial and Machinery Division, truck sales in Singapore riding on improved sentiments in the logistics and construction sectors have been improving steadily. Contributions to margins have likewise improved.

Our investment in Zero of Japan remains a positive contributor to Group results.

Capital commitments had dropped to HK\$37 million from HK\$69 million as at end of last year. These commitments are attributable to 3 uncompleted projects in Thailand and the Philippines. Further capital projects are expected in the second half of the year. Continuing expansion in sales activities regionally had increased head count to 1,130.

To rationalize business focus our Vantone offices in Beijing China were sold. The number of investment properties is therefore reduced from 7 to 6.

Bank borrowings stood at HK\$421 million. Net cash improved 47% from HK\$528 million to HK\$776 million. With its solid financial standing the Group will continue its expansion into the region.

The Group has adopted all the changes in reporting standards as required by the Stock Exchange of Hong Kong and the International Accounting Standards Board.

# CONSOLIDATED INCOME STATEMENT (unaudited)

	Six months ended 30 June		
	Note	<i>2006</i> HK\$'000	2005 HK\$'000
		φ σσσ	(Restated)
Revenue	2	3,175,205	3,201,729
Cost of sales		(2,579,320)	(2,668,821)
Gross profit		595,885	532,908
Other operating income		50,480	31,731
Distribution costs		(161,175)	(165,108)
Administrative expenses		(157,063)	(138,457)
Other operating expenses		(13,786)	(8,630)
Profit from operations		314,341	252,444
Financing costs		(9,156)	(4,955)
Share of profits less losses of associates		20,526	19,663
Profit before taxation	3	325,711	267,152
Income tax expense	4	(64,577)	(50,597)
Profit for the period		261,134	216,555
Attributable to:			
Equity shareholders of the Company Minority interests		260,563 571	216,828 (273)
Profit for the period		261,134	216,555
Dividends attributable to the period	5(i)	40,266	40,266
Earnings per share (cents)	6	12.9	10.8

The notes on pages 9 to 14 form part of these financial statements.



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (unaudited)

	Six months ended 30 June		
	Note	<i>2006</i> HK\$'000	2005 HK\$'000
			(Restated)
Total equity at 1 January As previously reported:			
- attributable to equity shareholders of the Company		4,374,738	4,158,558
- minority interests	-	30,096	16,290
	10	4,404,834	4,174,848
Net income/(expense) recognized directly in equity Exchange differences on translation of the financial statements of foreign operations			
- attributable to equity shareholders of the Company		190,389	(128,331)
- minority interests		1,708	(584)
	10	192,097	(128,915)
Net profit for the period As previously reported:			
- attributable to equity shareholders of the Company		260,563	216,828
- minority interests		571	(273)
	10	261,134	216,555
Total recognised income/(expense) for the period		453,231	87,640
Dividends paid during the period	5(ii)	(90,599)	(80,532)
Movements in equity arising from capital transactions			
Capital contribution received by non-wholly subsidiaries from minority shareholders		_	14,130
Total equity at 30 June		4,767,466	4,196,086

The notes on pages 9 to 14 form part of these financial statements.

## CONSOLIDATED BALANCE SHEET

(unaudited)

Not	e At 30 June 2006 HK\$'000	At 31 December 2005 HK\$'000
Non-current assets		
Investment properties Property, plant and equipment Lease prepayments Interest in associates Investments Hire purchase debtors and instalments receivable Deferred tax assets	1,267,042 847,106 72,955 423,133 78,012 149,554 24,607	1,220,013 831,167 71,566 401,282 76,339 158,731 23,697
	2,889,409	2,782,795
Current assets		
Inventories Property held for sale Trade debtors 7 Hire purchase debtors and instalments receivable Other debtors, deposits and prepayments Cash and cash equivalents 8	814,381 453,817 262,244 102,746 173,461 1,197,684	760,718 447,164 321,549 102,711 205,159 1,016,406
	3,004,333	2,033,707
Current liabilities		
Bank overdrafts (unsecured) 8 Bank loans (unsecured) Trade creditors 9 Other creditors and accruals Amounts due to related companies Taxation Provisions	27,529 386,572 242,516 266,645 3,312 154,651 10,117	44,058 301,034 284,727 266,154 1,825 154,809 9,297
	1,091,342	1,061,904
Net current assets	1,912,991	1,791,803
Total assets less current liabilities	4,802,400	4,574,598



## CONSOLIDATED BALANCE SHEET

(unaudited)

Note	At 30 June 2006 HK\$'000	At 31 December 2005 HK\$'000
Non-current liabilities		
Deferred tax liabilities Bank loans (unsecured) Provisions	12,261 7,328 15,345	11,879 143,568 14,317
	34,934	169,764
NET ASSETS	4,767,466	4,404,834
Representing:		
Capital and reserves 10		
Share capital Reserves	1,006,655 3,728,436	1,006,655 3,368,083
Total equity attributable to equity shareholders of the Company	4,735,091	4,374,738
Minority interests	32,375	30,096
TOTAL EQUITY	4,767,466	4,404,834

The notes on pages 9 to 14 form part of these financial statements.

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT (unaudited)

	Six months ended 30 June	
	2006 2005	
	HK\$'000	HK\$'000
Net cash generated from operating activities	323,511	57,500
Net cash used in investing activities	(5,566)	(71,265)
Net cash (used in) /generated from financing activities	(152,818)	21,861
Net increase in cash and cash equivalents	165,127	8,096
Cash and cash equivalents at 1 January	972,348	902,450
Effect of exchange differences	32,680	(21,048)
Cash and cash equivalents at 30 June	1,170,155	889,498



## 1 Basis of preparation

The interim financial statements have been prepared in accordance with the requirements of the Listing Rules of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), including compliance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board.

## 2 Segmental information

By business segments
Motor vehicle distribution
Heavy commercial vehicle and
industrial equipment distribution
Property rentals and development
Other operations

Group Revenue Six months ended 30 June		Profit from operations Six months ended 30 June	
2006 HK\$'000	2005 HK\$'000 (Restated)	2006 HK\$'000	2005 HK\$'000 (Restated)
2,661,339 373,913	2,692,752 397,854	238,762 43,838	190,560 36,301
39,803 100,150	18,518 92,605	9,140 22,601	6,062 19,521
3,175,205	3,201,729	314,341	252,444

Group Revenue
Six months ended 30 June

	2006 HK\$'000	2005 HK\$'000
By geographical locations		
Singapore	2,759,149	2,838,540
Hong Kong	32,515	26,824
PRC	114,340	44,980
Others	269,201	291,385
	3,175,205	3,201,729

## 3 Profit before taxation

Profit before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2006	2005
	HK\$'000	HK\$'000
		(Restated)
Interest expense	9,156	4,955
Amortisation of lease prepayments	1,474	1,559
Depreciation	34,908	30,407
Gain on sale of property, plant and equipment	(7,419)	(4,060)
Loss on sale of investment property	1,018	921

## 4 Taxation

The analysis of income tax expense is as follows:

	Six months ended 30 June	
	2006	2005
	HK\$'000	HK\$'000
		(Restated)
Hong Kong	Nil	Nil
Elsewhere	64,577	50,597
	64,577	50,597

The Group's applicable tax rate represents the weighted average of the statutory corporate income tax rates, which mainly range between 17.5% (2005: 17.5%) and 30% (2005: 30%), in the tax jurisdictions in which the Group operates.



#### 5 Dividends

(i) Dividends attributable to the period Interim dividend declared of 2.0 cents (2005: 2.0 cents) per ordinary share

> The interim dividend has not been recognized as a liability at balance sheet date.

(ii) Dividends paid during the period Final dividend approved in respect of prior year of 4.5 cents (2004: 4.0 cents) per ordinary share

2006	ended 30 June 2005
HK\$'000	HK\$'000
10.266	10.266
40,266	40,266
90,599	80,532

#### 6 Earnings per share

Earnings per share for the six months ended 30 June 2006 is calculated by dividing the Group's profit attributable to shareholders of approximately HK\$260,563,000 (2005: HK\$216,828,000) by the weighted average number of shares of 2,013,309,000 (2005: 2,013,309,000) in issue during the period. The amount of diluted earnings per share is not presented as there were no dilutive shares outstanding during the six months ended 30 June 2006 and 2005.

#### 7 **Trade debtors**

Included in trade debtors are debtors (net of impairment losses) with the following ageing analysis:

	At 30 June 2006 HK\$'000	At 31 December 2005 HK\$'000
Current 1 to 3 months More than 3 months but less than 12 months	215,645 40,838 5,761	285,623 32,805 3,121 321,549

The Group allows credit periods from 7 days to 6 months.

## 8 Cash and cash equivalents

	At 30 June 2006 HK\$'000	At 31 December 2005 HK\$'000
Bank deposits Bank balances	1,117,756 79,501	896,739 119,373
Cash on hand	427	294
Cash and cash equivalents (exclude bank overdrafts)	1,197,684	1,016,406
Bank overdrafts (unsecured)	(27,529)	(44,058)
Cash and cash equivalents	1,170,155	972,348

## 9 Trade creditors

Included in trade creditors are creditors with the following ageing analysis:

	At 30 June 2006	At 31 December 2005
	HK\$'000	HK\$'000
Due within one month or on demand Due after 1 month but within 3 months Due after 3 months but within 6 months Due after 6 months but within 12 months	136,446 72,629 32,640 801	122,124 119,576 42,251 776
	242,516	284,727



#### Capital and reserves 10

Attributable to equity shareholders of the Company									
	Share	Share	Capital	Translation	Contributed	Retained		Minority	Total
	capital	premium	reserve	reserve	surplus	profits	Total	interests	equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2006	1,006,655	550,547	9,549	(320,015)	377,690	2,750,312	4,374,738	30,096	4,404,834
Exchange differences on translation of financial statements of foreign operations	-	-	-	190,389	-	-	190,389	1,708	192,097
Profit for the period						260,563	260,563	571	261,134
Dividends to shareholders		-	-	-	-	(90,599)	(90,599)	-	(90,599)
Balance at 30 June 2006	1,006,655	550,547	9,549	(129,626)	377,690	2,920,276	4,735,091	32,375	4,767,466

#### Share capital (a)

Authorised:	At 30 June 2006 HK\$'000	At 31 December 2005 HK\$'000
3,000,000,000 ordinary shares of HK\$0.50 each	1,500,000	1,500,000
Issued and fully paid:		
2,013,309,000 ordinary shares of HK\$0.50 each	1,006,655	1,006,655

## 11 Capital commitments

Capital commitments outstanding at 30 June 2006 not provided for in the financial statements were as follows:

	At 30	At 31
	June	December
	2006	2005
	HK\$'000	HK\$'000
Authorised and contracted for:		
- Construction of properties	37,382	68,893

## 12 Connected transactions

The following is a summary of significant transactions carried out in the normal course of business between the Group and its related companies during the period:

	Six months ended 30 June		
	2006	2005	
	HK\$'000	HK\$'000	
Sale of goods and services	1,090	1,972	
Purchase of stocks	2,991	6,958	
Services rendered	3,201	4,006	
Investment in a subsidiary with TCMH Group	-	14,940	

All the sales and purchases and services rendered were on normal commercial terms.



#### Interim dividend

The Board is pleased to declare an interim dividend of 2.0 cents (2005: 2.0 cents) per share on the shares in issue amounting to a total of HK\$40,266,000 (2005: HK\$40,266,000), which will be payable on 6 September 2006 to shareholders whose names appear on the Register of Members on 30 August 2006. Dividend warrants will be sent to shareholders on 6 September 2006.

### Closure of Register of Members

The Register of Members will be closed from 28 August 2006 to 30 August 2006, both days inclusive. During this period, no transfer of shares will be effected and registered.

In order to qualify for the entitlement of the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited, Hopewell Centre, 46th Floor, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4.00pm on 25 August 2006.

### Directors' interests in shares

The directors who held office at 30 June 2006 had the following interests in the issued share capital of the Company at that date as recorded in the register of directors' interests and short positions required to be kept under section 352 of the Securities and Futures Ordinance ("SFO"):

	Ordinary shares of HK\$0.50 each				
		Percentage			
				of total	
Long positions	Personal	Family	Corporate	Issued	
	interests	interests	interests	Shares	Total
		(Note 1)	(Note 2)		
<b>Executive Directors:</b>					
Tan Eng Soon	4,200,000	-	101,580,000	5.25%	105,780,000
Joseph Ong Yong Loke	639,000	795,000	940,536	0.12%	2,374,536
Tan Kheng Leong	2,205,000	210,000	-	0.12%	2,415,000
Neo Ah Chap	3,300,000	-	-	0.16%	3,300,000
Sng Chiew Huat	639,000	-	-	0.03%	639,000

## OTHER INFORMATION

### Directors' interests in shares (continued)

- **Note 1:** These shares are beneficially owned by the spouses of Joseph Ong Yong Loke and Tan Kheng Leong, respectively and hence they are deemed to be interested in these shares.
- **Note 2:** These shares are beneficially owned by corporations controlled by Tan Eng Soon and Joseph Ong Yong Loke, respectively.

Save as disclosed above, none of the directors or chief executives, or any of their spouses or children under eighteen years of age, had any beneficial or non beneficial interests or short positions in shares of the Company or any of its associates (within the meaning of the SFO) as at 30 June 2006, and there was no right granted to or exercised by any directors or chief executives of the Company, or any of their spouses or children under eighteen years of age, during the period to subscribe for shares, as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") as set out in Appendix 10 of the Listing Rules of the Stock Exchange.

At no time during the period was the Company, or any of its subsidiaries or fellow subsidiaries or their holding companies a party to any arrangement to enable the directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Substantial interests in the share capital of the Company

The Company has been notified of the following interests (other than a director of the Company) in the Company's issued shares at 30 June 2006 amounting to 5% or more of the ordinary shares in issue:

Long positions	Note	Capacity	Ordinary shares Held	Percentage of total issued shares
Tan Chong Consolidated Sdn. Bhd.	(1)	Beneficial owner	912,799,986	45.34
Guoco Group Limited	(2)	Corporate interests	161,331,000	8.01



## Substantial interests in the share capital of the Company (continued)

Note 1: The share capital of Tan Chong Consolidated Sdn. Bhd. is held by Tan Eng Soon as to approximately 16.66 per cent and by Tan Kheng Leong as to approximately 11.21 per cent. The remaining shareholding is held by certain members of the Tan family who are not directors of the Company.

Note 2: Pursuant to the SFO, these corporations/individuals namely Quek Leng Chan, HL Holdings Sdn Bhd, Kwek Leng Kee, Davos Investment Holdings Private Limited, Hong Leong Investment Holdings Pte Ltd, Kwek Holdings Pte Ltd and Hong Leong Company (Malaysia) Berhad, are deemed to be interested in all the shares in which Guoco Group Limited has an interest because of their direct/indirect interest in the entire/partial share capital of Guoco Group Limited. Capital Intelligence Limited, Guoline Capital Assets Limited and Guoline Overseas Limited are also deemed to be interested in the same block of shares but according to the Company's register, their reported interest is only 5.04%.

Save as disclosed above, no other interests required to be recorded in the register under section 336 of the SFO have been notified to the Company.

## Purchase, sale or redemption of the Company's listed securities.

There were no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the period.

## **Audit Committee**

The Audit Committee has reviewed with management the results of the Group for the period ended 30 June 2006.

### **Directors' Securities Transactions**

Pursuant to the Model Code requirements as set out in Appendix 10 of the Listing Rules of the Stock Exchange, all directors confirmed that they have complied with the required standard and its code of conduct regarding directors' securities transactions for the accounting period under review.

### OTHER INFORMATION

## **Code on Corporate Governance Practices**

No director of the Company is aware of any information which would reasonably indicate that the Company is not, or was not, at any time during the six months ended 30 June 2006, acting in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules of the Stock Exchange. The independent non-executive directors were not appointed for a specific term but are subject to retirement by rotation and re-election at the Company's Annual General Meeting in accordance with the Company's Bye-Laws. The current Chairman had been instrumental in listing the Group. He has in-depth professional knowledge of, and extensive experience in the automobile industry and full cognizance of the workings of the business operations of the Group. In view of this, the Board would like him to continue with some executive functions. The balance of power and authority is ensured by the participation and input of the other Board members who are highly qualified and experienced professionals. The roles of the respective executive directors and senior management who are in charge of different disciplinary functions complement the role of the Chairman and Chief Executive Officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to make and implement decisions promptly and efficiently.

By Order of the Board **Sng Chiew Huat** Finance Director Hong Kong, 31 July 2006

Websites: http://www.tanchonginternational.com

http://www.nissan.com.sg http://www.tcil.com.sg

