Tan Chong International Limited Interim Report 2010

Stock Code: 693





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Management Review

RESULTS

The first half of 2010 was challenging for the Group. For the first time in its 12 years history, more than 50% of its half-year revenue was derived outside of Singapore, reaching 65% against 44% for the same period of 2009. In terms of revenue, first half of 2010 was HKD3.0 billion as compared to HKD2.3 billion, a 32% improvement over the corresponding period for 2009. Although revenue in Singapore registered a drop of 19%, it was compensated by more than double increases in revenues from China, Philippines and Taiwan.

When compared to first half of 2009, group earnings per share and sale units improved from HK7.3 cents to HK7.6 cents, and 6,549 to 8,715 respectively. Profits were tempered by intense competition; high yen value relative to the local currencies and additional expenses on infrastructural expansions and start ups that have yet to contribute to profit.

Compared to the corresponding first half of 2009, total comprehensive income improved substantially from HKD114 million to HKD223 million.

Group NTA per share as at the end of June 2010 rose to HKD3.30 from HKD3.23 as at the end of December 2009. In line with better results the proposed interim dividend will be increased to HKD0.015 as against HKD0.01 interim dividend for last year.

MITSUBISHI FUSO TRUCK BUSINESS IN THAILAND

Assembly and sale of Fuso trucks have commenced and is running smoothly. Revenue and profit contributions from this business are expected to grow steadily in the coming years.

NANJING PROJECT IN CHINA

Work on the building of the automotive seat manufacturing plant has started with a capital commitment of HKD50 million and completion is expected next year.

FINANCE

Infrastructural projects like the Nanjing Automotive Seat Plant, the 4S Subaru Centre in Panyu China and the retrofitting works at Tan Chong Tower have increased capital commitment to HKD232 million from HKD31 million as at the end of 2009. Higher stock holdings and higher trade debtors because of increasing car sales in China, Philippines and Taiwan has resulted in a reduction of net cash compared to the corresponding period of 2009.

Consolidated Income Statement

- unaudited

		Six months ended 30 June	
	Note	<i>2010</i> HK\$'000	<i>2009</i> HK\$'000
P	0		
Revenue	2	3,041,749	2,312,949
Cost of sales		(2,619,737)	(2,008,115)
Gross profit		422,012	304,834
Other operating income		95,751	170,915
Distribution costs		(133,325)	(132,634)
Administrative expenses		(204,570)	(175,968)
Other operating expenses	_	(6,597)	(6,396)
Profit from operations		173,271	160,751
Financing costs		(13,371)	(22,149)
Share of profits less losses of associates	_	31,873	24,692
Profit before taxation	3	191,773	163,294
Income tax expense	4	(31,308)	(15,879)
Profit for the period	_	160,465	147,415
Attributable to:			
Equity shareholders of the Company		152,471	147,962
Minority interests		7,994	(547)
Profit for the period	_	160,465	147,415
Earnings per share (cents)	6		
Basic and diluted		7.6	7.3

The notes on pages 09 to 14 form part of these financial statements.

03

Consolidated Statement of Comprehensive Income

- unaudited

	Six months ended 30 June		
	2010	2009	
	HK\$'000	HK\$'000	
Profit for the period	160,465	147,415	
Other comprehensive income for the period			
Exchange differences on translation of financial statements of:			
- overseas subsidiaries	47,139	(20,971)	
- overseas associates	11,118	(12,371)	
Available-for-sale securities:	58,257	(33,342)	
- net movement in the fair value reserve	4,390	-	
	62,647	(33,342)	
Total comprehensive income for the period	223,112	114,073	
Attributable to:			
Equity shareholders of the company	213,980	113,215	
Minority interests	9,132	858	
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Total comprehensive income for the period	223,112	114,073	

The notes on pages 09 to 14 form part of these financial statements.

04

Consolidated Statement of Changes in Equity - unaudited

Attributable to equity shareholders of the company										
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Translation reserve HK\$'000	Contributed surplus HK\$'000	Fair value reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Minority interests HK\$'000	Total equity HK\$'000
Balance at 1 January 2010	1,006,655	550,547	9,549	527,888	377,690	3,962	3,978,469	6,454,760	50,393	6,505,153
Changes in equity for 2010:										
Dividends declared and approved during the year	-			-			(80,532)	(80,532)		(80,532)
Total comprehensive income for the year				57,119		4,390	152,471	213,980	9,132	223,112
Balance at 30 June 2010	1,006,655	550,547	9,549	585,007	377,690	8,352	4,050,408	6,588,208	59,525	6,647,733

The notes on pages 09 to 14 form part of these financial statements.



Consolidated Balance Sheet

- unaudited

Non-current assets	Note	At 30 June 2010 HK\$'000	At 31 December 2009 HK\$'000
Investment properties		1,674,018	1,662,039
Property, plant and equipment		1,565,474	1,510,389
Lease prepayments		200,704	202,889
Interest in associates		669,686	640,330
Other financial assets		197,569	194,577
Hire purchase debtors and instalments receivable		89,474	92,447
Deferred tax assets		14,718	15,187
		4,411,643	4,317,858
Current assets			4,017,000
Investments		482,572	432,419
Inventories		1,292,482	1,201,709
Properties held for sale		312,379	317,094
Trade debtors	7	360,330	298,127
Hire purchase debtors and instalments receivable		67,323	72,967
Other debtors, deposits and prepayments		203,905	143,522
Amount due from related companies		12,129	11,712
Cash and cash equivalents	8	1,835,342	1,773,876
		4,566,462	4,251,426
Current liabilities			
Bank overdrafts (unsecured)	8	13,804	14,558
Bank loans (unsecured)		1,060,741	783,372
Trade creditors	9	245,599	339,336
Other creditors and accruals		338,684	325,478
Amounts due to related companies		3,230	3,196
Taxation		37,914	32,278
Provisions		27,166	16,318
		1,727,138	1,514,536
Net current assets		2,839,324	2,736,890
Total assets less current liabilities		7,250,967	7,054,748

The notes on pages 09 to 14 form part of these financial statements.

Consolidated Balance Sheet (continued)

- unaudited

Non-current liabilities	Note	At 30 June 2010 HK\$'000	At 31 December 2009 HK\$'000
Deferred tax liabilities Bank loans (unsecured) Provisions	_	76,301 514,231 12,702	76,109 461,512 11,974
NET ASSETS		603,234 6,647,733	549,595 6,505,153
Capital and reserves			
Share capital Reserves	10	1,006,655 5,581,553	1,006,655 5,448,105
Total equity attributable to equity shareholders of the Company		6,588,208	6,454,760
Minority interests		59,525	50,393
TOTAL EQUITY	_	6,647,733	6,505,153

The notes on pages 09 to 14 form part of these financial statements.



Condensed Consolidated Cash Flow Statement

- unaudited

	Six months ende	d 30 June
	2010	2009
	HK\$'000	HK\$'000
Net cash (used in)/ generated from operating activities	(131,302)	334,220
Net cash used in investing activities	(71,993)	(32,192)
Net cash generated from /(used in) financing activities	254,048	(6,106)
Net increase in cash and cash equivalents	50,753	295,922
Cash and cash equivalents at 1 January	1,759,318	921,042
Effect of exchange differences	11,467	2,821
Cash and cash equivalents at 30 June	1,821,538	1,219,785

The notes on pages 09 to 14 form part of these financial statements.



1 Basis of preparation

The unaudited 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.

The unaudited interim financial statements have been prepared in accordance with the same accounting policies adopted in the 2009 annual financial statements.

2 Segment Reporting

(a) Segment results	Gi	EBITDA		
	Six months e	nded 30 June	Six months er	nded 30 June
	2010	2009	2010	2009
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Business lines				
Motor vehicle distribution	2,430,980	1,878,071	57,464	(23,948)
Heavy commercial vehicle and industrial equipment				
distribution	349,211	260,798	62,388	37,855
Property rentals and				
development	42,888	36,433	9,272	12,499
Other operations	218,670	137,647	90,684	168,981
	3,041,749	2,312,949	219,808	195,387

	Group Revenue		
	Six months ended 30 June		
	2010 2009		
	HK\$'000	HK\$'000	
Geographical areas			
Singapore	1,053,124	1,299,015	
Hong Kong	38,561	41,590	
PRC	1,353,788	664,617	
Others	596,276	307,727	
	3,041,749	2,312,949	

2 Segment Reporting (continued)

(b) Reconciliation of reportable segment profit or loss

	<i>2010</i> HK\$'000	<i>2009</i> HK\$'000
EBITDA	219,808	195,387
Depreciation and amortisation	(59,239)	(54,294)
Interest income	12,702	19,658
Finance costs	(13,371)	(22,149)
Share of profits less losses of associates	31,873	24,692
Consolidated profit before taxation	191,773	163,294

Six months ended 30 June

3 Profit before taxation

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

	Six months ended 30 June		
	2010	2009	
	HK\$'000	HK\$'000	
Interest expense	13,371	22,149	
Amortisation of lease prepayments	3,262	3,197	
Depreciation of property, plant and equipment	55,977	51,097	
Gain on sale of property, plant and equipment	(6,001)	(4,318)	
Increase in fair value of listed equity securities	(50,153)	(127,900)	

4 Taxation

The analysis of income tax expense is as follows:

	Six months e	Six months ended 30 June		
	2010	2009		
	HK\$'000	HK\$'000		
Hong Kong	-	1,200		
Elsewhere	31,308	14,679		
	31,308	15,879		

4 Taxation (continued)

The Group's applicable tax rate represents the weighted average of the statutory corporate income tax rates, which mainly range between 16.5% (2009: 16.5%) and 30% (2009: 30%), in the tax jurisdictions in which the Group operates.

5 Dividends

		Six months ended 30 June		
		2010	2009	
		HK\$'000	HK\$'000	
(i)	Dividends attributable to the period			
	Interim dividend declared of HK\$0.015			
	(2009: HK\$0.01) per ordinary share	30,200	20,133	

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 HK\$0.04 (2009: HK\$0.01) per ordinary		
share	80,532	20,133

6 Earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2010 is based on net profit attributable to equity shareholders of the Company of HK\$152,471,000 (2009: HK\$147,962,000) and the weighted average number of shares of 2,013,309,000 (2009: 2,013,309,000) in issue during the period.

Diluted earnings per share for the periods ended 30 June 2010 and 2009 is the same as the basic earnings per share as there were no dilutive securities outstanding during the periods presented.

7 Trade debtors

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

	At 30 June	At 31 December
	2010	2009
	HK\$'000	HK\$'000
0-30 days	313,049	265,495
31 - 90 days	37,711	21,774
Over 90 days	9,570	10,858
	360,330	298,127

The Group allows credit periods ranging from seven days to six months.

8 Cash and cash equivalents

	2010	At 31 December 2009
	HK\$'000	HK\$'000
Bank deposits	768,665	998,585
Bank balances	1,063,304	774,513
Cash on hand	3,373	778
Cash and cash equivalents (exclude bank overdrafts)	1,835,342	1,773,876
Bank overdrafts (unsecured)	(13,804)	(14,558)
Cash and cash equivalents	1,821,538	1,759,318

9 Trade creditors

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

	At 30 June 2010 HK\$'000	At 31 December 2009 HK\$'000
0-30 days	79,149	242,540
31-90 days	127,004	57,242
91-180 days	25,746	20,604
Over 180 days	13,700	18,950
	245,599	339,336

10 Share capital

	At 30 June	At 31 December
	2010	2009
	HK\$'000	HK\$'000
Authorised:		
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 2010 not provided for in the financial statements were as follows:

	At 30 June 2010	At 31 December 2009
	HK\$'000	HK\$'000
Authorised and contracted for:		
- Construction of properties	231,545	31,452

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		
	2010 200		
	HK\$'000	HK\$'000	
Sale of goods and services to related companies	2,674	504	
Purchase of stocks from related companies	5	181	

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

13 Comparative figures

Certain comparative figures have been reclassified to conform with current period's presentation.

Other Information

Interim dividend

The Board is pleased to declare an interim dividend of HK\$0.015 (2009: HK\$0.01) per ordinary share on the shares in issue amounting to a total of HK\$30,200,000 (2009: HK\$20,133,000), which will be payable on 8 September 2010 to shareholders whose names appear on the Register of Members on 31 August 2010. Dividend warrants will be sent to shareholders on 8 September 2010.

Closure of Register of Members

The Register of Members will be closed from 27 August 2010 to 31 August 2010, 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, Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30pm on 26 August 2010.

Directors' interests in shares

The directors who held office at 30 June 2010 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				
Long positions	Personal	Family interests	Corporate interests	Other	Total	Percentage of total issued shares
		(Note 1)	(Note 2)			
Executive Directors:						
Tan Eng Soon	111,999,972	-	125,163,000	926,928,147	1,164,091,119	57.81%
Joseph Ong Yong Loke	684,000	795,000	940,536	-	2,419,536	0.12%
Tan Kheng Leong	2,205,000	210,000	-	-	2,415,000	0.12%
Sng Chiew Huat	849,000		-	-	849,000	0.04%
Glenn Tan Chun Hong	99,000	-	-	-	99,000	0.0049%

- *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.

Other Information

Directors' interests in shares (continued)

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 2010, 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 2010 amounting to 5% or more of the ordinary shares in issue:

Name	Long/short Positions	Note	Ordinary shares held	Percentage of total issued shares
Tan Chong Consolidated Sdn. Bhd.	Long	(1)	1,164,091,119	57.81%
Guoco Group Limited	Long	(2)	364,334,068	18.10%

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 22.85 per cent and by Tan Kheng Leong as to approximately 15.38 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 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. However, according to the Company's register, Capital Intelligence Limited, Guoline Capital Assets Limited and Guoline Overseas Limited reported interest is only 5.04%.

Save as disclosed above, no person, other than Tan Eng Soon, whose interests are set out above, had registered an interests in the share capital of the Company that was required to be recorded in the register under section 336 of the SFO.

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 2010.

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 2010, 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 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, 28 July 2010

Website: http://www.tanchong.com

As at the date of this interim report, the executive directors are Mr. Tan Eng Soon, Mr. Joseph Ong Yong Loke, Mr. Tan Kheng Leong, Mdm. Sng Chiew Huat and Mr. Glenn Tan Chun Hong. Independent non-executive directors are Mr. Lee Han Yang, Mr. Masatoshi Matsuo and Mr. Tan Ngjap Joo. The Honorary Life Counsellor of the Company is Dato' Tan Kim Hor.

