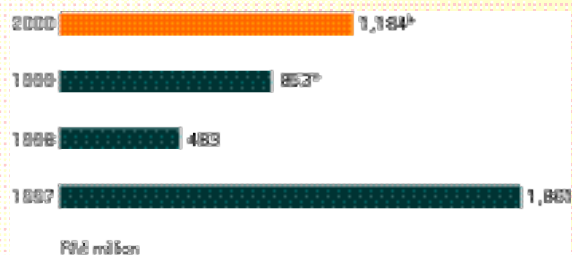


# financial

## CHARTS

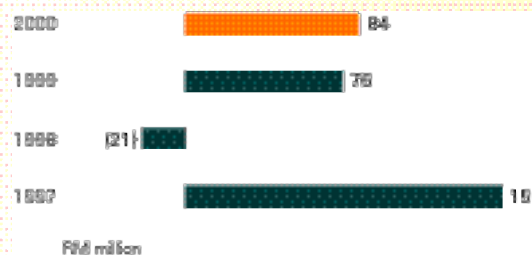
### REVENUE

\* excluding sales tax

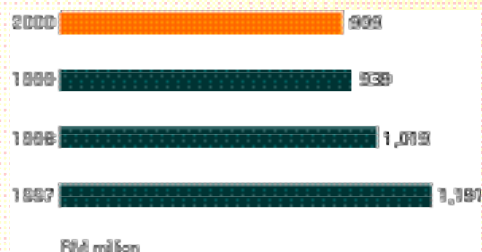


### PROFIT/(LOSS) AFTER TAX

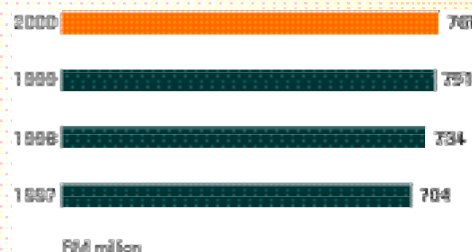
excluding exceptional items



### TOTAL ASSETS



### CAPITAL & RESERVES



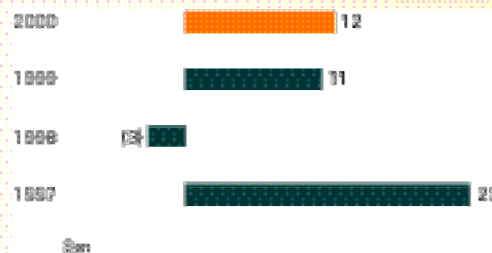
### NET TANGIBLE ASSETS PER SHARE

RM0.50 per share



### EARNINGS PER SHARE

excluding exceptional items (RM0.50 per share)



# shareholders'

## STATISTICS AS AT 30 MARCH 2001

### SHARE CAPITAL

Authorised	–	RM500,000,000
Issued and Fully Paid-up	–	RM336,000,000
Class of Shares	–	Ordinary shares of RM0.50 each
Voting Rights	–	1 vote per ordinary share

### TWENTY LARGEST SHAREHOLDERS

Name	No. of Shares Held	%
1. Tan Chong Consolidated Sdn Bhd	230,266,662	34.2659
2. Mayban Nominees (Tempatan) Sdn Bhd Tan Chong Consolidated Sdn Bhd	45,000,000	6.6964
3. Cartaban Nominees (Asing) Sdn Bhd Daiwa Securities SMBC Co Ltd for Nissan Motor Co Ltd	37,333,324	5.5556
4. Employees Provident Fund Board	23,339,000	3.4731
5. Cimsec Nominees (Tempatan) Sdn Bhd Allied Investments Limited for Tan Chong Consolidated Sdn Bhd	20,000,000	2.9762
6. Mayban Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Chong Consolidated Sdn Bhd	9,000,000	1.3393
7. Cartaban Nominees (Asing) Sdn Bhd Bank Of Tokyo Mitsubishi New York for United Nations Joint Staff Pension Fund	7,931,000	1.1802
8. DB (Malaysia) Nominee (Asing) Sdn Bhd UBS AG Singapore for Pacific Investment Fund	7,556,000	1.1244
9. HSBC Nominees (Asing) Sdn Bhd CMB LDN for The Malaysia Fund Incorporated	3,957,000	0.5888
10. HLG Nominee (Asing) Sdn Bhd Dao Heng Bank Ltd for Boronia Corporation	3,690,000	0.5491
11. HSBC Nominees (Asing) Sdn Bhd Meespierson SG for Sommerset Assets Limited	3,288,993	0.4894
12. Tan Kim Hor	3,074,834	0.4576
13. HSBC Nominees (Asing) Sdn Bhd BNY Brussels for The State Teachers Retirement System Of Ohio	3,071,000	0.4570
14. Citicorp Nominees (Tempatan) Sdn Bhd Prudential Assurance Malaysia Berhad	3,068,000	0.4565
15. Bank Simpanan Nasional	2,873,000	0.4275
16. Citicorp Nominees (Asing) Sdn Bhd MLPFS for Hang Chooi Seng	2,551,000	0.3796
17. Citicorp Nominees (Asing) Sdn Bhd CBNY for Sanford C Bernstein Group Trust	2,200,000	0.3274
18. Cartaban Nominees (Asing) Sdn Bhd SSBT Fund ZV6M for State Street Bank & Trust Funds for Employee Trusts	1,782,100	0.2652
19. Multi-Purpose Bank Nominees (Tempatan) Sdn Bhd Pheim Asset Management Sdn Bhd for Employees Provident Fund	1,733,000	0.2579
20. Mayban Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Eng Hwa	1,700,000	0.2530
<b>Total</b>	<b>413,414,913</b>	<b>61.5201</b>

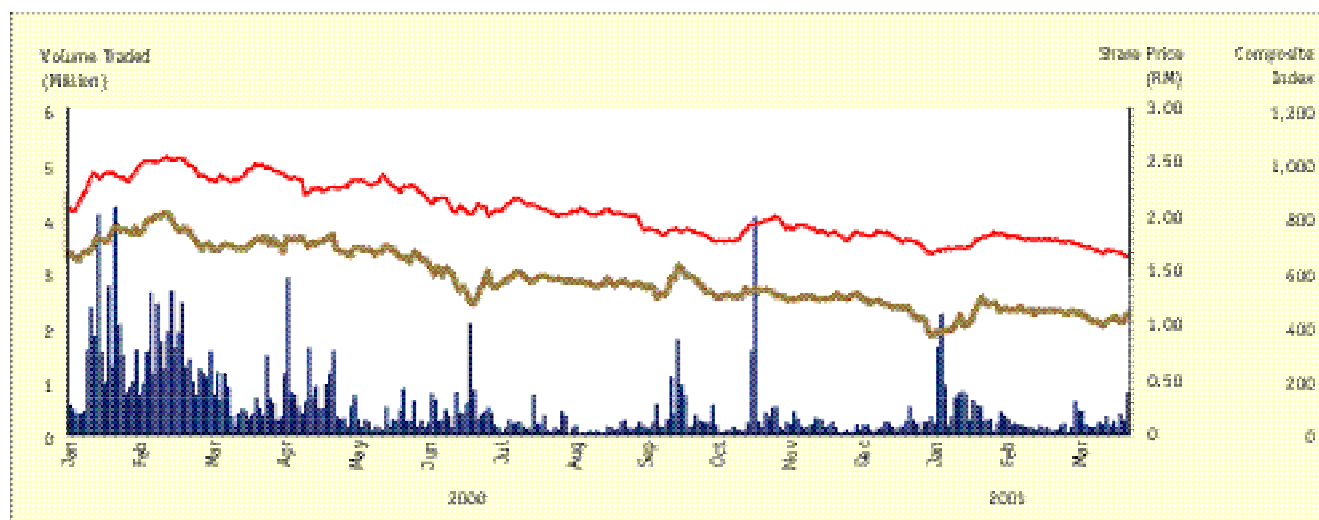
**ANALYSIS BY SIZE OF HOLDINGS**

Size of Holdings	No. of Holders	%	No. of Shares Held	%
1 – 499	137	0.5278	20,410	0.0030
500 – 5,000	19,022	73.2912	44,890,211	6.6801
5,001 – 10,000	3,460	13.3313	29,850,806	4.4421
10,001 – 100,000	3,020	11.6360	86,692,229	12.9006
100,001 – 1,000,000	281	1.0827	78,826,463	11.7301
Above 1,000,000	34	0.1310	431,719,881	64.2440
<b>Total</b>	<b>25,954</b>	<b>100.0000</b>	<b>672,000,000</b>	<b>100.0000</b>

**SUBSTANTIAL SHAREHOLDERS** (as per Register of Substantial Shareholders)

Name	No. of Shares Held	%
1. Tan Chong Consolidated Sdn Bhd	304,266,662*	45.28
2. Nissan Motor Co Ltd	37,333,324	5.56
3. Employees Provident Fund Board	25,072,000	3.73

\* Dato' Tan Kim Hor, Dato' Tan Heng Chew, Dr Tan Ban Leong, Messrs Tan Beng Keong, Tan Boon Pun, Tan Eng Soon, Tan Hoe Pin, Dr Tan Kang Leong and Mr Tan Kheng Leong are deemed interested in the shares held by Tan Chong Consolidated Sdn Bhd by virtue of Section 6A of the Companies Act, 1965, and consequently are substantial shareholders of Tan Chong Motor Holdings Berhad.

**DAILY SHARE PRICES & VOLUME TRADED ON KLSE**

— Volume Traded  
(number of shares traded for the day)

— Share Price  
(closing price for the day)

— KLSE Composite Index  
(closing index for the day)

# audit

## COMMITTEE

### TERMS OF REFERENCE

#### 1. Membership

The Audit Committee shall be appointed by the Board amongst the Directors of the Company and shall consist of not less than 3 members, a majority of whom shall be Non-executive Directors. A quorum shall be 2 members.

The Chairman of the Audit Committee shall be appointed by the members of the Committee and must be a Non-executive Director.

#### 2. Attendance at Meetings

The Finance Director and Head of Internal Audit shall attend Audit Committee meetings.

The external Auditor or his representative has the right to appear and be heard at any meeting of the Audit Committee. The external Auditor shall appear before the Audit Committee when required to do so by the Committee.

The Audit Committee shall meet with the external Auditor without any officers of the Company present once a year.

The Company Secretary shall be the Secretary of the Audit Committee.

#### 3. Frequency of Meetings

Audit Committee meetings shall be held not less than three times a year.

The external Auditor may request an Audit Committee meeting if he considers that one is necessary. The Chairman of the Audit Committee, upon the request of the external Auditor, shall convene a meeting of the Audit Committee to consider any matters the external Auditor believes should be brought to the attention of the Directors or Shareholders.

#### 4. Reporting Procedures

The Secretary shall circulate the minutes of meetings of the Audit Committee to all members of the Board.

#### 5. Authority

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### 6. Duties & Responsibilities

The following are the duties and responsibilities of the Audit Committee:

- To consider the appointment of the external Auditor, the audit fee and any questions of resignation or dismissal;
- To discuss with the external Auditor, before the audit commences, the nature and scope of the audit and ensure co-ordination where more than one audit firm is involved;
- To review the quarterly and annual financial statements before submission to the Board, focusing particularly on:
  - any changes in accounting policies and practices
  - major judgemental areas
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with stock exchange and legal requirements
- To discuss problems and reservations arising from the interim and final audits, and any matters the external Auditor may wish to discuss (in the absence of management, if necessary);
- To review the internal audit programme, consider the major findings of internal audit investigations and management's response and ensure co-ordination between the internal and external Auditors;
- To keep under review the effectiveness of internal control systems and, in particular, review the external Auditor's management letter and management's response; and
- To consider other matters as may be agreed to by the Audit Committee and the Board of Directors.