YTL E-SOLUTIONS BERHAD

Company No. 236137-K Incorporated in Malaysia

Interim Financial Report 31 December 2012

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(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

Interim financial report on consolidated results for the financial period ended 31 December 2012.

The figures have not been audited.

CONDENSED CONSOLIDATED INCOME STATEMENT

	INDIVIDUAL QUARTER Current Preceding Year Year Corresponding		r S	-
	Quarter 31.12.2012 RM'000	Quarter 31.12.2011 RM'000	6 Months 31.12.2012 RM'000	31.12.2011
REVENUE	21,969	21,408	43,552	42,222
COST OF SALES	(1,167)	(1,202)	(2,203)	(2,032)
GROSS PROFIT	20,802		41,349	40,190
OTHER OPERATING INCOME	1,538	2,141	3,090	3,486
ADMINISTRATION EXPENSES	(1,782)	(2,237)	(3,264)	(3,906)
FINANCE COSTS	(3)	-	(3)	-
PROFIT BEFORE TAX	20,555	20,110	41,172	39,770
INCOME TAX EXPENSE	(5,216)		(10,369)	
PROFIT FOR THE PERIOD	15,339 =======	15,124	30,803 ======	29,786 ======
PROFIT ATTRIBUTABLE TO:				
Owners of the parent	,	,	19,292	,
Non-controlling interests		5,588	11,511	
		15,124	30,803	
EARNINGS PER 10 SEN SHAR				
Basic (sen)	0.71	0.71	1.43	1.38

The Condensed Consolidated Income Statement should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER Current Preceding Yo Year Correspondi			QUARTER
	31.12.2012	Quarter 31.12.2011 RM'000	31.12.2012	31.12.2011
PROFIT FOR THE PERIOD	15,339	15,124	30,803	29,786
OTHER COMPREHENSIVE (LOSS)/INCOME: FOREIGN CURRENCY				
		(219)		
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX				
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		14,905		29,874
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE T	0:			
1	5,775	9,318 5,587	11,511	11,219
	15,226	14,905	30,697	29,874

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

YTL E-SOLUTIONS BERHAD (Company No. 236137-K) (Incorporated in Malaysia)

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited As at 31.12.2012 RM'000	Audited As at 30.06.2012 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	1,647	1,584
Goodwill on consolidation	2,490	2,490
Other intangible assets	107	97
Deferred tax assets	178	178
	4,422	4,349
Current assets		
Inventories	80	5
Trade and other receivables	2,093	1,391
Current tax assets	14	417
Amount due from related parties	14,625	14,633
Cash and cash equivalents	217,184	214,157
	233,996	230,603
TOTAL ASSETS	238,418	234,952
EQUITY		
Share capital	135,000	135,000
Share premium	1,475	1,475
Other reserves	(5,854)	(5,748)
Retained earnings	66,352	73,967
Treasury shares, at cost	(2,141)	
Total equity attributable to owners of the parent	194,832	202,553
Non-controlling interests	36,714	25,203
TOTAL EQUITY	231,546	227,756

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued

	Unaudited As at 31.12.2012 RM'000	
LIABILITIES		
Non-current liabilities Deferred tax liabilities Loans and borrowings	2 154	2
	156	2
Current liabilities Trade and other payables Amount due to related parties Loans and borrowings Current tax liabilities	3,238 7 82 3,389	4,187 6 3,001
TOTAL LIABILITIES	6,716 6,872	7,194 7,196
TOTAL EQUITY AND LIABILITIES	238,418	234,952
Net assets per 10 sen share (RM)	0.14	0.15

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The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

YTL E-SOLUTIONS BERHAD (Company No. 236137-K) (Incorporated in Malaysia)

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012

	← Attributable to owners of the parent —					;			
	Share capital RM'000	Share premium RM'000	Capital reserve RM'000	Currency translation reserve RM'000	Retained earnings RM'000	Treasury shares RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 July 2012	135,000	1,475	10	(5,758)	73,967	(2,141)	202,553	25,203	227,756
Total comprehensive income for the financial period	-	-	-	(106)	19,292	-	19,186	11,511	30,697
Transaction with owners:									
Treasury shares acquired	-	-	-	-	-	(*)	(*)) –	(*)
Dividend paid	-	-	-	-	(26,907)	-	(26,907)	-	(26,907)
At 31 December 2012	135,000	1,475	10	(5,864)	66,352	(2,141)	194,832	36,714	231,546
* Loss there DM1 000									

* Less than RM1,000

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

YTL E-SOLUTIONS BERHAD (Company No. 236137-K) (Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2011

	•	— Attributable to owners of the parent Currency			he parent			*	
	Share capital RM'000	Share premium RM'000	Capital reserve RM'000	translation reserve RM'000	Retained earnings RM'000	Treasury shares RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 July 2011	135,000	1,475	10	(5,763)	52,812	(2,141)	181,393	17,508	198,901
Total comprehensive income for the financial period	-	-	-	88	18,567	-	18,655	11,219	29,874
Transaction with owners:									
Liquidation of subsidiary	-	-	-	(314)	-	-	(314)	(388)	(702)
Treasury shares acquired	-	-	-	-	-	(*)	(*)	-	(*)
Dividend paid	-	-	-	-	(13,453)	-	(13,453)	-	(13,453)
Dividend paid to non-controlling interest by subsidiary	-	-	-	-	-	-	-	(5,400)	(5,400)
At 31 December 2011	135,000	1,475	10	(5,989)	57,926	(2,141)	186,281	22,939	209,220

* Less than RM1,000

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

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INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012

	FOR THE 6 MONTHS ENDED			
	31.12.2012 RM'000	31.12.2011 RM'000		
Cash flows from operating activities				
Profit before tax	41,172	39,770		
Adjustments for:-				
Amortisation of other intangible assets	19	17		
Depreciation of property, plant and equipment	164	177		
Gain on liquidation of subsidiary	-	(702)		
Interest expenses	3	-		
Interest income	(3,075)	(2,784)		
Loss on disposal of property, plant and equipment	22	-		
Property, plant and equipment written off	-	10		
Reversal of impairment losses on trade receivables	(9)	-		
Operating profit before working capital changes	38,296	36,488		
Changes in working capital:-				
Inventories	(75)	-		
Receivables	(708)	(499)		
Payables	(949)	(1,112)		
Related companies	9	242		
Cash generated from operations	36,573			
Interest paid	(3)	-		
Interest received	3,090	2,605		
Taxes paid	(9,964)	(7,430)		
Taxes refund	386	18		
Net cash generated from operating activities	30,082	30,312		
Cash flows from investing activities				
Proceeds from disposal of property, plant and equipm	ent 115	-		
Purchase of property, plant and equipment	(364)	(86)		
Purchase of other intangible assets	(29)	(10)		
Net cash used in investing activities	(278)	(96)		
0				

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

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INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2012 - continued

	FOR THE 6 MON	R THE 6 MONTHS ENDED		
	31.12.2012 RM'000			
Cash flow from financing activities				
Dividend paid	(26,907)	(13,453)		
Dividend paid to non-controlling interest by subsidiar	ry -	(5,400)		
Proceeds from finance lease	256	-		
Repayment of obligations under finance lease	(20)	(21)		
Purchase of own shares (net)	(*)	(*)		
Net cash used in financing activities	(26,671)	(18,874)		
Net increase in cash and cash equivalents	3,133	11,342		
Effects of exchange rate changes	(106)	88		
Cash and cash equivalents at beginning of the financi	al			
period	214,157	185,899		
Cash and cash equivalents at end of the financial perio		197,329		
Cash and cash equivalents comprise:-				
Deposits with licensed banks	216,491	196,842		
Cash on hand and at banks	693	487		
	217,184	· · · · · · · · · · · · · · · · · · ·		
* Less than RM 1,000				

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited annual financial statements for the year ended 30 June 2012 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

Notes:-

Disclosure requirements pursuant to MFRS 134

The condensed consolidated interim financial statements should be read in conjunction with the audited annual financial statements of the Group for the year financial ended 30 June 2012.

A1. Accounting Policies and Methods of Computation

The interim financial report is unaudited and has been prepared in accordance with Malaysian Financial Reporting Standard ("MFRS") 134 "Interim Financial Reporting" and Chapter 9, Part K paragraph 9.22 of the ACE Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities").

The explanatory notes contained herein provide an explanation of the events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2012.

The Group adopted all MFRS and the adoption was carried out in accordance to MFRS 1 "First-time adoption of Malaysian Financial Reporting Standards", using 1 July 2011 as the Transition Date.

The adoption of MFRS, amendments to MFRS and IC Interpretation did not have any financial impact on the interim financial report upon their initial application.

A2. Seasonality or Cyclicality of Interim Operations

The business operations of the Group are not materially affected by any seasonal or cyclical factors.

A3. Unusual Items

During the current financial quarter, there was no item of an unusual nature that affects the assets, liabilities, equity, net income or cash flows of the Group.

A4. Changes in Estimates of Amounts Reported

There was no significant change to estimate of amount reported in prior interim periods or prior financial years.

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INTERIM FINANCIAL REPORT

Notes:- continued

A5. Changes in Debt and Equity Securities

For the financial year-to-date, the Company repurchased 100 ordinary shares of RM0.10 each of its issued share capital from the open market, at an average cost of RM0.77 per share. The total consideration paid for the share buy-back, including transaction costs during the financial year-to-date amounted to RM118.03 and were financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A of the Companies Act, 1965. As at 31 December 2012, the total number of treasury shares held was 4,672,600 ordinary shares of RM0.10 each.

Apart from the above, there was no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the financial year-to-date.

A6. Dividend paid

An interim single tier dividend of 2 sen per ordinary share of 10 sen each amounting to RM26,906,548 in respect of financial year ended 30 June 2012 was paid on 31 October 2012.

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YTL E-SOLUTIONS BERHAD (Company No. 236137-K) (Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

Notes:- continued

A7. Segment Information

The Group's segmental results for the financial period ended 31 December 2012 are as follows:-

	Information technology and e-commerce RM'000	Communications technology RM'000	Content and digital media RM'000	Adjustments/ eliminations RM'000	Total RM'000
External revenue Inter-segment revenue	2,865 42	37,578	3,109	(42)	43,552
Total revenue	2,907	37,578	3,109	(42)	43,552
Segment profit before tax	987	38,844	1,341	-	41,172

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INTERIM FINANCIAL REPORT

Notes:- continued

A7. Segment Information - continued

The Group's segmental results for the financial period ended 31 December 2011 are as follows:-

	Information technology and e-commerce RM'000	Communications technology RM'000	Content and digital media RM'000	Adjustments/ eliminations RM'000	Total RM'000
External revenue Inter-segment revenue	2,706 29	37,578	1,938	(29)	42,222
Total revenue	2,735	37,578	1,938	(29)	42,222
Segment profit before tax	1,904	37,725	141	-	39,770

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INTERIM FINANCIAL REPORT

Notes:- continued

A8. Events after the Interim Period

There was no item, transaction or event of a material or unusual in nature during financial period from the end of the quarter under review to the date of this report.

A9. Changes in the Composition of the Group

There were no changes in the composition of the Group for the financial period ended 31 December 2012 including business combinations, obtaining or losing control of subsidiaries and long term investments, restructurings and discontinued of operations.

A10. Changes in Contingent Liabilities or Contingent Assets

There were no changes in the contingent liabilities of the Group since the last financial year ended 30 June 2012.

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INTERIM FINANCIAL REPORT

Notes:- continued

Disclosure requirements per Appendix 9B, Part K of Chapter 9 of the ACE Market Listing Requirements of Bursa Securities

B1. Review of Performance

The comparisons of the results are tabulated below:-

	Individua	al Quarter	Cumulative Quarter		
	31.12.2012 RM'000	31.12.2011 RM'000	31.12.2012 RM'000	31.12.2011 RM'000	
Revenue					
Information technology					
and e-commerce	1,513	1,510	2,865	2,706	
Communications					
technology	18,789	18,789	37,578	37,578	
Content and digital					
media	1,667	1,109	3,109	1,938	
	21,969	21,408	43,552	42,222	
Profit before tax					
Information technology					
and e-commerce	284	1,170	987	1,904	
Communications	201	1,170	201	1,901	
technology	19,490	18,782	38,844	37,725	
Content and digital	- ,	- , · -	, -		
media	781	158	1,341	141	
	20,555	20,110	41,172	39,770	

Part A - Financial year-to-date review

For the six months under review, the Group recorded revenue and profit before tax of RM43.552 million and RM41.172 million, respectively representing an increase of 3.2% and 3.5%, respectively compared to the preceding year's corresponding period. The increases were mainly contributed by higher digital media advertising sales income in the current financial period.

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INTERIM FINANCIAL REPORT

Notes:- continued

B1. Review of Performance - continued

The performance of the respective operating segments was as follows:-

i) Information technology and e-commerce

Revenue increased by 5.9% to RM2.865 million from RM2.706 million, mainly due to higher income in relation to hardware sales activities. However, despite the increase in revenue, profit before tax decreased by 48.2% from RM1.904 million to RM0.987 million, mainly due to a gain on the liquidation of a subsidiary recorded in the preceding year's corresponding period, and lower interest income on lower cash deposits in the current financial period.

ii) Communications technology

Revenue derived from the spectrum sharing agreement in relation to the Group's 2.3GHz Worldwide Interoperability for Microwave Access ("WIMAX") spectrum was unchanged compared to the preceding year's corresponding period. Profit before tax increased by 3.0% to RM38.844 million from RM37.725 million, mainly contributed by higher interest income on higher cash deposits in the current financial period.

iii) Content and digital media

Revenue and profit before tax of RM3.109 million and RM1.341 million respectively, represented an increase of 60.4% and 851.1%, respectively compared to the preceding year's corresponding period. Both increases were contributed by higher digital media advertising sales income in the current financial period.

Part B – Current quarter review

The Group recorded a revenue and profit before tax for the current financial quarter of RM21.969 million and RM20.555 million, respectively representing an increase of 2.6% and 2.2%, respectively compared to RM21.408 million and RM20.110 million, respectively recorded to the preceding year's corresponding quarter. The increase in Group revenue was mainly contributed by higher digital media advertising sales income in the current financial quarter.

The performance of the respective operating segments was as follows:-

i) Information technology and e-commerce

Profit before tax decreased by 75.7% from RM1.170 million to RM0.284 million, mainly due to a gain on the liquidation of a subsidiary recorded in the preceding year's corresponding quarter and lower interest income on lower cash deposits in the current financial quarter.

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INTERIM FINANCIAL REPORT

Notes:- continued

B1. Review of Performance - continued

ii) Communications technology

Revenue derived from the spectrum sharing agreement in relation to the Group's 2.3GHz Worldwide Interoperability for Microwave Access ("WIMAX") spectrum was unchanged compared to the preceding year's corresponding quarter. Profit before tax increased by 3.8% to RM19.490 million from RM18.782 million, mainly contributed by higher interest income on higher cash deposits in the current financial quarter.

iii) Content and digital media

Revenue and profit before tax of RM1.667 million and RM0.781 million respectively, represented an increase of 50.3% and 394.3%, respectively compared to the preceding year's corresponding quarter. Both increases were contributed by higher digital media advertising sales income in the current financial quarter.

B2. Comparison with Preceding Quarter

	Current Quarter 31.12.2012 RM'000	Preceding Quarter 30.09.2012 RM'000
Revenue	21,969	21,583
Profit before tax	20,555	20,617

The Group revenue and profit before tax remained relatively unchanged compared to that recorded in the preceding quarter.

B3. Prospects

Despite the uncertain global economic environment, the Group's performance in the financial year ending 30 June 2013 is expected to remain stable, given that a significant portion of its revenue is derived from relatively resilient spectrum sharing fee income.

B4. Profit Forecast

The Group did not issue any profit forecast or profit guarantee in a public document during the current financial quarter.

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INTERIM FINANCIAL REPORT

Notes:- continued

B5. Profit for the period

	Current Year Quarter 31.12.2012 RM'000	Financial Year- To-Date 31.12.2012 RM'000
Profit for the period is stated after charging /(crediting):-		
Amortisation of other intangible assets	10	19
Depreciation of property, plant and equipment	84	164
Interest expenses	3	-
Interest income	(1,532)	(3,075)

Other than the above items, there was no investment income, allowance for impairment and write off of receivables, allowance for impairment and write off of inventories, gain or loss on disposal of quoted or unquoted investments or properties, impairment of assets, foreign exchange gain or loss, gain or loss on derivatives and exceptional items for the current financial quarter and financial year-to-date.

B6. Income Tax Expense

Income tax expense comprises the following:-

	Current	Financial	
	Year	Year-	
	Quarter	To-Date	
	31.12.2012	31.12.2012	
	RM'000	RM'000	
Taxation based on profit for the period	5,216	10,369	

The provision for taxation for the current financial quarter and financial year-to-date reflects an effective tax rate which approximates to the statutory income tax rate.

B7. Status of Corporate Proposals

As at the date of this report, there are no corporate proposals announced and pending completion.

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INTERIM FINANCIAL REPORT

Notes:- continued

B8. Group Borrowings and Debt Securities

The Group's borrowings from financial institutions as at 31 December 2012 are as follows:-

	Short term RM'000	Long term RM'000	Total RM'000
Secured	82	154	236

B9. Derivative Financial Instruments, Fair Value Changes of Financial Liabilities and Retained Earnings

i) Derivative Financial Instruments

There is no outstanding derivative financial instrument as at 31 December 2012.

ii) Fair Value Changes of Financial Liabilities

As at 31 December 2012, the Group does not have any financial liabilities measured at fair value through profit or loss.

iii) Retained Earnings

	Unaudited As at 31.12.2012 RM'000	Audited As at 30.06.2012 RM'000
Retained earnings of the Company and its subsidiaries		
- Realised	81,734	77,835
- Unrealised	176	176
	81,910	78,011
(Less): consolidated adjustments	(15,558)	(4,044)
Total Group retained earnings as per consolidated		
interim financial report	66,352	73,967

B10. Material Litigation

There was no material litigation pending as at the date of this report.

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INTERIM FINANCIAL REPORT

Notes:- continued

B11. Dividend

No dividend has been declared for the current financial quarter.

B12. Earnings Per Share

i) Basic earnings per share

The basic earnings per share of the Group has been computed by dividing the profit attributable to owners of the parent for the financial quarter by the weighted average number of ordinary shares in issue during the financial quarter as set out below:-

	Current Year Quarter 31.12.2012	Preceding Year Corresponding Quarter 31.12.2011
Profit attributable to owners of the parent (RM'000)	9,564	9,536
Weighted average number of ordinary shares in issue ('000)	1,345,327	1,345,328
Basic earnings per share (sen)	0.71	0.71

ii) Diluted earnings per share

The Group does not have any convertible securities and accordingly, the disclosure of diluted earnings per share is not applicable.

B13. Audit Report of the Preceding Financial Year Ended 30 June 2012

The auditors' report on the financial statements of the financial year ended 30 June 2012 did not contain any qualification.

By Order of the Board HO SAY KENG Secretary

Kuala Lumpur Dated: 21 February 2013