YTL E-SOLUTIONS BERHAD

Company No. 236137-K Incorporated in Malaysia

Interim Financial Report 31 March 2013

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(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

Interim financial report on consolidated results for the financial period ended 31 March 2013.

The figures have not been audited.

CONDENSED CONSOLIDATED INCOME STATEMENT

	INDIVIDUAL QUARTER Current Preceding Year Year Corresponding		•	QUARTER
	Quarter 31.03.2013 RM'000	Quarter	9 Month	31.03.2012
REVENUE	21,748	21,492	65,300	63,714
COST OF SALES	(1,486)	(1,371)	(3,689)	(3,403)
GROSS PROFIT	20,262	20,121	61,611	60,311
OTHER OPERATING INCOME	1,415	1,499	4,505	4,985
ADMINISTRATION EXPENSES	(2,209)	(2,290)	(5,473)	(6,196)
FINANCE COSTS	(2)	-	(5)	-
PROFIT BEFORE TAX	19,466	19,330	60,638	59,100
INCOME TAX EXPENSE	(4,912)	(5,294)	(15,281)	
PROFIT FOR THE PERIOD	14,554		45,357 ======	43,822
PROFIT ATTRIBUTABLE TO:	:			
Owners of the parent	,	8,367	,	
Non-controlling interests	5,690	5,669	17,201	16,888
		14,036		43,822
EARNINGS PER 10 SEN SHAR				
Basic (sen)	0.66	0.62	2.09	2.00

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

	Current	INDIVIDUAL QUARTER Current Preceding Year Year Corresponding		QUARTER
	Quarter	Quarter	9 Month	
		31.03.2012 RM'000		
PROFIT FOR THE PERIOD	14,554	14,036	45,357	43,822
OTHER COMPREHENSIVE (LOSS)/INCOME: CURRENCY TRANSLATION				
DIFFERENCES		12	(779)	100
OTHER COMPREHENSIVE (LOSS)/INCOME FOR	(672)	12	(770)	100
THE PERIOD, NET OF TAX			(779)	
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	13,881		44,578	43,922
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE T	О:			
-		8,379 5,669		
Ç		14,048		43,922

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.

(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31.03.20 RM'00	
ASSETS	
Non-current assets	
Property, plant and equipment 1,633	3 1,584
Goodwill on consolidation 2,490	
Other intangible assets 100	
Deferred tax assets 178	
4,40	1 4,349
Current assets	
Inventories 66	5 5
Trade and other receivables 2,342	,
	5 417
Amount due from related parties 14,130	
Cash and cash equivalents 199,738	*
216,28	1 230,603
•	2 234,952
	========
EQUITY	
Share capital 135,000	135,000
Share premium 1,475	
Other reserves (6,525)	
	73,967
Treasury shares, at cost (2,14)	
Total equity attributable to owners of the parent 203,025	
Non-controlling interests 10,002	
TOTAL EQUITY 213,02	

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.

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INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued

	Unaudited As at 31.03.2013 RM'000	
LIABILITIES		
Non-current liabilities Deferred tax liabilities Loans and borrowings	2 132	2
	134	2
Current liabilities Trade and other payables Provisions Amount due to related parties Loans and borrowings Current tax liabilities	3,337 141 6 83 3,954	4,187
	7,521	7,194
TOTAL LIABILITIES	7,655	7,196
TOTAL EQUITY AND LIABILITIES	220,682 ======	234,952
Net assets per 10 sen share (RM)	0.15	0.15

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)

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INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2013

	•	← Attributable to owners of the parent Currency							
	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 2012	135,000	1,475	10	(5,758)	73,967	(2,141)	202,553	25,203	227,756
Profit for the financial period	-	-	-	-	28,156	-	28,156	17,201	45,357
Other comprehensive loss for the financial period	-	-	-	(777)	-	-	(777)	(2)	(779)
Total comprehensive income for the financial period	-	-	-	(777)	28,156	-	27,379	17,199	44,578
Transaction with owners:									
Treasury shares acquired	-	-	-	-	-	(*)	(*)	-	(*)
Dividend paid	-	-	-	-	(26,907)	-	(26,907)	-	(26,907)
Dividend paid to non-controlling interest by subsidiary	-	-	-	-	-	-	-	(32,400)	(32,400)
At 31 March 2013	135,000	1,475	10	(6,535)	75,216 =====	(2,141)	203,025	10,002	213,027

^{*} 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 CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2012

	Attributable to owners of the parent Currency								
	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
Profit for the financial period	-	-	-	-	26,934	-	26,934	16,888	43,822
Other comprehensive income for the financial period	-	-	-	100	-	-	100	-	100
Total comprehensive income for the financial period	-	-	-	100	26,934	-	27,034	16,888	43,922
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 March 2012	135,000	1,475	10	(5,977)	66,293	(2,141)	194,660	28,608	223,268
# T 1 D1(1,000	======	======	======	======	=====	======	======	======	======

^{*} 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.

(Incorporated in Malaysia)

INTERIM FINANCIAL REPORT

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2013

	FOR THE 9 MONTHS ENDED			
	31.03.2013 RM'000	31.03.2012 RM'000		
Cash flows from operating activities				
Profit before tax	60,638	59,100		
Adjustments for:-				
Amortisation of other intangible assets	31	26		
Depreciation of property, plant and equipment	254	218		
Gain on liquidation of subsidiary	-	(702)		
Interest expenses	5	-		
Interest income	(4,490)	(4,244)		
Loss on disposal of property, plant and equipment	22	-		
Property, plant and equipment written off	-	139		
Provisions	141	-		
Reversal of impairment losses on trade receivables	(9)	-		
Operating profit before working capital changes	56,592	54,537		
Changes in working capital:-				
Inventories	(61)	-		
Receivables	(875)	(772)		
Payables	(848)	(852)		
Related companies	503	(402)		
Cash generated from operations	55,311			
Interest paid	(5)	-		
Interest received	4,422	4,182		
Tax paid	(14,335)	(10,387)		
Tax refund	419	41		
Net cash flows from operating activities	45,812	46,347		
Cash flows from investing activities				
Proceeds from disposal of property, plant and equipm		-		
Purchase of property, plant and equipment	(441)	(232)		
Purchase of other intangible assets	(34)	(14)		
Net cash flows used in investing activities	(359)	(246)		

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2013 - continued

	FOR THE 9 MONTHS ENDED		
	31.03.2013 RM'000		
Cash flows from financing activities			
Dividend paid Dividend paid to non-controlling interest by subsidiar Proceeds from finance lease Repayment of loans and borrowings Purchase of own shares (net)	(26,907) ry (32,400) 256 (41) (*)	(13,453) (5,400) - (21) (*)	
Net cash flows used in financing activities	(59,092)	(18,874)	
Net (decrease)/increase in cash and cash equivalents Effects of exchange rate changes Cash and cash equivalents at beginning of the financia		102	
period	214,157	185,899	
Cash and cash equivalents at end of the financial period	od 199,738 ======	213,228	
Cash and cash equivalents comprise:-			
Deposits with licensed banks Cash on hand and at banks	199,191 547	212,863 365	
	199,738	213,228	
	======	======	

^{*} 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", IAS 34: "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.

Subsequent to the last financial year end, the Group has adopted the MFRS Framework issued by the Malaysian Accounting 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 Interpretation Committee Interpretations 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 200 ordinary shares of RM0.10 each of its issued share capital from the open market, at an average cost of RM0.71 per share. The total consideration paid for the share buy-back, including transaction costs during the financial year-to-date amounted to RM223.55 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 March 2013, the total number of treasury shares held was 4,672,700 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. Dividends 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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INTERIM FINANCIAL REPORT

Notes:- continued

A7. Segment Information

The Group's segmental results for the financial period ended 31 March 2013 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	4,202 69	56,366	4,732	(69)	65,300
Total revenue	4,271 ======	56,366	4,732	(69)	65,300
Segment profit before tax	1,132 =======	58,048	1,458	-	60,638

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

INTERIM FINANCIAL REPORT

Notes:- continued

A7. Segment Information - continued

The Group's segmental results for the financial period ended 31 March 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	4,431 29	56,366	2,917	(29)	63,714
Total revenue	4,460	56,366	2,917	(29)	63,714
Segment profit before tax	2,152 ======	56,885 ======	63	-	59,100

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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 except for the following:

(i) On 25 April 2013, Y-Max Solutions Holdings Sdn Bhd and Y-Max Networks Sdn Bhd, both subsidiaries of the Company, transferred their entire holding of, in aggregate, 1,000 ordinary shares of RM1.00 each in YMax Sdn Bhd ("YMax"), representing 100% of the issued and paid-up share capital of YMax to the Company, at par value per share for cash. As a result, YMax became a direct subsidiary of the Company.

YMax was incorporated in Malaysia on 12 March 2007 and is principally engaged in the provision of broadband internet access and related services and is currently inactive.

(ii) On 26 April 2013, Y-Max Solutions Holdings Sdn Bhd subscribed for 7,250,400 ordinary shares of RM1.00 each in Endless Momentum Sdn Bhd ("EMSB"), representing 30% of the issued and paid-up share capital of EMSB for cash consideration of RM7,250,400. As a result, EMSB became a 30% associated company of Y-Max Solutions Holdings Sdn Bhd and the Company.

EMSB was incorporated in Malaysia on 14 January 2013 and is principally involved in investment holding.

A9. Changes in the Composition of the Group

There were no changes in the composition of the Group for the financial period ended 31 March 2013 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	ıl Quarter	Cumulative Quarter		
	31.03.2013 RM'000	31.03.2012 RM'000	31.03.2013 RM'000	31.03.2012 RM'000	
Revenue Information technology	1 227	1 725	4 202	4 421	
and e-commerce Communications technology	1,337 18,788	1,725 18,788	4,202 56,366	4,431 56,366	
Content and digital media	1,623	979	4,732	2,917	
media	21,748	21,492	65,300	63,714	
	======	======	======	======	
Profit/(Loss) before tax Information technology					
and e-commerce Communications	145	248	1,132	2,152	
technology Content and digital	19,204	19,160	58,048	56,885	
media	117	(78)	1,458	63	
	19,466 ======	19,330 ======	60,638	59,100 =====	

Part A – Financial year-to-date review

For the nine months under review, the Group recorded revenue and profit before tax of RM65.3 million and RM60.638 million, respectively, representing an increase of 2.5% and 2.6% respectively, compared to the preceding year corresponding period. The increases were contributed by higher digital media advertising sales 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 reduced by 5.2% to RM4.202 million from RM4.431 million, due to lower income from hardware sales activities. Profit before tax decreased by 47.4% from RM2.152 million to RM1.132 million, due to the recognition of a gain arising from the liquidation of a subsidiary in the preceding year corresponding period and lower interest income due to lower average 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 corresponding period. Profit before tax increased by 2.0% to RM58.048 million from RM56.885 million, contributed by higher interest income.

iii) Content and digital media

Revenue and profit before tax of RM4.732 million and RM1.458 million, respectively, represented an increase of 62.2% and 2,214.3%, respectively compared to the preceding year corresponding period's revenue of RM2.917 million and profit before tax of RM0.063 million. Both increases were contributed by higher digital media advertising sales recorded in the current financial period.

<u>Part B – Current quarter review</u>

The Group recorded a revenue and profit before tax for the current financial quarter of RM21.748 million and RM19.466 million, respectively, representing an increase of 1.2% and 0.7% respectively, compared to the preceding year corresponding quarter's revenue of RM21.492 million and profit before tax of RM19.330 million.

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

i) Information technology and e-commerce

Revenue reduced by 22.5% to RM1.337 million from RM1.725 million, due to lower income from hardware sales activities. Profit before tax decreased by 41.5% from RM0.248 million to RM0.145 million, due to lower interest income recorded in the current financial quarter.

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INTERIM FINANCIAL REPORT

Notes:- continued

B1. Review of Performance - continued

ii) Communications technology

Profit before tax remained rose marginally compared to the preceding year corresponding quarter.

iii) Content and digital media

Revenue and profit before tax of RM1.623 million and RM0.117 million respectively, represented an increase of 65.8% and 250.0% respectively, compared to the preceding year corresponding quarter's revenue of RM0.979 million and loss before tax of RM0.078 million. Both increases were contributed by higher digital media advertising sales recorded in the current financial quarter.

B2. Comparison with Preceding Quarter

	Current Quarter 31.03.2013 RM'000	Preceding Quarter 31.12.2012 RM'000
Revenue	21,748	21,969
Profit before tax	19,466	20,555

The Group revenue and profit before tax decreased marginally compared to that recorded in the preceding quarter.

B3. Prospects

Given that a significant portion of the Group's revenue is derived from relatively resilient spectrum sharing fee income, the Group's performance in the current financial year ending 30 June 2013 is expected to remain stable.

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 31.03.2013 RM'000	Financial Year- To-Date 31.03.2013 RM'000
Profit for the period is stated after charging /(crediting):-		
Amortisation of other intangible assets	12	31
Depreciation of property, plant and equipment	90	254
Interest expenses	2	5
Interest income	(1,415)	(4,490)
	======	=======

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- To-Date 31.03.2013
	Year Quarter 31.03.2013	
	RM'000	RM'000
Taxation based on profit for the period	4,891	15,260
Under provision of taxation in prior year	21	21
	4,912	15,281
	======	======

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 March 2013 are as follows:-

	Short term RM'000	Long term RM'000	Total RM'000
Secured	83	132	215
	========	=======	=======

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 March 2013.

ii) Fair Value Changes of Financial Liabilities

As at 31 March 2013, the Group does not have any financial liabilities measured at fair value through profit or loss.

iii) Retained Earnings

	Unaudited As at 31.03.2013 RM'000	Audited As at 30.06.2012 RM'000
Retained earnings of the Company		
and its subsidiaries		
- Realised	63,888	77,835
- Unrealised	176	176
	64,064	78,011
Consolidated adjustments	11,152	(4,044)
Total Group retained earnings as per consolidated		
interim financial report	75,216	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 31.03.2013	Preceding Year Corresponding Quarter 31.03.2012
Profit attributable to owners of the parent (RM'000)	8,864	8,367
Weighted average number of ordinary shares in issue ('000)	1,345,327	1,345,328
Basic earnings per share (sen)	0.66	0.62

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: 23 May 2013