

## **EXPLANATORY NOTES AND ADDITIONAL INFORMATION**

### **1. Basis of Preparation**

This interim financial report is unaudited and has been prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Financial Reporting Standards (“MFRS”) 134, *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board (“MASB”).

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Company and its subsidiaries (“the Group”) subsequent to 31 December 2014.

The significant accounting policies and methods of computation applied in the unaudited condensed interim financial statements are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2014 except for the mandatory adoption of the following new and revised Malaysian Financial Reporting Standards (“MFRS”) and Issues Committee Interpretations (“IC Int.”) effective for annual periods beginning on or after 1 July 2014:-

Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2011-2013 Cycle)*

Amendments to MFRS 2, *Share-based Payment (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 3, *Business Combinations (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*

Amendments to MFRS 8, *Operating Segments (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 13, *Fair Value Measurement (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*

Amendments to MFRS 116, *Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 119, *Employee Benefits – Defined Benefit Plans: Employee Contributions*

Amendments to MFRS 124, *Related Party Disclosures (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 138, *Intangible Assets (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 140, *Investment Property (Annual Improvements 2011-2013 Cycle)*

The adoption of the above did not have any significant effects on the interim financial report upon their initial application.

### **2. Seasonality or Cyclicity of Interim Operations**

Generally, the Group’s operations are not affected by seasonal or cyclical factors. However, the Group’s share of profit from an associate company which is involved in the job portal business may be negatively impacted in the last quarter of the year as recruitment activities tend to slow down towards year-end and during major holidays.

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**3. Unusual Items**

There were no items or events that arose during the quarter under review, which affected assets, liabilities, equity, net income or cash flows that are unusual by reason of their nature, size or incidence.

**4. Changes in Estimates**

There were no changes in the nature and amount of estimates reported that have a material effect during the quarter under review.

**5. Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities**

Prior to the completion of the share consolidation on 7 May 2015, the Company had on 14 April 2015 cancelled all 7,953,800 treasury shares held. Consequently, the Company’s issued and paid up capital had decreased from RM70,795,380 comprising 707,953,800 ordinary shares of RM0.10 each to RM70,000,000 comprising 700,000,000 ordinary shares of RM0.10 each.

During the current financial year, the Company repurchased its own shares on the Bursa Malaysia Securities Berhad as follows:-

Month	Number of shares repurchased	Highest price paid per share RM	Lowest price paid per share RM	Aggregate cost paid RM
25 May 2015	1,000	1.98	1.98	2,025
Total	<u>1,000<sup>1</sup></u>			<u>2,025</u>

<sup>1</sup> Comprising of ordinary shares of RM0.50 each after the completion of the share consolidation.

**6. Dividends Paid**

The Company had on 19 May 2015 declared a first interim single tier dividend of 0.625 sen per ordinary share of RM0.50 each for the financial year ending 31 December 2015 amounting to RM0.875 million. The dividend was subsequently paid on 25 June 2015.

**7. Operating Segments**

Segment information is not presented as the principal activity of the Group is primarily in investment holding with associates in Taiwan and Malaysia.

**8. Subsequent Events**

On 11 June 2015 and 9 July 2015, Cinderella Media Group Limited (“CMGL”), of which the Company holds 14,439,000 shares representing approximately 4.33% interest, announced that on 1 June 2015, certain of its controlling shareholders had entered into a sale and purchase agreement with certain joint offerors to sell an aggregate of 183,632,000 shares representing approximately 55.015% of the issued share capital of CMGL for HK\$374,242,016, representing HK\$2.038 per share (“the Sale and Purchase”). CMGL also announced that one of its shareholders (who is also one of the vendors) had entered into a conditional Disposal Agreement to purchase the entire issued share capital in CinMedia Inc. and Easking Limited which are subsidiaries of CMGL involved in the inflight magazine advertising business for HK\$12,500,000 (“the Disposal”). The

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Sale and Purchase completion is conditional, among other things, the Disposal Agreement becoming unconditional. Upon the Sale and Purchase completion, the joint offerors are required under the relevant Takeover Code in Hong Kong to make a mandatory unconditional general offer in cash to acquire all the shares of CMGL other than those already owned. The offer price for the MGO is HK\$2.038 per share. The Special General Meeting to obtain shareholders’ approval for the Disposal will be held on 21 August 2015.

On 31 July 2015, the Company has received RM518,000 from SEEK Asia Investments Pte Ltd being payment for the remaining balance of the Closing Date Financial Adjustment. Together with an amount of RM762,800 received by the Company on 17 February 2015, the final aggregate Closing Date Financial Adjustment agreed by SEEK Asia Investments Pte Ltd and the Company of RM1,280,800 has been fully settled. Please refer to Note 18 for more details.

On 7 August 2015, a subsidiary and a former director of the subsidiary have agreed to settle a suit whereby the subsidiary shall pay JPY3.1 million to the former director who will then waive the remaining claim of the suit against the subsidiary. The payment to the former director has been made on 10 August 2015. Please refer to Note 10 for more details.

Other than the above, there were no material events subsequent to the end of the current quarter under review that have not been reflected in the financial statements for the current quarter.

**9. Changes in the Composition of the Group**

There were no changes in the composition of the Group during the quarter under review.

**10. Changes in contingent assets and contingent liabilities**

A former director of a subsidiary has filed a legal suit against the subsidiary for alleged wrongful dismissal. On 15 April 2015, a judgment requiring the subsidiary to pay JPY29 million with interest at a rate of 5% per annum from 3 May 2013, estimated to amount to approximately RM1 million, was awarded in favour of the former director. During the appeal proceedings, the parties have on 7 August 2015 agreed to settle the case whereby the subsidiary shall pay JPY3.1 million to the former director who will then waive the remaining claim of the suit against the subsidiary. The payment to the former director has been made on 10 August 2015.

Other than the above, there were no other material contingent liabilities or contingent assets as at 10 August 2015 (being the latest practicable date not earlier than 7 days from the date of issue of this interim financial report).

**11. Capital Commitments**

	<b>As at 30.6.2015 RM’000</b>
<b>Property and equipment</b>	
Contracted but not provided for:	
Within one year	31
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**12. Review of Performance for the Quarter**

For the quarter ended 30 June 2015, consolidated revenue amounted to RM2.3 million, which is a decrease of 39.3% compared with the revenue in the corresponding quarter in the preceding year. The lower revenue in the current quarter was mainly due to lower dividend income from the Group’s investments in quoted shares in Hong Kong. On a pre-tax basis, the Group’s profit before tax (“PBT”) increased by 23.3% to RM7.0 million compared with RM5.7 million reported in the

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corresponding quarter in the preceding year. The increase was attributed mainly to a gain on disposal of the Group’s investment in quoted shares amounting to RM2.5 million, higher share of profit of equity accounted associates, and partially negated by higher operating expenses.

Share of profit from equity accounted associates in Q2 grew by 33.1% year-on-year mainly driven by the Group’s associate in Taiwan whose performance continues to meet expectations.

The higher operating expenses was mainly related to higher staff costs as certain key management personnel and staff were transferred to the Group in the third and fourth quarters of 2014 in conjunction with the disposal of the job portal business to SEEK Asia, whereas these headcounts previously resided in a subsidiary sold to SEEK Asia.

After providing for withholding tax on dividend declared by 104 Corporation, the Group’s profit after tax (“PAT”) increased by only 7.6%. In the previous year, the dividend from 104 Corporation was taken up in the Group’s results in Q3.

**13. Comparison with previous quarter's results**

	Q2 2015 <u>Current Quarter</u>	Q1 2015 <u>Preceding Quarter</u>
	RM'000	RM'000
Revenue		
- Continuing operations	2,309	590
- Discontinued operations	-	-
	<u>2,309</u>	<u>590</u>
Profit before tax		
- Continuing operations	7,027	2,824
- Discontinued operations	-	-
	<u>7,027</u>	<u>2,824</u>

For the current quarter under review, the Group recorded a significantly higher revenue of RM2.3 million compared with RM0.6 million recorded in the preceding quarter mainly due to dividends received from the Group’s quoted investments in Hong Kong amounting to RM1.6 million.

In terms of profitability, the Group achieved a higher profit before tax of RM7.0 million during the current quarter compared with RM2.8 million achieved in the preceding quarter. Apart from the dividends received from the Group’s investments in Hong Kong, the Group also realised a gain of RM2.5 million arising from the disposal of some of its investments in quoted shares in Hong Kong. In addition, share of profit from 104 Corporation increased by 51.3% in Q2 compared with Q1. PBT In the preceding quarter also included an interim payment of RM0.8 million received from SEEK Asia Investments Pte Ltd towards the settlement of the Closing Date Financial Adjustment (see Note 18).

**14. Prospects for the Year 2015**

Subsequent to the disposal of the online job portal business to SEEK Asia on 20 November 2014, the Group’s future prospects will depend on the performance of its associated companies in Taiwan and Malaysia, quoted investments in Hong Kong, and operating activities, including Autoworld, in Malaysia. The Group will derive income primarily from the provision of website advertising services on Autoworld, transition services provided to SEEK Asia, dividend income from its quoted investments and rental of office space. The Board and management will endeavour to identify and evaluate new businesses and/or assets to be acquired by the Company which can

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contribute to the financial performance of the Group. Subsequent to the disposal of the online job portal business, the Group has a healthy cash position and does not have any debt.

Uncertain economic conditions may however affect the performance of the Group’s existing businesses, associated companies and investments. Additionally, the acquisition of suitable new businesses and/or assets will take time.

**15. Profit Forecast**

No profit forecast was announced hence there is no comparison between actual results and forecast.

**16. Taxation**

The taxation charge for the current quarter includes the following:

	<b>Individual Quarter Ended</b>		<b>Cumulative Quarter Ended</b>	
	<b>30.6.2015</b>	<b>30.6.2014</b>	<b>30.6.2015</b>	<b>30.6.2014</b>
	<b>RM’000</b>	<b>RM’000</b>	<b>RM’000</b>	<b>RM’000</b>
Estimated current tax payable	1,715	7,739	2,180	15,052
Deferred taxation	-	(205)	-	(1,321)
	<u>1,715</u>	<u>7,534</u>	<u>2,180</u>	<u>13,731</u>

**17. Quoted Investments**

The Group’s dealings in quoted securities during the current quarter and financial year-to-date are as follows:-

	<b>Individual Quarter Ended 30.6.2015</b>	<b>Cumulative Quarter Ended 30.6.2015</b>
	<b>RM’000</b>	<b>RM’000</b>
Quoted securities of associate companies		
Share of results and changes in equity in associates and exchange differences	(227)	7,837
	<u>                    </u>	<u>                    </u>
Long term:		
Sale proceeds	3,483	3,483
Gain on disposal of quoted securities	2,500	2,500
Changes in fair value	16,578	19,056
	<u>                    </u>	<u>                    </u>
Short term:		
Purchase consideration	196	20,214
Sale proceeds	-	
Changes in fair value	1	16
	<u>                    </u>	<u>                    </u>

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The Group’s available-for-sale investments in quoted securities, investments in the quoted securities of associate companies and other short term investments in quoted securities as at 30 June 2015 are summarized below:

	<b>RM’000</b>
At cost	141,419
At carrying value/book value	175,614
At market value	238,974

Other than the above, there was no purchase or disposal of quoted securities during the financial period under review.

**18. Status of Corporate Proposals**

**(a) Proposed disposal of ordinary shares in JS E-Recruitment Ltd**

The Company had on 24 June 2009 entered into a Share Sale Agreement (the “SSA”) with Daffodil Computers Limited, a company incorporated in Bangladesh with its registered office at 64/3 Lake Circus, Kelabagan, Dhaka 1205, Bangladesh (“Daffodil”) for the disposal of 60,000 ordinary shares of BDT 10 each in the share capital of JS E-Recruitment Ltd. (“JSE”) to Daffodil, representing 60% equity interest in the issued and paid-up share capital of JSE for a total cash consideration of USD1.00 (equivalent to RM3.549 based on the exchange rate as at 23 June 2009 of USD1:RM3.549).

**(b) Completion of the disposal of JobStreet.com Pte. Ltd. (“JSPL”) and Agensi Pekerjaan JS Staffing Services Sdn Bhd (“Proposed Disposals”) followed by the distribution of a special dividend (collectively known as the “Proposals”)**

Reference is drawn to the announcements made to Bursa Malaysia Securities Berhad on 19 February 2014, 21 February 2014, 29 April 2014, 12 May 2014, 14 May 2014, 15 May 2014, 24 June 2014, 1 July 2014, 19 August 2014, 21 August 2014, 9 October 2014, 31 October 2014, 20 November 2014 and the Circular to Shareholders dated 29 April 2014.

On 20 November 2014, the Board had announced that on even date, a total amount of RM1,562.8 million, being the Closing Payment (calculated as the Adjusted Consideration minus the Set-Off Amount), had been paid by SEEK Asia to the Company in accordance with the conditional Share Sale Agreement and the Amendment Letter. The balance of RM369.9 million, being the Set-Off Amount, had been set-off against the special cash dividend payable to Seek International Investment Pty Ltd pursuant to the Amended Proposed Distribution completed on 24 December 2014. In view of the above, the Proposed Disposals have been completed (“Closing”). Subsequent to Closing, there shall be a final settlement of the Estimated Amount between the Company and SEEK Asia being the Closing Date Financial Adjustment which shall be determined and agreed between the parties later. On 31 July 2015, the Company had received RM518,000 from SEEK Asia being payment for the remaining balance of the Closing Date Financial Adjustment. Together with an amount of RM762,800 received by the Company on 17 February 2015, the aggregate Closing Date Financial Adjustment agreed by SEEK Asia and the Company of RM1,280,800 has been fully settled.

On 24 December 2014, the Amended Proposed Distribution had been completed with the payment of a special dividend of RM2.65 sen per ordinary shares of RM0.10 each amounting to RM1,487.1 million (after deducting the Set-Off Amount).

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**19. Group Borrowings and Debt Securities**

There are no other borrowings or debt securities in the Group.

**20. Material Litigation**

Other than the legal suit disclosed in Note 10, the Group is not engaged in any material litigation either as plaintiff or defendant and the directors do not have any knowledge of any proceedings pending or threatened against the Group as at the date of this report.

**21. Dividend**

The Company had on 17 August 2015 declared a second interim single tier dividend of 0.625 sen per ordinary share of RM0.50 each for the financial year ending 31 December 2015 amounting to RM0.875 million computed based on the issued and paid-up share capital as at 10 August 2015. The dividend entitlement and payment dates will be announced at a later date.

During the previous corresponding period, the Company had declared a second interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each for the financial year ended 31 December 2014 amounting to RM12.389 million. The interim single tier of 0.625 sen per ordinary share of RM0.50 each for the current quarter is in line with the financial performance of the Group and the dividend policy of the Company. In light of the current cash position in addition to anticipated dividends from associated companies and investments, the Board has after due deliberations decided to maintain the existing dividend policy at the current time.

**22. Earnings Per Share**

**(a) Basic earnings per share**

The basic earnings per share is calculated by dividing the Group’s net profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Individual Quarter Ended		Cumulative Quarter Ended	
	30.6.2015	30.6.2014	30.6.2015	30.6.2014
Net profit attributable to owners of the Company (RM'000)				
- Continuing operations	5,384	4,972	7,780	6,261
- Discontinued operations	-	14,858	-	30,186
	5,384	19,830	7,780	36,447
Weighted average number of shares in issue ('000)	140,000	130,134	140,000	128,735
Basic earnings per share (sen)				
- Continuing operations	3.85	3.82	5.56	4.86
- Discontinued operations	-	11.42	-	23.45
	3.85	15.24	5.56	28.31

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**(b) Fully diluted earnings per share**

The fully diluted earnings per share is calculated by dividing the net profit attributable to owners of the Company by the weighted average number of shares in issue adjusted for dilutive potential shares issueable in respect of outstanding ESOS options granted by the Company.

	Individual Quarter Ended		Cumulative Quarter Ended	
	30.6.2015	30.6.2014	30.6.2015	30.6.2014
Net profit attributable to owners of the Company (RM'000)				
- Continuing operations	5,384	4,972	7,780	6,261
- Discontinued operations	-	14,858	-	30,186
	5,384	19,830	7,780	36,447
Weighted average number of shares in issue ('000)	140,000	130,134	140,000	128,735
Adjustments for share options (RM'000)	-	172	-	172
	140,000	130,306	140,000	128,907
Diluted earnings per share (sen)				
- Continuing operations	3.85*	3.82^	5.56*	4.86^
- Discontinued operations	-*	11.40^	-*	23.41^
	3.85*	15.22	5.56*	28.27

\* The diluted earnings per share is the same as the basic earnings per share as there were no potential dilutive ordinary shares as at 30 June 2015.

^ Pursuant to MFRS 133, Earnings Per Share, the comparative earnings per share for the individual and cumulative quarter ended 30 June 2014 have been adjusted for the share consolidation exercise involving the consolidation of every five (5) existing ordinary share of RM0.10 each in the Company into one (1) ordinary share of RM0.50 each completed on 7 May 2015 as if these events had occurred since 1 January 2014.



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**23. Realised and Unrealised Profits/losses**

	<b>Group As at 30.6.2015</b>	<b>Group As at 31.12.2014</b>
Total retained earnings of the Company and its subsidiaries:		
- Realised	28,882,724	34,270,968
- Unrealised	65,305	(115,442)
Total share of retained earnings of associated companies:		
- Realised	3,921,194	5,742,635
- Unrealised	(142,899)	(5,605)
Total share of accumulated losses of joint venture:		
- Realised	(3,155,674)	(3,155,674)
	<hr/> 29,570,650	<hr/> 36,736,882
Add: Consolidation adjustments	24,517,404	22,754,044
	<hr/> 54,088,054	<hr/> 59,490,926

**24. Profit for the Period**

	<b>Individual Quarter Ended</b>		<b>Cumulative Quarter Ended</b>	
	<b>30.6.2015 RM'000</b>	<b>30.6.2014 RM'000</b>	<b>30.6.2015 RM'000</b>	<b>30.6.2014 RM'000</b>
Profit for the period is arrived at after (charging)/ crediting:-				
Depreciation	(65)	(760)	(131)	(1,531)
Foreign exchange gain/(loss)	(9)	(522)	288	(1,050)
Reversal/ impairment (loss) on trade receivables	(1)	(91)	(1)	(205)
Bad debts recovered/(written off)	-	(21)	(1)	(24)
Gain/(loss) on disposal of quoted investments	2,500	-	2,500	-

Save as disclosed above and in the Condensed Consolidated Income Statement, the other items as required under Appendix 9B, Part A(16) of the Main Market Listing Requirements are not applicable.

**25. Authorisation for Issue**

The interim financial statements were authorised for issue by the Board of Directors on 17 August 2015.