

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 other than the acceptance of the mandatory unconditional cash offer pursuant to which the Company disposed its remaining holdings of 14,439,000 ordinary shares of HK\$0.20 each representing 4.33% equity interest in Cinderella Media Group Limited for a total cash consideration of HKD29,426,682 (equivalent to RM16,376,007 based on the exchange rate as at 14 September 2015 of HKD1:RM0.556502) (as disclosed in Note 8). The Company received the proceeds from the mandatory unconditional cash offer on 5 October 2015. As at 30 September 2015, the proceeds of RM16.4 million have been debited to Trade and Other Receivables in the Consolidated Statement of Financial Position.

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	Lowest price paid per share	Aggregate cost paid
		RM	RM	RM
May 2015	1,000	1.98	1.98	2,025
August 2015	139,300	1.60	1.50	216,441
Total	140,300¹			218,466

¹ Comprising of ordinary shares of RM0.50 each after the completion of the share consolidation.

6. Dividends Paid

The shareholders of the Company had on 23 June 2015 approved the payment of a final single tier dividend of 3.25 sen per ordinary share of RM0.50 each in respect of the financial year ended 31 December 2014 amounting to RM4.550 million. The dividend was subsequently paid on 23 July 2015.

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. The dividend was subsequently paid on 23 September 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 HKD374,242,016, representing HKD2.038 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 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 HKD2.038 per share. The Special General Meeting to obtain shareholders’ approval for the Disposal was held on 21 August 2015 and the Sale and Purchase was completed on 25 August 2015. On 18 September 2015, the Company had accepted the mandatory unconditional cash offer pursuant to which the Company disposed its remaining holdings of 14,439,000 ordinary shares of HK\$0.20 in CMGL for a total cash consideration of HKD29,426,682 (equivalent to RM16,376,007 based on the exchange rate as at 14 September 2015 of HKD1:RM0.556502). The Company received the proceeds from the mandatory unconditional cash offer on 5 October 2015. As at 30 September 2015, the proceeds of RM16.4 million have been debited to Trade and Other Receivables in the Consolidated Statement of Financial Position.

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 17 November 2015 (being the latest practicable date not earlier than 7 days from the date of issue of this interim financial report).

11. Capital Commitments

	As at 30.9.2015 RM’000
Property and equipment	
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 September 2015, consolidated revenue amounted to RM1.2 million, which is a decrease of 32.4% compared with the revenue in the corresponding quarter in the preceding year. The lower revenue in the current quarter was mainly due to lower dividends from the Company’s investments in quoted securities as CMGL did not declare an interim dividend in 2015.

On a pre-tax basis, the Group’s profit before tax (“PBT”) increased substantially to RM16.0 million compared with a loss of RM1.9 million in the corresponding quarter in the preceding year. The increase was attributed mainly to a gain on disposal of the Group’s remaining holdings of CMGL via the acceptance of the mandatory unconditional cash offer amounting to RM9.96 million. In addition, the Group recorded a gain on financial assets classified as fair value through profit or loss of RM1.2 million compared with a loss of RM1.1 million in Q3 2014. The gain in the current quarter was mainly in respect of the Group’s investment in the quoted shares of Asiatravel.com Holdings Ltd. The Group’s other operating income had also increased to RM2.4 million compared with RM0.6 million in the corresponding quarter in the preceding year. The higher other operating income was mainly in respect of unrealized foreign exchange gain on loans given to the Group’s subsidiaries amounting to RM1.0 million as well as the receipt of RM518,000 from SEEK Asia Investments Pte Ltd being payment for the remaining balance of the Closing Date Financial Adjustment (see note 18). PBT in Q3 2014 was also negatively impacted by the write-off of loans given to the Group’s joint venture company in Thailand amounting to RM4.2 million.

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 reversing tax over-provided in the previous quarters, the Group’s profit after tax amounted to RM16.6 million.

13. Comparison with previous quarter's results

	<u>Q3 2015</u> <u>Current Quarter</u> RM'000	<u>Q2 2015</u> <u>Preceding Quarter</u> RM'000
Revenue		
- Continuing operations	1,206	2,309
- Discontinued operations	-	-
	<u>1,206</u>	<u>2,309</u>
Profit before tax		
- Continuing operations	16,015	7,027
- Discontinued operations	-	-
	<u>16,015</u>	<u>7,027</u>

For the current quarter under review, the Group recorded a lower revenue of RM1.2 million compared with RM2.3 million recorded in the preceding quarter. Revenue in the previous quarter included a final dividend from CMGL for the financial year ended 31 December 2014 amounting to RM1.1 million.

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In terms of profitability, the Group achieved a significantly higher PBT of RM16.0 million during the current quarter compared with RM7.0 million achieved in the preceding quarter. The gain from the disposal of the Group’s holdings of CMGL shares which had increased by RM7.5 million quarter-on-quarter, unrealized foreign exchange gain of RM1.0 million and the fair values of financial assets classified as fair value through profit or loss which had increased RM0.9 million quarter-on-quarter, contributed to the bulk of the higher PBT.

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 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:

	Individual Quarter Ended		Cumulative Quarter Ended	
	30.9.2015	30.9.2014	30.9.2015	30.9.2014
	RM’000	RM’000	RM’000	RM’000
Estimated current tax payable	(601)	6,091	1,579	21,143
Deferred taxation	-	(66)	-	(1,387)
	<u>(601)</u>	<u>6,025</u>	<u>1,579</u>	<u>19,756</u>

17. Quoted Investments

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

	Individual Quarter Ended 30.9.2015	Cumulative Quarter Ended 30.9.2015
	RM’000	RM’000
Quoted securities of associate companies		
Share of results and changes in equity in associates and exchange differences	11,775	19,612
	<u> </u>	<u> </u>

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Long term:		
Sale proceeds	16,356	19,839
Gain on disposal of quoted securities	9,961	12,461
Changes in fair value	(14,928)	4,128
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Short term:		
Purchase consideration	195	20,409
Sale proceeds	-	
Changes in fair value	6	22
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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 September 2015 are summarized below:

	RM’000
At cost	135,220
At carrying value/book value	154,492
At market value	227,190
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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

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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).

19. Group Borrowings and Debt Securities

The Group’s borrowings are unsecured, denominated in Japanese Yen and classified as follows:-

	As at 30.9.2015 RM’000
Current	115*
Non-current	-
Total	<u>115</u>

* A director of a subsidiary advanced JPY3.1 million to the subsidiary for the settlement of the legal suit mentioned in Note 10.

20. Material Litigation

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 24 November 2015 declared a third 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 RM0.874 million computed based on the issued and paid-up share capital as at 17 November 2015. The dividend entitlement and payment dates will be announced at a later date.

During the previous corresponding period, the Company had declared a third interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each and a special single tier dividend of RM2.65 per ordinary share of RM0.10 each, for the financial year ended 31 December 2014, amounting to RM12.263 million and RM1.857 billion respectively. 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.

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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	
	30.9.2015	30.9.2014	30.9.2015	30.9.2014
Net profit attributable to owners of the Company (RM'000)				
- Continuing operations	16,688	(2,147)	24,469	4,114
- Discontinued operations	-	19,019	-	49,205
	16,688	16,872	24,469	53,319
Weighted average number of shares in issue ('000)	139,938	141,135	139,979	121,105
Basic earnings per share (sen)				
- Continuing operations	11.93	(1.52)^	17.48	3.40^
- Discontinued operations	-	13.48^	-	40.63^
	11.93	11.96	17.48	44.03

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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	
	30.9.2015	30.9.2014	30.9.2015	30.9.2014
Net profit attributable to owners of the Company (RM'000)				
- Continuing operations	16,688	(2,147)	24,469	4,114
- Discontinued operations	-	19,019	-	49,205
	16,688	16,872	24,469	53,319
Weighted average number of shares in issue ('000)	139,938	141,135	139,979	121,105
Adjustments for share options (RM'000)	-	-	-	-
	139,938	141,135	139,979	121,105
Diluted earnings per share (sen)				
- Continuing operations	11.93*	(1.52)*^	17.48*	3.40*^
- Discontinued operations	-*	13.48*^	-*	40.63*^
	11.93*	11.96	17.48*	44.03

* 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 September 2015 and 30 September 2014 respectively.

^ Pursuant to MFRS 133, Earnings Per Share, the comparative earnings per share for the individual and cumulative quarter ended 30 September 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

	Group As at 30.9.2015	Group As at 31.12.2014
Total retained earnings of the Company and its subsidiaries:		
- Realised	36,734,725	34,270,968
- Unrealised	2,356,377	(115,442)
Total share of retained earnings of associated companies:		
- Realised	6,928,210	5,742,635
- Unrealised	(284,627)	(5,605)
Total share of accumulated losses of joint venture:		
- Realised	(3,155,674)	(3,155,674)
	42,579,011	36,736,882
Add: Consolidation adjustments	22,773,111	22,754,044
Total retained profits	65,352,122	59,490,926

24. Profit for the Period

	Individual Quarter Ended		Cumulative Quarter Ended	
	30.9.2015 RM'000	30.9.2014 RM'000	30.9.2015 RM'000	30.9.2014 RM'000
Profit for the period is arrived at after (charging)/ crediting:-				
Depreciation	(70)	(789)	(201)	(2,320)
Foreign exchange gain/(loss)	1,031	61	1,319	(989)
Reversal/ impairment (loss) on trade receivables	(16)	137	(15)	(68)
Bad debts written off	-	(1)	(1)	(25)
Gain on disposal of quoted investments	9,961	-	12,461	-

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 24 November 2015.