

XOX BHD

(Company Registration No.: 900384-X)
(Incorporated in Malaysia under the Companies Act, 1965)

QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE FIRST QUARTER ENDED 30 SEPTEMBER 2016

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Unaudited Condensed Consolidated Statement of Comprehensive Income

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Quarter 30 September 2016	Preceding Year Corresponding Quarter 30 September 2015	Year to Date 30 September 2016	Preceding Year Corresponding Period 30 September 2015
Note	RM'000	RM'000	RM'000	RM'000
Revenue	51,076	35,959	51,076	35,959
Cost of sales	(29,208)	(20,274)	(29,208)	(20,274)
Gross Profit	21,868	15,685	21,868	15,685
Other income	1,004	16	1,004	16
Selling and distribution expenses	(14,457)	(7,923)	(14,457)	(7,923)
Administrative expenses	(6,170)	(5,998)	(6,170)	(5,998)
Other expenses	(4,297)	(1,293)	(4,297)	(1,293)
Finance costs	(17)	(8)	(17)	(8)
(Loss)/Profit Before Tax	(1,769)	479	(1,769)	479
Income tax expense	(5)	(52)	(5)	(52)
(Loss)/Profit After Taxation / Total Comprehensive Income	(1,774)	427	(1,774)	427
(Loss)/Profit After Taxation / Total Comprehensive Income				
Attributable to:-				
- Equity holders of the Company	(1,318)	633	(1,318)	633
- Non-controlling interest	(456)	(206)	(456)	(206)
	(1,774)	427	(1,774)	427
Net (Loss)/Profit Per Share attribute to				
equity holders of the Company				
- Basic (sen)	B12 (0.23)	0.19	(0.23)	0.19
- Diluted (sen)	B12 (0.23)	0.19	(0.23)	0.19

The Unaudited Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 30 June 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Unaudited Condensed Consolidated Statement of Financial Position	Unaudited As at 30 September 2016 RM'000	Audited As at 30 June 2016 RM'000
<u>ASSETS</u>		
<u>NON-CURRENT ASSETS</u>		
Property, plant and equipment	54,881	51,594
Intangible assets	3	3
Other investment	4,301	1,111
<i>Total Non – Current Assets</i>	59,185	52,708
<u>CURRENT ASSETS</u>		
Inventories	3,687	2,275
Trade receivables	24,652	20,358
Other receivables, deposits and prepayments	21,146	16,963
Short-term investment	22	21
Fixed Deposit	85	10,085
Cash and bank balances	13,368	10,388
<i>Total Current Assets</i>	62,960	60,090
TOTAL ASSETS	122,145	112,798
<u>EQUITY AND LIABILITIES</u>		
Share capital	59,481	55,641
Capital reserve	2,200	2,200
Share premium	23,576	19,340
Warrant reserve	(19,741)	(19,741)
Other reserve	19,741	19,741
Share issuance scheme option reserve	6,730	10,601
Accumulated losses	(10,285)	(9,754)
<i>Total Equity</i>	81,702	78,028
Non-controlling interest	187	644
	81,889	78,672
<u>NON CURRENT LIABILITY</u>		
Finance lease payables	2,249	440
Deferred tax liabilities	13	13
	2,262	453
<u>CURRENT LIABILITIES</u>		
Trade payables	27,340	21,791
Other payable and accruals	10,281	11,688
Finance lease payables	373	194
<i>Total Liabilities</i>	37,994	33,673
TOTAL EQUITY AND LIABILITIES	122,145	112,798
Net assets per share attributable to equity holders of the Company (sen) #	13.74	14.02

Notes: -

The net assets per share attributable to equity holders of the Company is computed based on the net assets divided by 594,814,675 ordinary shares of RM0.10 each of the Company. The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 30 June 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Unaudited Condensed Consolidated Statement of Changes in Equity

	← Attributable to owners of the parent →						Share Issuance Scheme Option Reserve RM'000	Accumulated Losses RM'000	Total RM'000	Non- Controlling Interest RM'000	Total Equity RM'000
	Share Capital RM'000	Share Premium RM'000	Capital Reserve RM'000	Warrant Reserve RM'000	Other Reserve RM'000	Non-distributable					
At 1 July 2016	55,641	19,340	2,200	(19,741)	19,741	10,601	(9,754)	78,028	643	78,671	
Total comprehensive loss for the period	-	-	-	-	-	-	(1,318)	682	(456)	(1,774)	
Share options exercised	3,840	1,152	-	-	-	-	-	4,992	-	4,992	
Share-based payment transactions	-	3,084	-	-	-	(3,871)	787	-	-	-	
At 30 September 2016	59,481	23,576	2,200	(19,741)	19,741	6,730	(10,285)	83,702	187	81,889	
At 1 July 2015	33,200	32,730	2,200	-	-	-	(49,308)	18,822	148	18,970	
Total comprehensive Income for the period	-	-	-	-	-	-	633	633	(206)	427	
At 30 September 2015	33,200	32,730	2,200	-	-	-	(48,675)	19,455	(58)	19,397	

Notes:-

The Unaudited Condensed Consolidated Statement of Changes to Equity should be read in conjunction with the audited financial statements for the financial year ended 30 June 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Unaudited Condensed Consolidated Statement of Cash Flow

	Cumulative Quarter Ended 30 September 2016	Preceding Year Corresponding 12 Months Ended 30 September 2015
NOTE	RM'000	RM'000
CASH FLOWS FOR OPERATING ACTIVITIES		
(Loss)/Profit before taxation	(1,769)	479
Adjustments for:		
Depreciation of equipment	1,447	1,274
Interest expense	17	8
Interest income	(2)	(2)
Impairment loss on other investment	2,809	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,502	1,759
(Increase) / Decrease in inventories	(1,412)	678
(Increase) / Decrease in trade and other receivables	(8,477)	1,436
Increase / (Decrease) in trade and other payables	4,142	(5,475)
Cash used in operations	(3,245)	(1,602)
Interest paid	(17)	(8)
Tax paid	(6)	(52)
Net cash used in operating activities	(3,268)	(1,662)
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	2	2
Proceeds from disposal of warrant	852	-
Purchase of equipment	(4,734)	(1,021)
Net cash used in investing activities	(3,880)	(1,019)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of hire purchase payables	(68)	(54)
Drawdown of hire purchase	2,056	150
Proceeds from share option exercised	4,992	-
Purchase of quoted shares	(6,000)	-
Net cash from financing activities	980	96
NET INCREASE IN CASH AND CASH EQUIVALENTS	(7,019)	(2,585)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL PERIOD	20,494	9,306
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD	13,475	6,721

Notes: -

The Unaudited Condensed Consolidated Statements of Cash Flow should be read in conjunction with the audited financial statements for the financial year ended 30 June 2016 and the accompanying explanatory notes attached to this interim financial statements.

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A. Explanatory Notes Pursuant To MFRS 134

1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with Malaysian Financial Reporting Standard ("MFRS") 134 Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements").

The unaudited interim financial report should be read in conjunction with the latest audited financial statements of XOX Bhd ("XOX" or the "Company") and its subsidiaries ("Group") for the financial year ended 30 June 2016.

The accounting policies adopted by the Group in this interim financial statements are consistent with those of the audited financial statements for the financial year ended 30 June 2016 except for the followings new MFRSs and amendments to MFRSs that have been issued by the Malaysian Accounting Standards Board ("MASB") that came into effect for the financial periods beginning on or after 1 January 2016:

MFRS 14	Regulatory Deferral Accounts
Amendments to MFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to MFRS 116 and MFRS 138	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to MFRS 116 and MFRS 141	Agriculture: Bearer Plants
Amendments to MFRS 127	Equity Method in Separate Financial Statements
Annual Improvements to MFRSs 2012 – 2014 Cycle	
Amendments to MFRS 101	Disclosure Initiative
Amendments to MFRS 10, MFRS 12 and MFRS 128	Investment Entities: Applying the Consolidation Exception

The initial adoption of the above MFRS & Amendments to MFRSs did not have any significant impacts on the interim financial statements of the Group.

2. Audit report of the Group's preceding annual financial statements

There was no audit qualification reported in the audited financial statements of the Group for the financial year ended 30 June 2016.

3. Seasonality or cyclicity factors

The business of the Group was not affected by any significant seasonal and cyclical factors for the current quarter under review and financial year-to-date.

4. Nature and amount of exceptional and extraordinary items

There were no exceptional or extraordinary items affecting the assets, liabilities, equity, net income or cash flows of the Group for the current quarter under review and financial year-to-date.

5. Changes in estimates

There were no material changes in estimates for the current quarter under review and financial year-to-date.

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6. Debt and equity securities

There were no issuance, cancellations, repurchase, resale and repayment of debt and equity securities, share buy backs, share cancellation, shares held as treasury shares and resale of treasury shares for the current quarter and financial year to date other than as disclosed below: -

	No. of shares issued and fully paid up ordinary share of RM0.10 each	Share Issuance Scheme Option
As at 1 July 2016	556,414,675	132,018,200
Share Option Exercised	38,400,000	(38,400,000)
Share Option Forfeited	-	(9,806,000)
As at 30 September 2016	594,814,675	83,812,200

7. Dividends

No dividends were declared or paid by the Group in the current quarter under review.

8. Segment information

Segmental information are neither included in the internal management reports nor provided regularly to the Management as the Group operates principally in Malaysia and in one major business segment that is in the provision of mobile communication services and its related products.

9. Material events subsequent to the end of the reporting period

There were no material events subsequent to the end of this current quarter that have not been reflected in the financial statement for this current financial quarter under review other than as disclosed below: -

- (i) With Reference to the equity condition imposed by the Securities Commission Malaysia (“SC”) on XOX for its listing on the ACE Market on Bursa Malaysia Securities; and based on a letter dated 13 October 2010 by the SC, XOX is required to allocate 12.50% of its enlarged issued and paid-up share capital to Bumiputera investors recognised by the Ministry of International Trade and Industry of Malaysia (“MITI”) within one (1) year after achieving the profit record required for a listing on the Main Market of Bursa Securities, or five (5) years after being listed on the ACE Market of Bursa Securities, whichever is the earlier.

On 23 August 2016, XOX had submitted an application to MITI to seek its recognition of existing Bumiputera shareholders of the Company based on its Record of Depositors as at 29 July 2016.

On 20 October 2016, XOX announced that MITI had vide its letter dated 22 September 2016 (received on 12 October 2016) recognised the existing Bumiputera shareholders of the Company, holding in aggregate 73,295,670 ordinary shares of RM0.10 each, representing approximately 13.17% of the issued and paid-up share capital of the Company as at 29 July 2016. As such, the Company has complied with the Bumiputera equity condition imposed by the SC.

10. Changes in the composition of the Group

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

11. Contingent liabilities and assets

There are no material contingent liabilities or assets which may have material effect on the financial position of the Group as the date of this announcement.

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12. Equipment

The Group acquired additional equipment amounting to approximately RM4,734,000.00 in the current quarter under review.

13. Capital commitment

Authorised capital expenditure not provided for in the interim financial report at the end of the current quarter under review is as follows:-

	RM'000
Approved and contracted for:	
- Equipment	Ni

14. Significant related party transactions

- (a) Identities of related parties
- (i) the Company has a controlling related party relationship with its subsidiaries;
 - (ii) the directors who are the key management personnel; and
 - (iii) entities controlled by certain key management personnel, directors and/or substantial shareholders
- (b) In addition to the information detailed elsewhere in the financial statements, the Group carried out the following significant transactions with the related parties during the quarter:

	Current quarter 30 September 2016 RM'000	Preceding year corresponding quarter 30 September 2015 RM'000
(i) Key management personnel compensation: Short-term employee benefits	394	353

15. Cash and cash equivalents

	As At 30 September 2016 RM'000	As At 30 June 2016 RM'000
Short-term investment	22	21
Cash and bank balances	13,368	10,388
Fixed Deposits	85	10,085
	<u>13,475</u>	<u>20,494</u>

16. Other investments

Save for the short-term investment placed with a bank disclosed in Section A.15, the Company had subscribed for additional 60,000,000 ordinary shares of RM0.10 each in M3 Technologies (Asia) Berhad ("M3 Technologies") for a total cash consideration of RM6,000,000 through the subscription of Right Shares and excess Right Shares pursuant to the Right Issue with Warrants exercise undertaken by M3 Technologies.

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B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Securities

1. Performance of the current quarter and financial year-to-date against preceding year corresponding quarter and year-to-date

For the current quarter under review, XOX's Group reported revenue rose by 42% to RM51.07 million from RM35.96 million in the previous year's corresponding quarter. The increase in Group revenue were mainly due to the intensive marketing activities on branding and promotional products offerings.

However, the Group recorded a loss before tax of RM1.77 million as compared with profit before tax of RM0.48 million reported in the previous year's corresponding quarter due to the net impairment loss on other investment of RM1.96m. If excluding the impairment loss, the lower operating profit of RM0.19 million was due to aggressive price-focused competitive market condition.

2. Performance of the current quarter against the preceding quarter

	Current Quarter 30 September 2016	Preceding Quarter 30 June 2016
	RM'000	RM'000
Revenue	51,076	50,427
(Loss)/Earnings Before Interest Taxes Depreciation and Amortisation	(307)	(9,699)
(Loss) / Profit after tax	(1,774)	(10,827)

For the current quarter under review, the Group registered a marginal increase in sales revenue, improved loss before interest taxes depreciation and amortisation (LBITDA) and loss after taxation compared with the preceding quarter's performance due to lower impairment losses recorded.

3. Prospects and business outlook

Given the current economic outlook with challenges ahead, the Group remains committed to focusing on product innovation, digitising customer experiences and delivering network service quality, putting strategies in place to better manage coverage, quality and capacity.

The overall outlook for the telecommunication industry is promising but challenging with all the advancement made in the telecommunication technology, although the slowdown of market conditions continue to cause further uncertainties. Barring any unforeseen circumstances, which include competitive pressures and uncertain economic environment, the Board of Directors is of the view that the Group expects to post positive results for the financial year ahead.

4. Profit forecast

The Board of Directors wishes to inform that the XOX Group did not issue any profit forecast.

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5. Profit/(Loss) before tax

	Individual Quarter		Cumulative Quarter	
	Current year quarter	Preceding year corresponding quarter	Current year to date	Preceding year corresponding period
	<u>30 September 2016</u>	<u>30 September 2015</u>	<u>30 September 2016</u>	<u>30 September 2015</u>
	RM'000	RM'000	RM'000	RM'000
Interest income	(2)	(2)	(2)	(2)
Interest expense	17	8	17	8
Depreciation on plant and equipment	1,447	1,274	1,447	1,274

6. Income Tax Expense

The reconciliation of income tax expenses applicable to the loss before taxation at the statutory tax rate to income tax expenses at the effective tax rate are as follows:

	Individual Quarter		Cumulative Quarter	
	Current year quarter	Preceding year corresponding quarter	Current year to date	Preceding year corresponding period
	<u>30 September 2016</u>	<u>30 September 2015</u>	<u>30 September 2016</u>	<u>30 September 2015</u>
	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before tax	(1,769)	479	(1,769)	479
Tax at statutory rate of 25%	(442)	120	(442)	120
Expenses not deductible for tax purposes	323	370	323	370
Income not subject to tax	(2)	(2,310)	(2)	(2,310)
Deferred tax not recognised	126	1,872	126	1,872
Income tax expenses	5	52	5	52

7. Gain or loss on disposal of quoted and/or unquoted investments and/or properties

There were no other material disposal of quoted, unquoted and/or properties for the current quarter and financial year to date under review.

8. Corporate proposals and utilisation of proceeds

Save as disclosed below, there were no other corporate proposals which had been announced by the Company and are pending for completion as of today.

- A. On 20 and 22 July 2016, Mercury Securities Sdn Bhd (“Mercury Securities”) on behalf of the Board of Directors of XOX Bhd announced that the Company had on 20 July entered into a conditional subscription agreement with Macquarie Bank Limited (“Macquarie Bank” or the “Investor”) (“Subscription Agreement”) in relation to the proposed issuance and allotment of up to 400.0 million new ordinary shares of RM0.10 each in XOX to the Investor accordance with the terms and conditions of the Subscription Agreement (“Proposed Share Issuance”).

On 12 October 2016 and 25 October 2016, Mercury Securities on behalf of the Board of Directors of XOX Bhd further announced that the Company had entered into a Supplemental Agreement and Second Supplemental Agreement with Macquarie Bank respectively to amend and vary certain terms of the Subscription Agreement which including the reduction of Subscription Total to 250,000,000 new ordinary shares of RM0.10 each in XOX.

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On 26 October 2016, the Company announced that Bursa Malaysia Securities Berhad had, vide its letter dated 26 October 2016, approved the listing and quotation of up to 250,000,000 new ordinary shares of RM0.10 each in XOX to be issued pursuant to the Proposed Share Issuance. The Circular to the Shareholders pertaining to the Proposed Share Issuance was issued on 28 October 2016.

On 15 November 2016, the shareholders of XOX have at its Extraordinary General Meeting ("EGM") passed the ordinary resolution pursuant to the Proposed Share Issuance.

On 24 November 2016, the Company announced that all conditions precedent in relation to the Share Issuance have been fulfilled on 17 November 2016 and Macquarie Bank has fixed the commencement of the Committed Subscription Period on 30 November 2016.

- B. On 26 November 2015, XOX announced that its indirect wholly owned subsidiary, XOX Mobile Sdn Bhd ("XOX Mobile") has entered into a Joint Venture Agreement with Moblignation Co. Ltd for the purpose to establish a new joint venture company to jointly promote and develop innovative mobile portal and browser particularly the Timber Browser, Kong Browser and Nepkin Micro Site in South East Asia; to date we are still working on the Joint Venture arrangement before formation of the joint venture company.
- C. On 14 April 2016, XOX announced that its indirect wholly owned subsidiary, XOX Media Sdn Bhd ("XOX Media") has entered into a Memorandum of Understanding ("MOU") with Leopard Mobile ("Leopard") to explore business collaboration between two parties in cross marketing and cross bundling programs where Leopard will promote and market Voopee through its various channels and its users and XOX Media will market the range of Leopard's products through its channels and subscribers. To date, both teams are working on the collaboration arrangement.
- D. Utilisation of Proceeds

UTILISATION OF PROCEEDS FROM RESTRICTED ISSUE AND RIGHTS ISSUE OF SHARES WITH WARRANT

(1) Restricted Issue (Completed on 19 November 2016)

Details	Proposed	Actual	Balance
	Utilisation	Utilisation	available for
	RM	RM	utilisation
			RM
(a) Settlement of amount owing to Celcom	19,000,000	19,000,000	-
Total	19,000,000	19,000,000	-

(2) Rights Issue of Shares with Warrants (Completed on 22 February 2016)

Details	Proposed	Actual	Balance
	Utilisation (based on acceptance of applications for Rights Shares)	Utilisation	available for
	RM	RM	utilisation
			RM
(a) Phone bundling expenses	13,792,748	10,586,090	3,206,658
(b) Working capital	19,317,353	19,317,353	-
(c) Capital expenditure	6,172,834	6,172,834	-
(d) Defray estimated expenses in relation to the Corporate Exercise	800,000	800,000	-
Total	40,082,935	36,876,277	3,206,658

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9. Group Borrowings

Except for additional Hire Purchase borrowing of RM2.056 million there were no other borrowings during the current quarter under review and financial year-to-date.

	As at 30 June 2016	As at 30 June 2016
	RM'000	RM'000
Hire purchase		
Short-term	373	195
Long-term	2,249	440

The hire purchase payables are pertaining to the acquisition of motor vehicles.

The Group does not have any foreign currency denominated borrowings.

10. Material litigation

There were no litigation or arbitration, which has a material effect on the financial position of the Group and the Board is not aware of any other proceedings pending or threatened or of any fact likely to give rise to any proceedings which has a material effect on the financial position of the Group.

11. Realised and Unrealised Profit /(Losses) Disclosure

	As at 30 September 2016	As at 30 June 2016
	RM'000	RM'000
Total accumulated losses:		
- Realised	(10,229)	(9,698)
- Unrealised	(56)	(56)
	<u>(10,285)</u>	<u>(9,754)</u>

12. Net Profit/(Loss) per share

	Individual Quarter		Cumulative Quarter	
	Current year quarter	Preceding year corresponding quarter	Current year to date	Preceding year corresponding period
	<u>30 September 2016</u>	<u>30 September 2015</u>	<u>30 September 2016</u>	<u>30 September 2015</u>
	RM'000	RM'000	RM'000	RM'000
Net (Loss)/Profit attributable to equity holders of the company	<u>(1,318)</u>	<u>633</u>	<u>(1,318)</u>	<u>633</u>
Weighted average number of ordinary shares in issue ('000)	574,780	332,000	574,780	332,000
Net (Loss)/Profit Per Share - Basic (sen)	<u>(0.23)</u>	<u>0.19</u>	<u>(0.23)</u>	<u>0.19</u>

The fully diluted profit per share is not presented as there were no dilutive potential ordinary shares outstanding at the end of the reporting period.