



**CATCHA MEDIA BERHAD**

(Company No: 916943 - W)

(Incorporated in Malaysia)

**UNAUDITED INTERIM FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED  
30 JUNE 2013**

**CATCHA MEDIA BERHAD**

(Company No 916943-W)

(Incorporated in Malaysia)

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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013**

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**UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE SECOND QUARTER ENDED 30 JUNE 2013**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTERS	
		CURRENT YEAR QUARTER 30/6/2013 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 30/6/2012 RM'000	CURRENT YEAR TO DATE 30/6/2013 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30/6/2012 RM'000
Revenue	A9	9,750	9,890	16,477	18,054
Cost of sales		(5,917)	(6,018)	(10,041)	(10,997)
Gross profit		3,833	3,872	6,436	7,057
Administrative expenses		(3,558)	(5,670)	(7,561)	(9,409)
Other operating expenses		(253)	(260)	(402)	(328)
Other operating income		2,049	(130)	2,097	50
		2,071	(2,188)	570	(2,630)
Share of loss of an associate		(1,553)	-	(2,957)	-
Interest income		-	-	-	25
Interest expense		-	-	-	-
<b>Profit/(Loss) before tax</b>		518	(2,188)	(2,387)	(2,605)
Taxation	B5	(244)	16	(247)	(39)
<b>Profit/(Loss) for the period</b>		274	(2,172)	(2,634)	(2,644)
<b>Other comprehensive loss:</b>					
Foreign currency translation		(17)	(32)	(14)	(37)
<b>Total comprehensive income/ (loss) for the period</b>		257	(2,204)	(2,648)	(2,681)
Attributable to:					
Equity holders of the Company		257	(1,956)	(2,648)	(2,433)
Non-controlling interests		-	(248)	-	(248)
<b>Total comprehensive income/ (loss) for the period</b>		257	(2,204)	(2,648)	(2,681)
<b>Earnings/(Loss) per share:</b>					
Basic earnings/(loss) per share (sen)		0.20	(1.43)	(1.96)	(1.78)
Diluted earnings/(loss) per share (sen)		N/A	N/A	N/A	N/A

N/A – Not Applicable

**CATCHA MEDIA BERHAD**

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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013****UNAUDITED STATEMENTS OF FINANCIAL POSITION  
AS AT 30 JUNE 2013**

	(UNAUDITED) AS AT 30/6/2013 RM'000	(AUDITED) AS AT 31/12/2012 RM'000	(AUDITED) AS AT 1/1/2012 RM'000
Note			
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	676	853	798
Intangible assets	5,395	5,395	15,021
Investment in an associate	18,520	21,477	-
	<u>24,591</u>	<u>27,725</u>	<u>15,819</u>
<b>Current assets</b>			
Inventories	545	804	1,536
Trade receivables	8,739	9,910	12,202
Other receivables, deposits and prepayments	1,386	1,571	1,158
Cash and cash equivalents	525	1,116	8,853
Current tax assets	6	86	-
	<u>11,201</u>	<u>13,487</u>	<u>23,749</u>
<b>TOTAL ASSETS</b>	<u>35,792</u>	<u>41,212</u>	<u>39,568</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	13,464	13,464	13,464
Reserves	12,260	14,908	9,735
<b>Total equity</b>	<u>25,724</u>	<u>28,372</u>	<u>23,199</u>
<b>Non-current liabilities</b>			
Borrowing	-	-	-
Deferred tax liabilities	122	122	95
	<u>122</u>	<u>122</u>	<u>95</u>
<b>Current liabilities</b>			
Trade payables	4,241	4,329	6,484
Other payables and accruals	5,601	8,321	5,787
Provision	-	-	3,656
Borrowing	-	-	-
Current tax liabilities	104	68	347
	<u>9,946</u>	<u>12,718</u>	<u>16,274</u>
<b>Total liabilities</b>	<u>10,068</u>	<u>12,840</u>	<u>16,369</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>35,792</u>	<u>41,212</u>	<u>39,568</u>
Net assets per share attributable to ordinary equity holders of the Company (RM)	<u>0.19</u>	<u>0.21</u>	<u>0.17</u>

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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013**

**UNAUDITED STATEMENTS OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 30 JUNE 2013**

< ----- Attributable to equity holders of the Company ----- >

	<-----Non-distributable----->				Distributable	Total	Non-controlling interests	Total equity
	Share capital RM'000	Share premium RM'000	Translation reserve RM'000	Merger deficit RM'000	Retained earnings RM'000	RM'000	RM'000	RM'000
<b>At 1/1/2012</b>	13,464	15,438	(2)	(6,185)	484	23,199	-	23,199
Loss for the period	-	-	-	-	(2,396)	(2,396)	(248)	(2,644)
Foreign currency translation	-	-	(37)	-	-	(37)	-	(37)
Total comprehensive loss for the period	-	-	(37)	-	(2,396)	(2,433)	(248)	(2,681)
Non-controlling interests arising from acquisition of a subsidiary	-	-	-	-	-	-	(65)	(65)
<b>At 30/6/2012</b>	13,464	15,438	(39)	(6,185)	(1,912)	20,766	(313)	20,453
<b>At 1/1/2013</b>	13,464	15,438	(39)	(6,185)	5,694	28,372	-	28,372
Loss for the period	-	-	-	-	(2,634)	(2,634)	-	(2,634)
Foreign currency translation	-	-	(14)	-	-	(14)	-	(14)
Total comprehensive loss for the period	-	-	(14)	-	(2,634)	(2,648)	-	(2,648)
<b>At 30/6/2013</b>	13,464	15,438	(53)	(6,185)	3,060	25,724	-	25,724

**CATCHA MEDIA BERHAD**

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(Incorporated in Malaysia)

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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013**

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**UNAUDITED STATEMENTS OF CASH FLOW  
FOR THE PERIOD ENDED 30 JUNE 2013**

	<b>AS AT CURRENT FINANCIAL PERIOD ENDED 30/6/2013 RM'000</b>	<b>AS AT PRECEDING FINANCIAL PERIOD ENDED 30/6/2012 RM'000</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Loss before tax	(2,387)	(2,605)
Adjustments for non-cash flows:		
Accruals no longer required	(13)	-
Bad debts recovered	(13)	(9)
Bad debts written off	58	22
Depreciation on property, plant and equipment	163	147
Interest expense	-	-
Interest income	-	(25)
Inventories written down	10	181
Inventories written off	-	20
Loss on disposal of property, plant and equipment	54	-
Share of loss of an associate	2,957	-
Unrealised loss/(gain) on foreign exchange	100	(38)
Operating Profit/(Loss) Before Working Capital Changes	929	(2,307)
Changes In Working Capital:		
Inventories	248	310
Trade and other receivables	1,311	2,366
Trade and other payables	(2,896)	(1,124)
Net Cash Outflow from Operations	(408)	(755)
Income tax paid	(131)	(355)
Net Cash Outflow from Operating Activities	(539)	(1,110)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Acquisition of a subsidiary	-	(5,263)
Interest received	-	25
Purchase of property, plant and equipment	(60)	(243)
Proceeds from disposal of property, plant and equipment	19	-
Net Cash Outflow from Investing Activities	(41)	(5,481)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	-	-
Proceeds from hire purchase liabilities	-	68
Net Cash Inflow from Financing Activities	-	68
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	(580)	(6,523)
Effects of foreign exchange rate changes	(11)	(37)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF FINANCIAL PERIOD</b>	1,116	8,853
<b>CASH AND CASH EQUIVALENTS AT THE END OF FINANCIAL PERIOD</b>	525	2,293

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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## PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 (“MFRS 134”): INTERIM FINANCIAL REPORTING

### A1 – Basis of Preparation

The unaudited interim financial statements have been prepared in accordance with MFRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Rule 9.22 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The unaudited interim financial statements should be read in conjunction with the audited financial statements of Catcha Media Berhad (“Catcha Media” or the “Company”) and its subsidiaries (“Group”) for the financial year ended 31 December 2012. The explanatory notes attached to the interim financial statements provide an explanation on events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2012.

### A2 – Adoption of New and Revised Accounting Policies

The significant accounting policies and methods of computation applied in the unaudited interim financial statements are consistent with those adopted in the most recent annual financial statements for the year ended 31 December 2012, except for the adoption of the following MFRSs, IC Interpretations and Amendments to MFRSs during the current financial period:

#### **Effective for annual periods commencing on or after 1 January 2013**

MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair Value Measurements
MFRS 119	Employee Benefits (as amended in June 2011)
MFRS 127	Separate Financial Statements (as amended by IASB in May 2011)
MFRS 128	Investments in Associates and Joint Ventures (as amended by IASB in May 2011)
MFRS 3	Business Combinations (IFRS 3 Business Combinations issued by IASB in May 2004)
MFRS 127	Consolidated and Separate Financial Statements (IAS 27 Consolidated and Separate Financial Statements revised by IASB in December 2003)
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine
Government Loans	(Amendments to MFRS 1)
Disclosures – Offsetting Financial Assets and Liabilities	(Amendments to MFRS 7)
Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities:	Transition Guidance (Amendments to MFRS 10, MFRS 11 and MFRS 12)

IC Interpretation 20 will not have any financial impact to the Group as it is not relevant to the Group’s operations. Government Loans (Amendments to MFRS 1) has no financial impact to the Group as the Group do not hold any government grants or receive any government assistance.

The adoption of all the MFRSs and amendments to MFRSs did not have any financial impact to the Group.

The following MFRSs and IC Interpretations have been issued by the MASB and are not yet effective:

#### **Effective for annual periods commencing on or after 1 January 2014**

Offsetting Financial Assets and Financial Liabilities	(Amendments to MFRS 132)
Investment Entities	(Amendments to MFRS 10, MFRS 12 and MFRS 127)

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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#### **A2 – Adoption of New and Revised Accounting Policies (Continued)**

##### **Effective for annual periods commencing on or after 1 January 2015**

MFRS 9 Financial Instruments (IFRS 9 issued by IASB in November 2009)

MFRS 9 Financial Instruments (IFRS 9 issued by IASB in October 2010)

Mandatory Effective Date of MFRS 9 and Transition Disclosures (Amendments to MFRS 9 (IFRS 9 issued by IASB in November 2009), MFRS 9 (IFRS 9 issued by IASB in October 2010) and MFRS 7)

MFRS 9 introduces significant changes in the way the Group accounts for financial instruments. Due to the complexity of this standard and its proposed changes, the financial effects of its adoption are still being assessed by the Group.

The adoption of Amendments to MFRS 132 is not expected to have any financial impact to the Group as the current practice for offsetting arrangements remained unchanged. The adoption of Amendments to MFRS 10, MFRS 12 and MFRS 127 is not expected to have any financial impact to the Group as the Company is not an investment entity as defined in MFRS 10.

#### **A3 – Auditors’ Report on Preceding Audited Financial Statements**

The auditors’ report on the Group’s financial statements for the financial year ended 31 December 2012 was not qualified.

#### **A4 – Seasonal or Cyclicity of Operations**

The Group’s business operations were subject to the normal seasonality associated with Media Businesses, including generally lower performance in the first quarter of any calendar year, with particular weakness in January and February as a result of reduced work days arising from the festive holidays.

#### **A5 – Unusual Nature and Amount of Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows**

Save as disclosed below, there were no other unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review:

- (a) On 13 March 2013, the Company had agreed to waive the rights in the call option agreement dated 12 November 2010 entered into between the Company and its holding company, Catcha Group Pte. Ltd. (“CGPL”) (“Option Agreement”). The Option Agreement granted the Company the right to purchase 51% of the total equity interest in Catcha Digital Asia Pte. Ltd. (“CDA”), a subsidiary of CGPL, at a purchase consideration to be determined later subject to the terms and conditions of the Option Agreement. The waiver was subject to the condition that if CGPL sells CDA’s shares within two years from the same date, the proceeds from such sale will be apportioned such that the Company receives 51% of the proceeds from the said sale of CDA from CGPL.

On 9 April 2013, CGPL notified the Company that the sale of CDA by CGPL was completed and that the proceeds from the sale attributable to the Company amounted to SGD688,514 (equivalent to RM1,705,878) (“Windfall Gain”). On 19 April 2013, the Windfall Gain was received by the Company.

Further details of the Windfall Gain are set out in the Company’s announcement dated 17 April 2013 and 23 April 2013.

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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#### **A6 – Changes in Estimates**

There were no material changes in estimates of amounts reported that may have a material effect on the current quarter under review.

#### **A7 – Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities**

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current quarter under review.

#### **A8 – Dividends**

No dividend has been declared or paid during the current quarter under review.

#### **A9 – Segmental Information**

The Group is organised into the following reporting segments:

(a) Publishing

The business of selecting, creating and developing content, distributing and producing, selling Advertising Space for and marketing, both own magazines and licensed magazines, inclusive of operating, maintaining, executing, selling advertising for and marketing respective magazine websites and events.

(b) Online Media

The business of selling Advertising Space that utilise the internet as the advertising medium, where Advertising Space may include but are not limited to banner display advertisements, pay-per-click advertisements and pop-up advertisements, are displayed within an internet web browser or web page as a way of reaching an audience that uses the internet and are designed to drive customers to a particular website, form or location on the internet.

(c) E-Commerce

The business of retailing handbags, bags, luggage, travel accessories, operation of the flash sales web site and flash sales event business. Flash sales web site is website that sells goods online at a discount for a limited time frame whereas flash sales events referred to selling goods at a discount for a limited time in warehouse or public halls.

(d) Online Classifieds

The business of providing services related to online car classifieds. The business operates and owns a used car trading website which is an internet platform for the sales and purchase of motor cars through direct buyer-seller negotiations or intermediates such as used car resellers. Immediately upon the completion of the listing of iCar Asia Ltd. (“iCar Asia”) on the Australian Securities Exchange on 11 September 2012, the Company’s shareholding in the business has diluted to approximately 37.70%. The shareholders of iCar Asia had at its Annual General Meeting held on 26 April 2013 approved the subscription of approximately 19.90% equity in iCar Asia by carsales.com Ltd., an unrelated company to the Catcha Media. Consequently, Catcha Media’s shareholding in iCar Asia has further diluted to approximately 29.20%.



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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013****A9 – Segmental Information (Continued)**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTERS	
	CURRENT YEAR QUARTER 30/6/2013 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 30/6/2012 RM'000	CURRENT YEAR TO DATE 30/6/2013 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30/6/2012 RM'000
<b><u>REVENUE</u></b>				
Publishing	3,646	3,806	6,040	6,684
Online Media	4,308	3,925	7,282	7,392
E-Commerce	1,796	2,006	3,155	3,825
Online Classifieds	-	153	-	153
	<u>9,750</u>	<u>9,890</u>	<u>16,477</u>	<u>18,054</u>
<b><u>PROFIT/(LOSS) BEFORE TAX</u></b>				
Publishing	490	380	137	464
Online Media	810	(257)	794	(172)
E-Commerce	(935)	(1,777)	(2,067)	(2,363)
Online Classifieds	(1,553)*	(534)	(2,957)*	(534)
Other^	1,706	-	1,706	-
	<u>518</u>	<u>(2,188)</u>	<u>(2,387)</u>	<u>(2,605)</u>

Notes:

\* The share of loss of an associate was computed based on Financial Report for the half year ended 30 June 2013, which has been publicly announced by iCar Asia.

^ The gain relating to the Windfall Gain received by the Company on 19 April 2013 as mentioned in Note A5.

Indirect costs attributable to Publishing, Online Media, E-Commerce and Online Classifieds segments in the current quarter are based on revenue contributed by each segments at the rate of 37.39% (2012: 38.48%), 44.19% (2012: 39.69%), 18.42% (2012: 20.28%) and 0% (2012: 1.55%), respectively.

**A10 – Valuation of Property, Plant and Equipment**

There has been no valuation on any property, plant and equipment of the Group during the current quarter under review. Hence, the valuation of property, plant and equipment has been brought forward without amendment from the audited financial statements of the Group for the financial year ended 31 December 2012.

**A11 – Acquisition/Disposal of Property, Plant and Equipment**

There were no material acquisitions or disposals of property, plant and equipment during the current quarter under review.

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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#### A12 – Material Subsequent Events

There were no material events subsequent to the end of the current quarter under review up to the date of this report which is likely to substantially affect the results of the operations of the Group.

#### A13 – Changes in Composition of the Group

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

#### A14 – Changes in Contingent Liabilities or Contingent Assets

As at the date of this announcement, the Directors of the Company are not aware of any material contingent liabilities or contingent assets that may impact the financial performance of the Group.

### PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

#### B1 – Review of Performance

	<b>Cumulative period ended 30 June 2013 RM'000</b>	<b>Preceding year corresponding period ended 30 June 2012 RM'000</b>
Revenue	<u>16,477</u>	<u>18,054</u>
Loss before tax	<u>(2,387)</u>	<u>(2,605)</u>

For the current financial period ended 30 June 2013, the Group recorded revenue of RM16.477 million which was RM1.577 million or 8.73% lower than the preceding year corresponding period. Online Media Business recorded approximately 44.19% (2012: 40.94%) of the total Group's revenue as compared to the other businesses. Publishing Business registered revenue of RM6.040 million which was RM0.644 million or 9.63% lower than the preceding year corresponding period. E-Commerce Business has recorded revenue of RM3.155 million in the current financial period as compared to RM3.825 million in the preceding year corresponding period.

The Publishing Business and Online Media Business have recorded a combined profit before tax of approximately RM0.931 million in the current financial period which was RM0.639 million or 218.84% higher than the preceding year corresponding period. This is mainly attributed by the cost saving initiatives carried out by the management in the current financial period. On the other hand, E-Commerce and Online Classifieds Business has contributed the losses of RM2.067 million and RM2.957 million respectively in the current financial period as the revenue recorded were unable to cover the level of investment incurred to grow revenue and market share. These losses have offset the Windfall Gain received by the Company of RM1.706 million as mentioned in Part A Note A5.

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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#### B2 – Material Changes to the Results of the Preceding Quarter

	<b>Current quarter ended 30 June 2013 RM'000</b>	<b>Previous quarter ended 31 March 2013 RM'000</b>
Revenue	<u>9,750</u>	<u>6,727</u>
Profit/(Loss) before tax	<u>518</u>	<u>(2,905)</u>

The Group's revenue for the current quarter represents an increase of RM3.023 million or 44.94% as compared to the revenue for the previous quarter. Apart from higher advertiser spending during the general election in the current quarter, the higher revenue achieved in the current quarter by both the Publishing Business and the Online Media Business were also attributed by the seasonality associated with Media Businesses, which resulted in lower performance during the first quarter of any calendar year. E-Commerce Business also registered an increase in revenue of RM0.437 million or 32.16% as compared to the previous quarter mainly due to higher sales response from the customers of the online flash sales.

The Group recorded a profit before tax of RM0.518 million in the current quarter under review mainly due to the combined profit contribution by Publishing and Online Media Business of RM1.300 million and the Windfall Gain received by the Company of RM1.706 million as mentioned in Part A Note A5. The profit was offset by the share of loss in Online Classifieds Business of RM1.553 million and loss contribution by E-Commerce as the revenue recorded was unable to cover the level of investment incurred to grow revenue and market share in the current quarter as mentioned above.

#### B3 – Current Year Prospects

The Group will continue to invest in online opportunities that are expected to create shareholder value in the long term.

In this respect, the Proposed Merger (as defined in Note B6) will allow the Group to expand its media operations to include a social media advertising platform into its existing media portfolio in the belief that this will allow the Group to grow audience and database, and to capture more of the digital advertising spend in Malaysia. The Proposed Merger also allows the possibility of expansion through India, the Philippines, Australia and Singapore.

The Group's current E-Commerce Business will see continued investment in the near-term in an attempt to grow revenue and market share.

The Group is pleased with its investment in iCar Asia and the opportunity it provides to the Group to be involved in leading online car portals in Indonesia, Thailand and Malaysia.

The online sector in the ASEAN region is still early stage and the Board believes that the Group is positioned to take advantage of the growth that is expected to come.

#### B4 – Profit Forecast and Profit Estimate

The Group did not publish any profit forecast and profit estimate in its Prospectus or in any public documents.

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**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013****B5 – Taxation**

	Current quarter ended 30 June 2013 RM'000	Preceding year corresponding quarter ended 30 June 2012 RM'000	Cumulative period ended 30 June 2013 RM'000	Preceding year corresponding period ended 30 June 2012 RM'000
Malaysian income tax:-				
Current tax:				
- Current year	216	(16)	219	39
- Under/(Over) Provision in prior years	28	-	28	-
	244	(16)	247	39
Deferred tax:				
- Original and reversal of temporary differences	-	-	-	-
	244	(16)	247	39

CDSB was granted Multimedia Super Corridor status which qualified for the tax exemption on their income from taxation for a period of five (5) years commencing from 22 September 2010. Subsequently, CDSB had obtained an approval letter dated 30 December 2011 from the Malaysian Investment Development Authority conferring its pioneer status which shall valid for a period of five (5) years from 22 September 2010 to 21 September 2015. In this aspect, restrictions to the tax holiday of CDSB under Section 21C of the Promotion of Investments Act 1986 applied as CDSB has commenced the business prior to the pioneer period.

The tax expense for the current period is mainly arising from the profits generated by a company within Online Media Business and a company within Publishing Business. This is, however, subject to confirmation by Inland Revenue Board.

**B6 – Status of Corporate Proposals Announced But Not Completed**

Save as disclosed below, there was no other corporate proposal announced but not completed as of the date of this announcement:

- (a) On 13 May 2013, the Company had entered into a term sheet with Youth Asia Sdn Bhd (“Youth Asia”) for the Proposed Merger in a company to be incorporated which will own 100% equity interest of:
- (i) Catcha Luxury Publications Sdn Bhd, Catcha Home Publications Sdn Bhd, Catcha Entertainment Sdn Bhd (formerly known as Catcha Kids Publications Sdn Bhd) and Catcha Lifestyle Publications Sdn Bhd (collectively known as “CP”);
  - (ii) Catcha Media Holdings Malaysia Pte Ltd, Catcha Digital Pte Ltd and Catcha Digital Sdn Bhd (collectively known as “CD”); and
  - (iii) Says Sdn Bhd (“Says”).

On 11 July 2013, the Company announced that on 10 July 2013 the Company and Rev Media Equities Holdings Sdn Bhd (“Rev”) had entered into an agreement with Youth Asia for the transfer of 100,000 ordinary shares of RM1.00 each in Says representing 100% equity interest in Says together with the goodwill attached to Says from Youth Asia to Rev for a total purchase consideration of RM23,000,000 (“Proposed Merger”).

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### INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2013

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#### **B6 – Status of Corporate Proposals Announced But Not Completed (Continued)**

As a result of the Proposed Merger, the Company's equity interest in CP and CD (which are principal subsidiaries as defined in the Bursa Malaysia's ACE Market Listing Requirements ("AMLR")) will be diluted by 30% pursuant to the proposed issuance of Rev Shares ("Proposed Dilution"). In connection thereto, and in accordance with Rule 8.23 of the AMLR, the Proposed Dilution will be subject to the approval of Catcha Media's shareholders. Subsequently, the Proposed Merger and Proposed Dilution have been approved by the Company's shareholders at the Extraordinary General Meeting held on 23 August 2013.

Further details of the Proposed Merger are set out in the Company's announcement dated 14 May 2013, 12 June 2013, 26 June 2013, 11 July 2013, 12 July 2013, 25 July 2013, 6 August 2013, 22 August 2013 and 23 August 2013.

#### **B7 – Group Borrowings and Debt Securities**

The Group does not have any local nor foreign borrowings as at the date of this announcement.

#### **B8 – Material Litigation**

There were no material litigations pending as at the date of this announcement.

#### **B9 – Dividends**

No dividend has been declared or paid during the current quarter under review.

#### **B10 – Status of Utilisation of Proceeds**

The proceeds of RM17.250 million arising from the public issue pursuant to the listing of the Company on the ACE Market of Bursa Securities on 22 July 2011 have been fully utilised.

#### **B11 – Earnings/(Loss) per Share**

(a) *Basic earnings/(loss) per share ("EPS"/"LPS")*

Basic EPS/(LPS) of the Group is calculated by dividing the profit or loss for the period attributable to ordinary equity holders of the Company by the number of ordinary shares in issue as at 30 June.

		Current quarter ended 30 June		Cumulative quarters ended 30 June	
		2013	2012	2013	2012
Profit/(Loss) for the period attributable to ordinary equity holders of the Company	(RM'000)	274	(1,924)	(2,634)	(2,396)
Weighted average number of ordinary shares in issue	('000)	134,640	134,640	134,640	134,640
Basic EPS/(LPS)	(sen)	0.20	(1.43)	(1.96)	(1.78)

**CATCHA MEDIA BERHAD**

(Company No 916943-W)

(Incorporated in Malaysia)

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**B11 – Earnings/(Loss) per Share (Continued)***(b) Diluted EPS/(LPS)*

There is no dilution of share capital for the Group.

**B12 – Realised and Unrealised Retained Profits**

The breakdown of retained profits of the Group as at the reporting date, into realised and unrealised profits to the directive, is as follows:

	<b>Quarter Ended 30 June 2013 RM'000</b>	<b>Quarter Ended 31 March 2013 RM'000</b>
Total retained profits of the Group:		
- Realised	(8,716)	(12,192)
- Unrealised	28,313	28,357
(in respect of gain on disposal of an subsidiary, deferred tax expense and foreign exchange (losses)/gains recognised in the statement of comprehensive income)	<hr/>	<hr/>
	19,597	16,165
Total share of retained profits from an associate:		
- Realised	(2,957)	(1,404)
Less: Consolidation adjustments	<hr/> (13,580) <hr/>	<hr/> (11,975) <hr/>
Total retained profits of the Group	<hr/> <u>3,060</u> <hr/>	<hr/> <u>2,786</u> <hr/>

**B13 – Status of Public Shareholding Spread**

As announced on 12 March 2012, 15 March 2012, 28 May 2012, 27 August 2012, 11 September 2012 and 28 February 2013, Bursa Securities had granted the Company an extension of time from 1 March 2013 until 31 August 2013 to comply with the public shareholding spread requirement pursuant to Rule 8.02 (1) of the ACE Market Listing Requirements.

On 29 July 2013, the Company announced that based on the Records of Depositors as at 18 July 2013, the public shareholding spread of the Company of 26.61% is above the 25% shareholding spread requirement.

In this respect, the Company has complied with the public shareholding spread requirement pursuant to Rule 8.02(1) of the ACE Market Listing Requirements.

**B14 – Authorisation for Issue**

These unaudited interim financial statements were authorised for issuance by the Board of Directors of Catcha Media on 30 August 2013.