

(Company No. 916943 - W) (Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

(Company No. 916943-W) (Incorporated in Malaysia)

# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

## UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME FOR THE SECOND QUARTER ENDED 31 MARCH 2018

		INDIVID	UAL QUARTER	CUMULA	TIVE QUARTERS
	Note	CURRENT YEAR QUARTER -31/3/2018 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 31/3/2017 RM'000	CURRENT YEAR TO DATE 31/3/2018 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 31/3/2017 RM'000
Revenue	A9	-	6,077	-	6,077
Cost of sales			(1,566)	-	(1,566)
Gross profit		-	4,511	-	4,511
Administrative expenses		(332)	(3,377)	(332)	(3,377)
Other expenses		(1)	(141)	(1)	(141)
Other income			80		80
		(333)	1,073	(333)	1,073
Gain on dilution of interest in an associate		- ,	-	-	•
Share of loss of an associate		-	-	•	- ′
Fair value adjustments	A9(d)	-	7,461	•	7,461
Interest income		-	-	-	-
Interest expense			(96)		(96)
(Loss) / Profit before tax		(333)	8,438	(333)	8,438
Taxation	B5		(104)		(104)
(Loss)/Profit for the period		(333)	8,334	(333)	8,334
Other comprehensive income/(loss): Foreign currency translation		-	-	-	<u>-</u>
Total comprehensive (loss)/ income for the period		(333)	8,334	(333)	8,334
Attributable to: Equity holders of the Company Non-controlling interest		(331) (2)	8,002 332	(331)	8,002 332
Total comprehensive (loss)/ income for the period		(333)	8,334	(333)	8,334
(Loss)/Earnings per share: Basic earnings per share (sen) Diluted earnings per share (sen)		(0.25) N/A	5.94 N/A	(0.25 <b>)</b> N/A	5.94 N/A

N/A - Not Applicable

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# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

# UNAUDITED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2018

	Note	.(UNAUDITED) AS AT 31/3/2018 RM'000	(AUDITED) AS AT 31/12/2017 RM'000
ASSETS Non-current assets Property, plant and equipment Intangible assets		<u>.</u>	
Current assets Trade receivables Other receivables, deposits and prepayments Cash and cash equivalents Current tax assets		- 27 7,081 10 7,118	3,526 3,860 10 7,396
Non-current asset held for distribution – Other investment	A9(d)	7,118	7,396
TOTAL ASSETS		7,118	7,396
EQUITY AND LIABILITIES Equity attributable to owners of the parent Share capital Reserves  Non-controlling interest Total equity		6,732 (753) 5,979 826 6,805	6,732 (422) 6,310 828 7,138
Non-current liabilities Other payable Borrowing Deferred tax liabilities	В7	-	-
Current liabilities Trade payables Other payables and accruals Borrowing Current tax liabilities	B7	313	176 82 - - 258
Total liabilities		313	258
Net assets per share attributable to equity holders of the Company (RM)		7,118	7,396

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## UNAUDITED STATEMENTS OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2018

	<> Attributable to equity holders of the Company>				Non-			
	<	Non-dist	ibutable	>	Distributable	Total	controlling interest	Total equity
·	Share capital RM'000	Share premium RM'000	Exchange translation reserve RM'000	Merger deficit RM'000	Retained earnings RM'000	RM'000	RM'000	RM'000
At 1/1/2017	13,464	15,438	(117)	(6,185)	33,306	55,906	11,779	67,685
Profit/(loss) for the period	•	-	-	_	56,896	56,896	(2,580)	54,316
Foreign currency translation	-		-	-	-		-	-
L Total comprehensive (loss)/income for the period	-	-	-	-	56,896	56,896	(2,580)	54,316
Disposal of Subsidiary (Note A13)	-	-	-	-	•	-	(8,371)	(8,371)
Share capital and share premium reduction	(6,732)	(15,438)	-	-	22,170	-	-	**
Dividend expense (Note A8)		•	-	•	(106,492)	(106,492)	-	(106,492)
At 31/12/2017	6,732	•	(117)	(6,185)	5,880	6,310	828	7,138
At 1/1/2018	6,732	-	(117)	(6,185)	5,880	6,310	828	7,138
Profit/(loss) for the period	-		<u>-</u>	-	(331)	(331)	(2)	(333)
Foreign currency translation	_	-	-	-	-	-		-
Total comprehensive loss for the period	-	<u>~</u>	-		(331)	(331)	(2)	(333)
At 31/3/2018	6,732	-	(117)	(6,185)	5,549	5,979	826	6,805

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# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

### UNAUDITED STATEMENTS OF CASH FLOW FOR THE PERIOD ENDED 31 MARCH 2018

	AS AT CURRENT FINANCIAL PERIOD ENDED 31/3/2018 RM'000	AS AT PRECEDING FINANCIAL PERIOD ENDED 31/3/2017 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		•
(Loss)/Profit before tax	(333)	8,438
Adjustments for non-cash flows: Depreciation on property, plant and equipment Fair value adjustments Gain on dilution on interest of an associate Gain on disposal of property, plant and equipment Impairment losses on receivables Interest expense Interest income Reversal of impairment losses on receivables Gain on Disposal of Subsidiary Share of loss of an associate Unrealised gain/(loss) on foreign exchange	- - - - - - - - 1	64 (7,461) - - 24 96 - - - - , (55)
Operating (Loss)/Profit Before Working Capital Changes	(332)	1,106
Changes In Working Capital: Trade and other receivables Trade and other payables	3,499 54	2,140 (1,827)
Net Cash Inflow from Operations Income tax (paid)/received	3,221	1,419 (9)
Net Cash Inflow from Operating Activities	3,221	1,410
CASH FLOW FROM INVESTING ACTIVITIES Interest received Acquisition of a business, net of cash acquired Proceeds from disposal of business Purchase of property, plant and equipment	- - -	- - - (116)
Net Cash Outflow from Investing Activities		(116)
CASH FLOW FROM FINANCING ACTIVITIES Interest paid Dividend Paid Repayment of advances from a Director	•	(30)
Net Cash Outflow from Financing Activities		(330)
NET CHANGE IN CASH AND CASH EQUIVALENTS	3,221	964
Effects of foreign exchange rate changes	•	•
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF FINANCIAL PERIOD	3,860	1,634
CASH AND CASH EQUIVALENTS AT THE END OF FINANCIAL PERIOD	7,081	2,598

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## INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

# 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 Rev Asia Berhad ("Rev Asia" or the "Company") and its subsidiaries ("Group") for the financial year ended 31 December 2017. 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 2017.

## 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 2017, except for the adoption of the following accounting standards, amendments and interpretations of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board during the current financial period:

Title	Effective Date
Amendments to MFRS 1 Annual Improvements to MFRS Standards 2014 - 2016 Cycle	1 January 2018
MFRS 15 Revenue from Contracts with Customers	I January 2018
Clarification to MFRS 15	1 January 2018
MFRS 9 Financial Instruments (IFRS as issued by IASB in July 2014)	1 January 2018
Amendments to MFRS 2 Classification and Measurement of Share-based Payment Transactions	1 January 2018
Amendments to MFRS 128 Annual Improvements to MFRS Standards 2014 - 2016 Cycle	1 January 2018
IC Interpretation 22 Foreign Currency Transactions and Advance  Consideration	1 January 2018
Amendments to MFRS 140 Transfers of Investment Property	1 January 2018
Amendments to MFRS 4 Applying MFRS 9 Financial Instruments with	See MFRS 4 Para.
MFRS 4 Insurance Contracts	46 and 48
MFRS 16 Leases	1 January 2019
IC Interpretation 23 Uncertainty over Income Tax Treatments	1 January 2019
Amendments to MFRS 128 Long-term Interests in Associates and Joint Ventures	1 January 2019
Amendments to MFRS 9 Prepayment Features with Negative Compensation	1 January 2019
Amendments to MFRS 3 Annual Improvements to MFRS Standards 2015 - 2017 Cycle	1 January 2019
Amendments to MFRS 11 Annual Improvements to MFRS Standards 2015 - 2017 Cycle	1 January 2019
Amendments to MFRS 112 Annual Improvements to MFRS Standards 2015 - 2017 Cycle	1 January 2019

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# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

Amendments to MFRS 123 Annual Improvements to MFRS Standards 2015 - 1 January 2019 2017 Cycle

Amendments to MFRS 119 Plan Amendment, Curtailment or Settlement

1 January 2019

MFRS 17 Insurance Contracts

Deferred

Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associates or Joint Venture

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

# A3 - Auditors' Report on Preceding Audited Financial Statements

The auditors' report on the Group's financial statements for the financial year ended 31 December 2017 was not qualified.

## A4 - Seasonal or Cyclicality 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

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review.

### 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 as at the date of this announcement

### A9 - Segmental Information

The Group disposed of its core operations and the disposal was completed on 1 August 2017. Prior to the disposal, the Group was organised into the following reporting segments:

### (a) Social Media

The business of owning and operating an online platform for social media users to consume online news and providing services for advertisers to spread news about their brand offerings, promotion and campaigns on social media.

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# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

### A9 - Segmental Information (continued)

#### (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, payper-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) 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.

### (d) Online Classifieds

The business of providing services related to online car classifieds. The business operates and owns a 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 car resellers.

Immediately upon the completion of the listing of iCar, Asia Ltd. ("iCar Asia") on the Australian Securities Exchange ("ASX") on 11 September 2012, the Company's shareholding in the business has diluted to approximately 37.70%. As at 7 September 2016, Rev Asia's shareholding in iCar Asia has diluted to approximately 17.28% and iCar Asia had ceased to be an associate company of Rev Asia. Arising thereto, the carrying value of the investment in iCar Asia's shares was marked-to-market by Rev Asia, via fair value adjustment. Thereafter, the Company's shareholding in iCar Asia has further diluted to approximately 16.36% as at 31 December 2016.

Rev Asia's shareholding in iCar Asia, through its wholly-owned subsidiary, ICQH, is approximately 16.32%.

On 15 May 2017, the distribution-in-specie was completed. Following thereon, ICQH ceased to be a subsidiary of the Company.

<u>REVENUE</u>	INDIVII CURRENT YEAR QUARTER 31/3/2018 RM'000	DUAL QUARTER PRECEDING YEAR CORRESPONDING QUARTER 31/3/2017 RM'000	CUMULA CURRENT YEAR TO DATE 31/3/2018 RM'000	TIVE QUARTERS PRECEDING YEAR CORRESPONDING PERIOD 31/3/2017 RM'000
Social Media	-	2,996	•	2,996
Online Media	-	3,081	-	3,081
Publishing		-	<u> </u>	
,		6,077	-	6,077

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# INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2018

(LOSS)/PROFIT BEFORE TAX				
Social Media	-	864	-	864
Online Media	-	727	-	727
Publishing	-	-	-	•
Online Classifieds	-	7,461*	-	7,461*
Other Indirect Costs#	(333)	(614)	(333)	(614)
- · -	(333)	8,438	(333)	8,438

#### Notes:

### 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 2017.

# 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.

### 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

During the financial period, there were no changes to the composition of the Group as at the date of this announcement.

# 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.

<sup>\*</sup> The investment in iCar Asia's shares was marked-to-market, via fair value adjustment downwards as disclosed in Note A9(d).

<sup>#</sup> The other indirect costs do not constitute a reportable segment as it comprises of investment holding and corporate expenses.

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

#### **B1** – Review of Performance

The Group disposed of its core business on 1 August 2017. Subsequent to the disposal, the Company was considered as a Cash Company pursuant to Rule 8.03 and Guidance Note 2 of the ACE Market Listing Requirements of Bursa Securities.

The Company together with its major shareholder, Catcha Group Pte Ltd are exploring opportunities related to internet and media businesses across the Asia region.

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

There were no material changes to the results of the preceding quarter.

### B3 - Current Year's Prospects

On 8 May 2017, Rev Asia and Youth Asia Sdn Bhd entered into a conditional sale and purchase agreement ("SPA") with Media Prima Digital Sdn Bhd, an indirect wholly-owned subsidiary of Media Prima Berhad, to dispose the entire 15,828,831 ordinary shares in Rev Asia Holdings Sdn Bhd ("Rev Asia Holdings") ("Rev Asia Holdings Shares"), representing 100% equity interest in Rev Asia Holdings and its subsidiaries after the proposed internal reorganisation for a total cash consideration of RM105,000,000 only, subject to the terms and conditions of the SPA.

Rev Asia will dispose its entire 11,080,182 Rev Asia Holdings Shares, representing 70% equity interest in Rev Asia Holdings for a cash consideration of RM73,500,000, subject to the terms and conditions of the SPA ("Proposed Disposal").

On 1 August 2017, the Company completed the Proposed Disposal. Bursa Malaysia Securities Berhad ("Bursa Securities") had vide its letter dated 3 August 2017 ("Notice") informed that Rev Asia is considered as a Cash Company pursuant to Rule 8.03 and Guidance Note 2 ("GN2") of the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"). In this respect, the Company must strictly comply with the provision and requirements in Rule 8.03 and GN2 of the Listing Requirements.

In relation to the above Proposed Disposal, the Company continues to pursue acquisitions. Also, the Company together with its major shareholder, Catcha Group Pte Ltd are exploring opportunities related to internet and media businesses across the Asia region.

### B4 - Financial Forecast, Estimate or Projection

The Group did not publish any financial forecast, estimate or projection in its Prospectus or in any public documents.

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Current quarter corresponding Cumulative cnded quarter ended period ended 31 March 31 March 2018 2017 2018 RM'000 RM'000 RM'000	period ended 31 December 2016 RM'000
Malaysian income tax:-	
Current tax: - Current year - 104 -	104
- Under provision in prior years	_
104	104
Deferred tax:	
- Original and reversal of	
temporary differences	-
years	<u>.</u>
- i04	104

Rev Social Malaysia Sdn. Bhd. ("RSM") was granted with Multimedia Super Corridor ("MSC") status on 6 January 2010. The MSC status entitles RSM to a set of incentives, rights and privileges including tax exemption on their income under the Promotion of Investments Act 1986, for a period of five (5) years commencing from 6 January 2010. RSM had obtained an approval letter dated 13 May 2011 from Malaysian Investment Development Authority ("MIDA") conferring pioneer status which valid for a period of five (5) years from 6 January 2010. Subsequently, the pioneer status has been extended to 5 January 2020.

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

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### B6 - Status of Corporate Proposals Announced But Not Completed

The Company was listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") on 22 July 2011 under the condition that the Company is required to allocate the difference between the prescribed Bumiputera equity requirement of 12.5% of the Company's enlarged number of issued shares and the actual equity interests of Bumiputera investors upon listing, to Bumiputera public investors recognised by the Ministry of International Trade and Industry ("MITI"), within one (1) year after achieving the profit track record requirement for listing on Main Market of Bursa Securities or within five (5) years after being listed on ACE Market of Bursa Securities, whichever is earlier ("Bumiputera Equity Condition").

On 21 December 2016, the Company announced that it proposed to undertake a special Bumiputera issue of up to approximately 12.5% of the enlarged issued and paid-up share capital of Rev Asia, after the completion of the Proposals mentioned above, to Bumiputera investors to be identified and/or approved by MITI at an issue price to be determined after obtaining all relevant approvals ("Proposed Special Bumiputera Issue").

On 20 February 2017, the listing application in relation to the Proposed Special Bumiputera Issue has been submitted to Bursa Securities.

On 9 March 2017, Bursa Securities had resolved to approve the listing and quotation of up to 19,234,290 new ordinary shares in the Company to be issued ("Special Issue Shares") pursuant to the Proposed Special Bumiputera Issue.

On 10 March 2017, MITI agreed to the proposal to meet Bumiputera Equity Condition via the Proposed Special Bumiputera Issue.

The Proposed Special Bumiputera Issue had been approved by the Company's shareholders at the extraordinary general meeting held on 16 June 2017.

Further details of the Proposed Special Bumiputera Issue are set out in the Company's announcements dated 21 December 2016, 20 February 2017, 10 March 2017, 13 March 2017, 16 June 2017, 24 August 2017 and 19 September 2017.

On 10 January 2018, as part of the Proposed Special Bumiputera Issue, the Company announced that the issue price for the Proposed Special Bumiputera Issue comprising of up to 19,234,290 Special Issue Shares is fixed at RM0.44 per Special Issue Share to the placees identified and/or approved by the MITI. On 16 January 2018, there were no acceptance by the placees and as such, there were no new shares issued pursuant to the Proposed Special Bumiputera Issue.

Save as disclosed above, there were no other corporate proposals announced but not completed as of the date of this announcement.

#### **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 was no material litigation pending as at the date of this announcement.

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#### B9 - Dividend

No dividend has been declared or paid as at the date of this announcement.

### **B10 - Status of Utilisation of Proceeds**

The Company did not raised fund through any corporate proposals during the current quarter under review.

### B11 - (Loss)/Earnings per Share

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

Basic (LPS)/EPS 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 31 December.

		Current quarter ended 31 March		Cumulative quarters ended 31 March	
(Loss)/Profit for the period attributable to ordinary equity		2018	2017	2018	2017
holders of the Company	(RM'000)	(331)	8,002	(331)	8,002
Weighted average number of ordinary shares in issue	('000)	134,640	134,640	134,640	134,640
Basic (LPS) / EPS	(sen)	(0.25)	5.94	(0.25)	5.94

### (b) Diluted (LPS)/EPS

There is no dilution of share capital for the Group.

#### **B12 - Authorisation for Issue**

These unaudited interim financial statements were authorised for issuance by the Board of Directors of Rev Asia on 30 May 2018.