

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

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2018

INDIVIDUAL QUARTER

CUMULATIVE QUARTERS

		INDIVIDUAL QUARTER		CUMULATIVE QUARTERS			
	Note	CURRENT YEAR QUARTER 31/12/2018 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 31/12/2017 RM'000	CURRENT YEAR TO DATE 31/12/2018 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 31/12/2017 RM'000		
Revenue	A9	-	-	-	15,373		
Cost of sales			<u> </u>		(4,080)		
Gross profit		-	-	-	11,293		
Administrative expenses		(31)	(312)	(1,065)	(13,074)		
Other expenses		-	(1)	(1)	(3,766)		
Other income		261	<u> </u>	401	54,410		
		230	(313)	(665)	48,863		
Gain on dilution of interest in an associate		-	-	-	-		
Share of loss of an associate		-	-	-	-		
Fair value adjustments	A9(d)	-	-	-	5,884		
Interest income		42	1	106	113		
Interest expense			<u>-</u>		(229)		
(Loss) / Profit before tax		272	(312)	(559)	54,631		
Taxation	B5	9		(26)	(315)		
(Loss)/Profit for the period		281	(312)	(585)	54,316		
Other comprehensive income/(loss): Foreign currency translation		-	-	-	-		
Total comprehensive (loss)/ income for the period		281	(312)	(585)	54,316		
Attributable to: Equity holders of the Company Non-controlling interest		281	(279) (33)	(620)	56,896 (2,580)		
Total comprehensive (loss)/ income for the period		281	(312)	(585)	54,316		
(Loss)/Earnings per share: Basic earnings per share (sen) Diluted earnings per share (sen)		0.21 N/A	(0.23) N/A	(0.43) N/A	40.34 N/A		

 $N/A-Not\ Applicable$

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

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

UNAUDITED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

	Note	(UNAUDITED) AS AT 31/12/2018 RM'000	(AUDITED) AS AT 31/12/2017 RM'000
ASSETS			
Non-current assets			
Property, plant and equipment		-	-
Intangible assets		-	
Current assets			
Trade receivables		-	-
Other receivables, deposits and			
prepayments		506	3,526
Cash and cash equivalents		6,377	3,860
Current tax assets		6,894	7,397
Non-current asset held for distribution –		0,094	1,391
Other investment	A9(d)	_	_
	,	6,894	7,397
TOTAL ASSETS		6,894	7,397
EQUITY AND LIABILITIES Equity attributable to owners of the parent Share capital Reserves Non-controlling interest Total equity		6,732 (169) 6,563 	6,732 (412) 6,320 828 7,148
Non-current liabilities			
Other payable			-
Borrowing	B7	-	-
Deferred tax liabilities			
Current liabilities			-
Trade payables		239	_
Other payables and accruals		92	249
Borrowing	B7	-	-
Current tax liabilities			
Total liabilities		331	249
1 otal nabinties		331_	249
TOTAL EQUITY AND LIABILITIES		6,894	7,397
Net assets per share attributable to			
equity holders of the Company (RM)		0.05	0.05

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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

	<> Attributable to equity holders of the Company>					>	N	
	<non-distributable< th=""><th>></th><th colspan="2">Distributable Total</th><th>Non- controlling interest</th><th>Total equity</th></non-distributable<>		>	Distributable Total		Non- 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 for the period	-	-	-	-	56,906	56,906	(2,580)	54,326
Foreign currency translation	-	-		-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	-	-	56,906	56,906	(2,580)	54,326
Disposal of Subsidiary	-	-	-	9,324	(9,324)	-	(8,371)	(8,371)
Share capital and share premium reduction	(6,732)	(15,438)	-	-	22,170	-	-	-
Dividend expense	-	-	-	-	(106,492)	(106,492)	-	(106,492)
At 31/12/2017	6,732	-	(117)	3,139	(3,434)	6,320	828	7,148
At 1/1/2018	6,732	-	(117)	3,139	(3,434)	6,320	828	7,148
Profit/(loss) for the period	-	-	-	-	(620)	(620)	35	(585)
Foreign currency translation	-	-		-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	-	-	(620)	(620)	35	(585)
Reclassification	-	-	-	-	863	863	(863)	-
At 31/12/2018	6,732	-	(117)	3,139	(3,191)	6,563	-	6,563

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

UNAUDITED STATEMENTS OF CASH FLOW FOR THE PERIOD ENDED 31 DECEMBER 2018

CASH FLOW FROM OPERATING ACTIVITIES	AS AT CURRENT FINANCIAL PERIOD ENDED 31/12/2018 RM'000	AS AT PRECEDING FINANCIAL PERIOD ENDED 31/12/2017 RM'000
(Loss)/Profit before tax	(559)	54,316
Adjustments for non-cash flows: Depreciation on property, plant and equipment Fair value adjustments Impairment losses on receivables Interest expense Interest income Reversal of impairment losses on receivables Gain on Disposal of Subsidiary Unrealised (gain)/loss on foreign exchange	- - - (106) - - (13)	160 (5,884) 196 229 (113) (139) (54,122) 83
Operating (Loss)/Profit Before Working Capital Changes	(678)	(5,274)
Changes In Working Capital: Trade and other receivables Trade and other payables	3,020 95	(565) (1,258)
Net Cash Inflow from Operations Income tax (paid)/received	2,437 (26)	(7,097) (15)
Net Cash Inflow from Operating Activities	2,411	(7,112)
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 Net Cash Outflow from Investing Activities	106 - - - - 106	70,000 (260) 69,853
CASH FLOW FROM FINANCING ACTIVITIES Interest paid Dividend Paid Advance from a Director Repayment of advances from a Director Net Cash Outflow from Financing Activities	- - - -	(220) (59,242) - (1,044) (60,515)
NET CHANGE IN CASH AND CASH EQUIVALENTS	2,517	2,226
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	6,377	3,860

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 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	1 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 MFRS 4 Insurance Contracts	See MFRS 4 Para. 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 -	1 January 2019

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

2017 Cycle

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

1 January 2021

Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets Deferred

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 disposed of its core operations and the disposal was completed on 1 August 2017. Prior to the disposal, 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

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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.

(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%.

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

A9 – Segmental Information (Continued)

(d) Online Classifieds (continued)

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

	INDIVIDUAL QUARTER		CUMULA	TIVE QUARTERS
<u>REVENUE</u>	CURRENT YEAR QUARTER 31/12/2018 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 31/12/2017 RM'000	CURRENT YEAR TO DATE 31/12/2018 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 31/12/2017 RM'000
Social Media	-	-	-	7,422
Online Media	-	-	-	7,951
Publishing	-	-	-	-
				15,373
(LOSS)/PROFIT BEFORE TAX				
Social Media	-	-	-	950
Online Media	-	-	-	(1,242)
Publishing	-	-	-	-
Online Classifieds	-	-	-	5,884*
Other Indirect Costs#	272	(312)	(559)	49,039
	272	(312)	(559)	54,631

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.

^{*} The investment in iCar Asia's shares was marked-to-market, via fair value adjustment downwards as disclosed in Note A9(d).

[#] The other indirect costs do not constitute a reportable segment as it comprises of investment holding and corporate expenses.

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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

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.

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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.

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.

On 30 July 2018, the Company announced that it has entered into a Memorandum of Understanding with its majority shareholder, Catcha Group Pte Ltd, in respect of the proposed acquisition of a majority interest in a foreign owned group of companies with foreign based operations.

On 1 August 2018, the Company announced that it has submitted an application to Bursa Securities for a proposed extension of time from 3 August 2018 to 2 February 2019 to submit its regularisation plan in accordance to Guidance Note 2 of the ACE Market Listing Requirements. On 21 August 2018, the Company announced that Bursa Securities, vide its letter dated 20 August 2018, has granted the Company an extension of time up to 2 February 2019 to submit the regularisation plan to the regulatory authorities.

On 29 October 2018, the Company announced that it has extended its Memorandum of Understanding with Catcha Group for a further sixty (60) days to 28 December 2018. Subsequently on 28 December 2018, the Company announced a further extension to the said Memorandum of Understanding for a further six months, expiring on 28 June 2019.

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On 31 January 2019, Affin Hwang IB had, on behalf of the Board, announced that the Company had, on 16 January 2019, submitted an application to Bursa Securities for a proposed extension of time from 3 February 2019 to 2 August 2019 to submit the Regularisation Plan. Bursa Securities had, vide its letter dated 30 January 2019, granted the Company an extension of time up to 2 August 2019 to submit the Regularisation Plan to the regulatory authorities.

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.

B5 – Taxation

B3 Taxation	Current quarter ended 31 December 2018 RM'000	Preceding year corresponding quarter ended 31 December 2017 RM'000	Cumulative period ended 31 December 2018 RM'000	Preceding year corresponding period ended 31 December 2017 RM'000
Malaysian income tax:- Current tax:				
- Current year	(9)	-	26	302
- Under provision in prior years				13
	(9)		26	315
Deferred tax: - Original and reversal of				
temporary differences	-	-	-	-
 Over provision in prior years 				
	(9)		26	315

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

Subsequent to the quarter in review, the Company announced on 30 July 2018 that it has entered into a Memorandum of Understanding with its majority shareholder, Catcha Group Pte Ltd, in respect of the proposed acquisition of a majority interest in a foreign owned group of companies with foreign based operations

On 1 August 2018, the Company announced that it has submitted an application to Bursa Securities for a proposed extension of time from 3 August 2018 to 2 February 2019 to submit its regularisation plan in accordance to Guidance Note 2 of the ACE Market Listing Requirements. On 21 August 2018, the Company announced that Bursa Securities, vide its letter dated 20 August 2018, has granted the Company an extension of time up to 2 February 2019 to submit the regularisation plan to the regulatory authorities.

On 31 January 2019, Affin Hwang IB had, on behalf of the Board, announced that the Company had, on 16 January 2019, submitted an application to Bursa Securities for a proposed extension of time from 3 February 2019 to 2 August 2019 to submit the Regularisation Plan. Bursa Securities had, vide its letter dated 30 January 2019, granted the Company an extension of time up to 2 August 2019 to submit the Regularisation Plan to the regulatory authorities.

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.

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.

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INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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 December		Cumulative quarte ended 31 December	
(Loss)/Profit for the period attributable to ordinary equity holders of the Company	(RM'000)	2018 281	(312)	2018 (585)	2017 54,316
Weighted average number of ordinary shares in issue	('000)	134,640	134,640	134,640	134,640
Basic (LPS) / EPS	(sen)	0.21	(0.23)	(0.43)	40.34

(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 27 February 2019.