

EXPLANATORY NOTES AND ADDITIONAL INFORMATION

1. Basis of Preparation

This interim financial report is unaudited and has been prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Financial Reporting Standards (“MFRS”) 134, *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board (“MASB”).

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Company and its subsidiaries (“the Group”) subsequent to 31 December 2014.

The significant accounting policies and methods of computation applied in the unaudited condensed interim financial statements are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2014 except for the mandatory adoption of the following new and revised Malaysian Financial Reporting Standards (“MFRS”) and Issues Committee Interpretations (“IC Int.”) effective for annual periods beginning on or after 1 July 2014:-

Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2011-2013 Cycle)*

Amendments to MFRS 2, *Share-based Payment (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 3, *Business Combinations (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*

Amendments to MFRS 8, *Operating Segments (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 13, *Fair Value Measurement (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*

Amendments to MFRS 116, *Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 119, *Employee Benefits – Defined Benefit Plans: Employee Contributions*

Amendments to MFRS 124, *Related Party Disclosures (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 138, *Intangible Assets (Annual Improvements 2010-2012 Cycle)*

Amendments to MFRS 140, *Investment Property (Annual Improvements 2011-2013 Cycle)*

The adoption of the above did not have any significant effects on the interim financial report upon their initial application.

2. Seasonality or Cyclicity of Interim Operations

Generally, the Group’s operations are not affected by seasonal or cyclical factors. However, the Group’s share of profit from an associate company which is involved in the job portal business may be negatively impacted in the last quarter of the year as recruitment activities tend to slow down towards year-end and during major holidays.

3. Unusual Items

There were no items or events that arose during the quarter under review, which affected assets, liabilities, equity, net income or cash flows that are unusual by reason of their nature, size or incidence.

4. Changes in Estimates

There were no changes in the nature and amount of estimates reported that have a material effect during the quarter under review.

5. Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the quarter under review.

6. Dividends Paid

The Company had on 24 February 2015 declared a fourth interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each for the financial year ended 31 December 2014 amounting to RM12.250 million. The dividend was subsequently paid on 27 March 2015.

7. Operating Segments

Segment information is not presented as the principal activity of the Group is primarily in investment holding with associates in Taiwan and Malaysia.

8. Subsequent Events

On 7 May 2015, the Company completed a share consolidation exercise involving the consolidation of every five (5) ordinary shares of RM0.10 each into one (1) ordinary share of RM0.50 each in the Company.

Other than the above, there were no material events subsequent to the end of the current quarter under review that have not been reflected in the financial statements for the current quarter.

9. Changes in the Composition of the Group

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

10. Changes in contingent assets and contingent liabilities

A former director of a subsidiary has filed a legal suit against the subsidiary for alleged wrongful dismissal. On 15 April 2015, a judgment requiring the subsidiary to pay JPY29 million with interest at a rate of 5% per annum from 3 May 2013, estimated to amount to approximately RM1 million, was awarded in favour of the former director. The Group intends to file an appeal.

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Other than the above, there were no other material contingent liabilities or contingent assets as at 12 May 2015 (being the latest practicable date not earlier than 7 days from the date of issue of this interim financial report).

11. Capital Commitments

**As at
31.3.2015
RM’000**

Property and equipment

Contracted but not provided for:

Within one year

31

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12. Review of Performance for the Quarter

For the quarter ended 31 March 2015, consolidated revenue amounted to RM0.6 million, which is consistent with the revenue in the corresponding quarter in the preceding year. On a pre-tax basis, the Group’s profit before tax (“PBT”) increased by more than 100% to RM2.8 million compared with RM1.3 million reported in the corresponding quarter in the preceding year. The increase was attributed to higher other operating income, interest income and share of profit of equity accounted associates, and partially negated by higher operating expenses.

Included in other operating income during the current quarter are, an interim payment of RM0.8 million received from SEEK Asia Investments Pte Ltd (“SEEK Asia”) towards the settlement of the Closing Date Financial Adjustment (see Note 18), income related to the Transition Services Agreement entered into with SEEK Asia of RM0.4 million, and rental income from the lease of office space to SEEK Asia’s subsidiaries of RM0.5 million.

Share of profit from equity accounted associates in Q1 grew by 38.8% year-on-year mainly driven by the Group’s associate in Taiwan whose performance continues to meet expectations.

The higher operating expenses is mainly related to higher staff costs as certain key management personnel and staff were transferred to the Group in the third and fourth quarters of 2014 in conjunction with the disposal of the job portal business to SEEK Asia, whereas these headcounts previously resided in a subsidiary sold to SEEK Asia.

13. Comparison with previous quarter's results

	<u>Q1 2015</u> <u>Current Quarter</u> RM’000	<u>Q4 2014</u> <u>Preceding Quarter</u> RM’000
Revenue		
- Continuing operations	590	15,450
- Discontinued operations	-	23,159
	<u>590</u>	<u>38,609</u>
Profit before tax		
- Continuing operations	2,824	15,857
- Discontinued operations	-	1,885,612
	<u>2,824</u>	<u>1,901,469</u>

For the current quarter under review, the Group recorded a significantly lower revenue of RM0.6 million compared with RM38.6 million recorded in the preceding quarter. Revenue for the

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preceding quarter included revenue of the Disposal Group from 1 October 2014 to 19 November 2014. In addition, in the preceding quarter, the Group recognized a dividend in specie amounting to RM14.8 million received from the Group’s quoted investments in Hong Kong.

In terms of profitability, the Group achieved a profit before tax of RM2.8 million during the current quarter. PBT in the preceding quarter of RM1,901.5 million included gain on disposal of subsidiaries amounting to RM1,881.2 million (net of transaction costs), dividend in specie of RM14.8 million, gain on disposal of quoted investments amounting to RM2.4 million, higher interest income of RM5.4 million partially offset by higher bonus expense of RM3.9 million and impairment on other investments of RM2.8 million.

14. Prospects for the Year 2015

Subsequent to the disposal of the online job portal business to SEEK Asia on 20 November 2014, the Group’s future prospects will depend on the performance of its associated companies in Taiwan and Malaysia, quoted investments in Hong Kong, and operating activities, including Autoworld, in Malaysia. The Group will derive income primarily from the provision of website advertising services on Autoworld, transition services provided to SEEK Asia, dividend income from its quoted investments and rental of office space. The Board and management will endeavour to identify and evaluate new businesses and/or assets to be acquired by the Company which can contribute to the financial performance of the Group. Subsequent to the disposal of the online job portal business, the Group has a healthy cash position and does not have any debt.

Uncertain economic conditions may however affect the performance of the Group’s existing businesses, associated companies and investments. Additionally, the acquisition of suitable new businesses and/or assets will take time.

15. Profit Forecast

No profit forecast was announced hence there is no comparison between actual results and forecast.

16. Taxation

The taxation charge for the current quarter includes the following:

	Individual and Cumulative Quarter Ended	
	31.3.2015	31.3.2014
	RM’000	RM’000
Estimated current tax payable	465	7,313
Deferred taxation	-	(1,116)
	<u>465</u>	<u>6,197</u>

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17. Quoted Investments

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

	Individual and Cumulative Quarter Ended 31.3.2015 RM’000
Quoted securities of associate companies	
Share of results and changes in equity in associates and exchange differences	8,064
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Long term:	
Sale proceeds	-
Gain on disposal of quoted securities	-
Changes in fair value	2,478
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Short term:	
Purchase consideration	20,018
Sale proceeds	-
Changes in fair value	15
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The Group’s available-for-sale investments in quoted securities, investments in the quoted securities of associate companies and other short term investments in quoted securities as at 31 March 2015 are summarized below:

	RM’000
At cost	127,385
At carrying value/book value	159,821
At market value	241,216
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Other than the above, there was no purchase or disposal of quoted securities during the financial period under review.

18. Status of Corporate Proposals

(a) Proposed disposal of ordinary shares in JS E-Recruitment Ltd

The Company had on 24 June 2009 entered into a Share Sale Agreement (the “SSA”) with Daffodil Computers Limited, a company incorporated in Bangladesh with its registered office at 64/3 Lake Circus, Kelabagan, Dhaka 1205, Bangladesh (“Daffodil”) for the disposal of 60,000 ordinary shares of BDT 10 each in the share capital of JS E-Recruitment Ltd. (“JSE”) to Daffodil, representing 60% equity interest in the issued and paid-up share capital of JSE for a total cash consideration of USD1.00 (equivalent to RM3.549 based on the exchange rate as at 23 June 2009 of USD1:RM3.549).

(b) Completion of the disposal of JobStreet.com Pte. Ltd. (“JSPL”) and Agensi Pekerjaan JS Staffing Services Sdn Bhd (“Proposed Disposals”) followed by the distribution of a special dividend (collectively known as the “Proposals”)

Reference is drawn to the announcements made to Bursa Malaysia Securities Berhad on 19 February 2014, 21 February 2014, 29 April 2014, 12 May 2014, 14 May 2014, 15 May 2014, 24 June 2014, 1 July 2014, 19 August 2014, 21 August 2014, 9 October 2014, 31 October 2014, 20 November 2014 and the Circular to Shareholders dated 29 April 2014.

On 20 November 2014, the Board had announced that on even date, a total amount of RM1,562.8 million, being the Closing Payment (calculated as the Adjusted Consideration minus the Set-Off Amount), had been paid by SEEK Asia to the Company in accordance with the conditional Share Sale Agreement and the Amendment Letter. The balance of RM369.9 million, being the Set-Off Amount, had been set-off against the special cash dividend payable to Seek International Investment Pty Ltd pursuant to the Amended Proposed Distribution completed on 24 December 2014. In view of the above, the Proposed Disposals have been completed (“Closing”). Subsequent to Closing, there shall be a final settlement of the Estimated Amount between the Company and SEEK Asia being the Closing Date Financial Adjustment which shall be determined and agreed between the parties later.

On 24 December 2014, the Amended Proposed Distribution had been completed with the payment of a special dividend of RM2.65 sen per ordinary shares of RM0.10 each amounting to RM1,487.1 million (after deducting the Set-Off Amount).

19. Group Borrowings and Debt Securities

There are no other borrowings or debt securities in the Group.

20. Material Litigation

Other than the legal suit disclosed in Note 10, the Group is not engaged in any material litigation either as plaintiff or defendant and the directors do not have any knowledge of any proceedings pending or threatened against the Group as at the date of this report.

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21. Dividend

The Company had on 19 May 2015 declared a first interim single tier dividend of 0.625 sen per ordinary share of RM0.50 each for the financial year ending 31 December 2015 amounting to RM0.875 million computed based on the issued and paid-up share capital as at 12 May 2015. The dividend entitlement and payment dates will be announced at a later date.

During the previous corresponding period, the Company had declared a first interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each for the financial year ended 31 December 2014 amounting to RM11.504 million. The interim single tier of 0.625 sen per ordinary share of RM0.50 each for the current quarter is in line with the financial performance of the Group and the dividend policy of the Company. In light of the current cash position in addition to anticipated dividends from associated companies and investments, the Board has after due deliberations decided to maintain the existing dividend policy at the current time.

22. Earnings Per Share

(a) Basic earnings per share

The basic earnings per share is calculated by dividing the Group’s net profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Individual and Cumulative Quarter Ended	
	31.3.2015	31.3.2014
Net profit attributable to owners of the Company (RM’000)		
- Continuing operations	2,396	1,289
- Discontinued operations	-	15,328
	2,396	16,617
Weighted average number of shares in issue (‘000)	700,000	636,604
Basic earnings per share (sen)		
- Continuing operations	0.34	0.20
- Discontinued operations	-	2.41
	0.34	2.61

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(b) Fully diluted earnings per share

The fully diluted earnings per share is calculated by dividing the net profit attributable to owners of the Company by the weighted average number of shares in issue adjusted for dilutive potential shares issueable in respect of outstanding ESOS options granted by the Company.

	Individual and Cumulative Quarter Ended	
	31.3.2015	31.3.2014
Net profit attributable to owners of the Company (RM'000)		
- Continuing operations	2,396	1,289
- Discontinued operations	-	15,328
	2,396	16,617
Weighted average number of shares in issue ('000)	700,000	636,604
Adjustments for share options (RM'000)	-	10,102
	700,000	646,706
Diluted earnings per share (sen)		
- Continuing operations	0.34*	0.20
- Discontinued operations	-*	2.37
	0.34*	2.57

* The diluted earnings per share is the same as the basic earnings per share as there were no potential dilutive ordinary shares as at 31 March 2015.

On 7 May 2015, the Company completed a share consolidation exercise involving the consolidation of five (5) existing ordinary shares of RM0.10 each into one (1) ordinary share of RM0.50 each in the Company (“Share Consolidation”). There will be a corresponding increase in the EPS as a result of the decrease in the number of shares in the Company pursuant to the Share Consolidation.

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23. Realised and Unrealised Profits/losses

	Group As at 31.3.2015	Group As at 31.12.2014
Total retained earnings of the Company and its subsidiaries:		
- Realised	35,413,917	34,270,968
- Unrealised	(392,833)	(115,442)
Total share of retained earnings of associated companies:		
- Realised	7,452,945	5,742,635
- Unrealised	67,200	(5,605)
Total share of accumulated losses of joint venture:		
- Realised	(3,155,675)	(3,155,674)
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	39,385,554	36,736,882
Add: Consolidation adjustments	10,250,924	22,754,044
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Total retained profits	49,636,478	59,490,926
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24. Profit for the Period

	Individual Quarter Ended 31.3.2015 RM'000	31.3.2014 RM'000
Profit for the period is arrived at after (charging)/crediting:-		
Depreciation	(66)	(771)
Foreign exchange gain/(loss)	297	(528)
Reversal/ impairment (loss) on trade receivables	-	(114)
Bad debts recovered/(written off)	(1)	(3)

Save as disclosed above and in the Condensed Consolidated Income Statement, the other items as required under Appendix 9B, Part A(16) of the Main Market Listing Requirements are not applicable.

25. Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors on 19 May 2015.