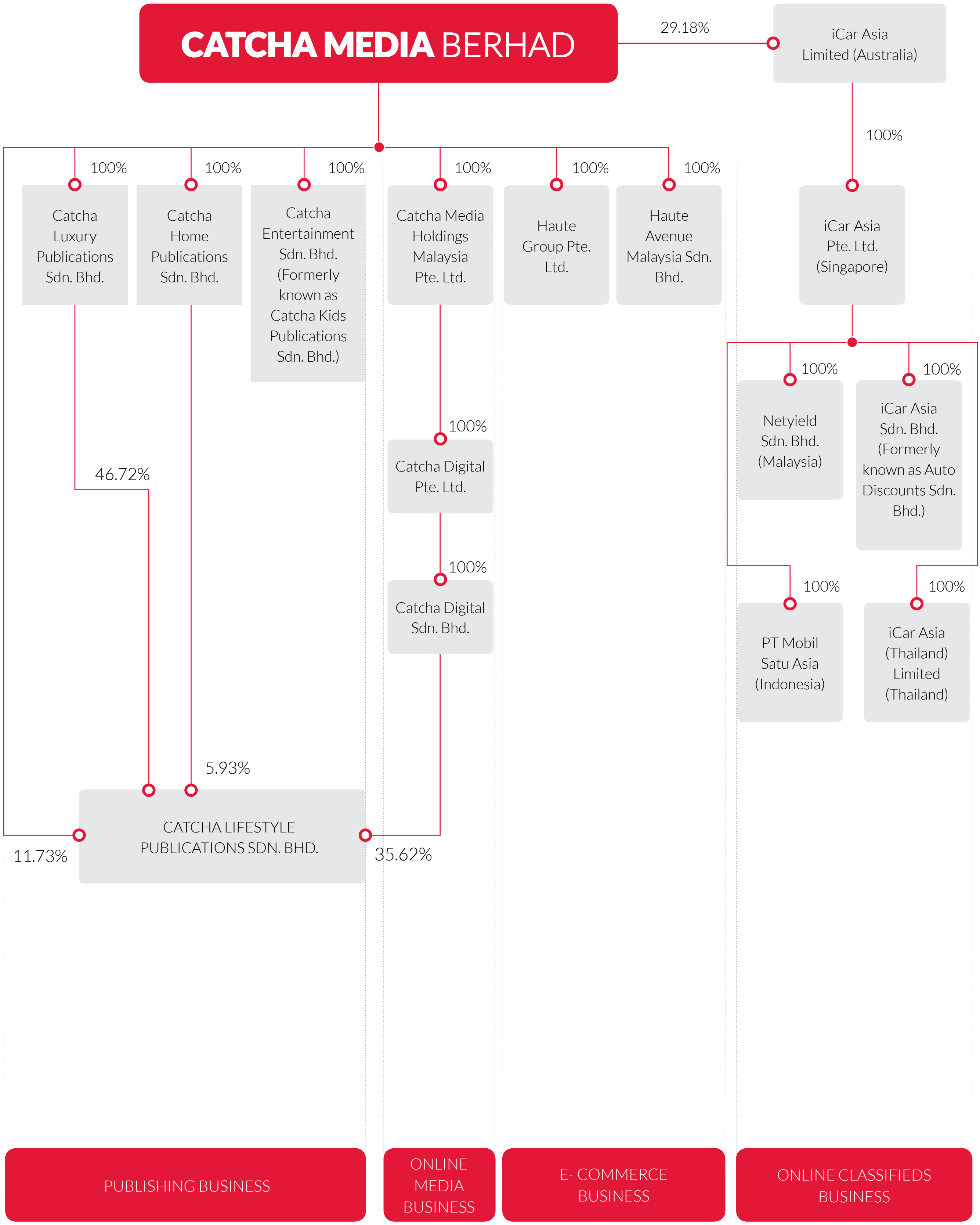
CATCHA MEDIA

ANNUAL REPORT 2012

CONTENTS

GROUP CORPORATE STRUCTURE

The group structure of Catcha Media Berhad & its subsidiaries is as follows:



BOARD OF DIRECTORS

Dato' Larry Gan Nyap Liou @ Gan Nyap Liow
(Chairman / Independent Non-Executive Director)
Patrick Y-Kin Grove
(Executive Director / Chief Executive Officer)
Kensuke Tsurumaru
(Non-independent Non-Executive Director)
Lucas Robert Elliott
(Non-independent Non-Executive Director)
Mah Yong Sun
(Independent Non-Executive Director)
Dr. Lim Yin Chow
(Independent Non-Executive Director)

AUDIT AND RISK MANAGEMENT COMMITTEE

Dato' Larry Gan Nyap Liou @ Gan Nyap Liow
(Chairman)
Mah Yong Sun
(Member)
Dr. Lim Yin Chow
(Member)

REMUNERATION COMMITTEE

Mah Yong Sun
(Chairman)
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow
(Member)
Dr. Lim Yin Chow
(Member)

NOMINATION COMMITTEE

Mah Yong Sun
(Chairman)
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow
(Member)
Dr. Lim Yin Chow
(Member)

COMPANY SECRETARIES

Tai Yit Chan (MAICSA 7009143)

Tan Ai Ning (MAICSA 7015852)

REGISTERED OFFICE

Lot 6.05, Level 6
KPMG Tower
8 First Avenue
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47800 Petaling Jaya
Selangor Darul Ehsan
Malaysia
T : (03) 7720 1188
F : (03) 7720 1111

HEAD / MANAGEMENT OFFICE

No. 45-07, 7th Floor
The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Malaysia
T : (03) 2297 0999
W : www.catchamedia.com
E : publicrelations@catchacorp.com

SHARE REGISTRAR

Boardroom Corporate Services (KL) Sdn Bhd
(3775-X)

Lot 6.05, Level 6
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8 First Avenue
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47800 Petaling Jaya
Selangor Darul Ehsan
Malaysia
T : (03) 7720 1188
F : (03) 7720 1111

SPONSOR

RHB Investment Bank Berhad (19663-P)

Level 10, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Malaysia
T : (03) 9287 3888
F : (03) 9287 2233 / 3355

AUDITORS

BDO (AF0206)

12th Floor
Menara Uni.Asia
No. 1008, Jalan Sultan
Ismail 50250
Kuala Lumpur, Malaysia
T : (03) 2616 2888

PRINCIPAL BANKERS

HSBC Bank Malaysia Berhad

Public Bank Berhad

RHB Bank Berhad

The Hongkong and Shanghai Banking Corporation Limited

STOCK EXCHANGE LISTING

ACE Market
Bursa Malaysia
Securities Berhad
Stock Name: CATCHA
Stock Code: 0173

Dato' Larry Gan Nyap Liou @ Gan Nyap Liow ("Dato' Larry")

Dato' Larry, a Malaysian, aged 59, is the Independent Non-Executive Chairman of our Group and was appointed to our Board on 19 November 2010. He serves as the Chairman of the Audit and Risk Management Committee and a member of the Nomination and Remuneration Committees, respectively. Dato' Larry is a chartered accountant and a certified management consultant.

He spent 26 years with Accenture, the world's leading consulting firm, during which time he held many global leadership roles, consulted on strategic projects for multinational corporations, and worked with innovative technologies around the world. He was the Managing Partner for Asia, and between 1999 to 2003, he managed the firm's multibillion dollar Venture Fund in Asia Pacific and concluded investments in China, Japan, Australia and Singapore.

He served as Chairman of the Association of Computer Industry Malaysia ("PIKOM"), Vice-President of the Association of Asian Oceania Computer Industry Organisation and a Member of the Minister of Science & Technology Think Tank, Copyright Tribunal, Labuan International Financial Exchange Committee, MIMOS Berhad (Government Technology Research) and the Malaysia US Business Council.

Presently, he is Chairman of Cuscapi Berhad and Diversified Gateway Solutions Berhad and a Board Member of Tanjong Plc, AmBank (M) Berhad, AMMB Holdings Berhad, Amcorp Properties Berhad, Formis Resources Berhad, Saujana Resort (M) Berhad, Tien Wah Press Holdings Berhad, Prestariang Berhad, Bukit Jalil Development Sdn. Bhd. and Badan Pengawas Pemegang Saham Minoriti Berhad. He is also Chairman of the British Malaysian Chamber of Commerce and Board Member of the Minority Shareholder Watchdog Group.

Dato' Larry has attended all seven (7) Board of Directors' Meetings held during the financial year. He has no conflict of interest with the Company and does not have any relationship with any of the directors and/or major shareholders of the Company. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

Mah Yong Sun ("Yong Sun")

Yong Sun, a Malaysian, aged 51, is an Independent Non-Executive Director of our Group and was appointed to our Board on 19 November 2010. He serves as the chairman of the Nomination and Remuneration Committees respectively and is a member of the Audit and Risk Management Committee. In 1984, he graduated with a Bachelor of Science (Engineering) in Computing Science from University of London's Imperial College of Science and Technology, United Kingdom. After graduation, he joined Accenture, a global management and technology consulting firm, where he served for 25 years until his retirement in 2009. Yong Sun was a partner in Accenture for 12 years and held many leadership roles including change management competency group lead for Asia, communications and high technology lead for Thailand, Malaysia, Philippines and Indonesia, and communications sector for Greater China.

He has extensive experience in the media and communication industries, strategic information planning, complex systems implementation and business operations. He is currently a Non-Executive Director of Cuscapi Consulting Services Sdn Bhd, Prosten Technology Holdings Limited, Hong Kong, and Celcom Axiata Berhad. He is also sits on the Development Board of Imperial College London.

Yong Sun has attended all seven (7) Board of Directors' Meetings held during the financial year. He has no conflict of interest with the Company and does not have any relationship with any of the directors and/or major shareholders of the Company. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

Patrick Y-Kin Grove ("Patrick")

Patrick, an Australian, aged 38, is an indirect Major Shareholder of our Group and was appointed as Non-Independent Non-Executive Director on 6 October 2010. Subsequent on 30 November 2011, he was re-designated as Executive Director / Chief Executive Officer. He graduated with a Bachelor of Commerce in Finance from University of Sydney, Australia in 1997 and he is also a Chartered Accountant, a member of the Institute of Chartered Accountants of Australia. After graduation, Patrick began his career with Arthur Andersen, Sydney, Australia in the Corporate Finance Division. While working in Arthur Andersen, he specialised in Mergers and Acquisitions and extraction of investment value in high growth, media, new media and technology environments. He resigned from Arthur Andersen in 1999 and co-founded Catcha.com Limited in 1999.

Over the years, Patrick has built a number of media and internet-based businesses in Asia and has been independently recognised with numerous international awards such as a Global Leader of Tomorrow by the World Economic Forum (2001), a New Asian Leader by the World Economic Forum (2003), a Young Entrepreneur of the Year by the Australian Chamber of Commerce, Singapore (2004), a Top Entrepreneur under 40 by Business Week Asia (2008) and a Top 50 Global Achiever by Australia Unlimited (2013).

Patrick has attended all seven (7) Board of Directors' Meetings held during the financial year. He has no conflict of interest with the Company and does not have any relationship with any of the directors. Currently, he is the Group Chief Executive Officer and a major shareholder of Catcha Group Pte. Ltd.. He is also the Chairman of iProperty Group Limited and iCar Asia Limited, both are Australian Securities Exchange ("ASX") listed companies. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

Kensuke Tsurumaru ("Kensuke")

Kensuke, a Japanese, aged 38, is an indirect Major Shareholder of our Group and was appointed as Executive Director / Chief Executive Officer of our Group on 6 October 2010. Subsequently, he was re-designated as Executive Director on 30 November 2011 and Non-Independent Non-Executive Director on 30 March 2012, respectively. He graduated with a Bachelor of Commerce in Accounting and Marketing from University of Sydney, Australia in 1998. He began his career at ICM Marketing Japan K.K., a business-to-business event management company in Tokyo, Japan as a Senior Project Manager. In 1999, he joined Patrick and Luke in the formation of Catcha.com Limited. Prior to joining our Company, Kensuke was the Chief Executive Officer of iProperty Group Limited and he was instrumental in the development, growth and success of iProperty Group Limited including its listing on the ASX.

He has attended all seven (7) Board of Directors' Meetings held during the financial year. He has no conflict of interest with the Company and does not have any relationship with any of the directors. He is also a Non-Executive Director and a major shareholder of Catcha Group Pte. Ltd.. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

Dr. Lim Yin Chow ("Dr. Lim")

Dr. Lim, a Malaysian, aged 50, is an Independent Non-Executive Director of our Group and was appointed to our Board on 3 January 2012. He serves as a member in the Audit and Risk Management, Nomination and Remuneration Committees respectively. Dr. Lim is deemed interested in the shares of the Company by virtue of his shareholding in HSC Healthcare Sdn Bhd, which in turn holds 8.99% of the issued paid up share capital of the Company.

Dr. Lim graduated from the University of Hong Kong with MBBS degree in 1992. He has many years of business experience in Hong Kong, Singapore and Malaysia where he founded several companies and he is fully involved in the running of the companies such as operations and management, business development and corporate financial management of the companies.

He is currently the Chairman of HSC Healthcare Sdn Bhd as well as the co-founder of HSC Healthcare group of companies and several other private limited companies. He is also a board member of Signature International Berhad.

He has attended all seven (7) Board of Directors' Meetings held during the financial year. He has no conflict of interest with the Company and does not have any relationship with any of the directors and/or major shareholders of the Company. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

Lucas Robert Elliott ("Luke")

Luke, an Australian, aged 37, is an indirect Major Shareholder of our Group and was appointed as Non-Independent Non-Executive Director on 1 April 2013. He graduated with a Bachelor of Commerce in Finance from University of Sydney, Australia in 1998. In 1999, he joined Patrick and Kensuke in the formation of Catcha.com Limited. Luke is one (1) of the region's leading experts in migrating advertising and content models to the new media arena. His experience lies in developing fast moving online business models, monetising online media assets and executing corporate transactions including mergers and acquisitions, capital raisings and public listings.

Luke did not attend any Board of Directors' Meetings held during the financial year ended 31 December 2012 as he was appointed to our Board on 1 April 2013, which is after the financial year ended 31 December 2012. He has no conflict of interest with the Company and does not have any relationship with any of the directors. Currently, he is the Executive Director and a major shareholder of Catcha Group Pte. Ltd.. He is also the Non-Executive Director of iProperty Group Limited and iCar Asia Limited, both are ASX listed companies. He has had no conviction for any offences within the past ten (10) years, other than traffic offences, if any.

FINANCIAL HIGHLIGHTS

	2010 RM mil	2011 RM mil	2012 RM mil
Revenue	35.424	38.804	**37.500**
EBITDA	10.925	1.002	**5.181**
Profit before tax	10.823	0.823	**4.877**
Profit after tax / Net profit attributable to equity holders	8.103	0.007	**5.210**
Current assets	16.900	23.749	**13.487**
Total assets	19.245	39.568	**41.212**
Share capital	11.000	13.464	**13.464**
Reserves	(5.708)	9.735	**14.908**
Shareholders' equity	5.291	23.199	**28.372**
Net operating cash flow	1.529	0.772	**3.247**
Capital expenditure	0.277	0.571	**0.364**
Earnings per share (sen)	31.26	0.006	**3.869**
Net assets per share (RM)	0.05	0.17	**0.21**

Dear valued Shareholders and Stakeholders,

On behalf of the Board of Directors, it gives me great pleasure to present to you our Annual Report for the financial year ended ("FY") 31 December 2012.

2012 was another remarkable and eventful year for the Group after the successful listing on 22 July 2011 on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). Amongst others, the Group had injected its Malaysian online classifieds assets and automotive publications to iCar Asia Limited ("iCar Asia") to become the largest shareholder of iCar Asia, which subsequently listed on the Australian Securities Exchange ("ASX") on 11 September 2012. The Group is excited about this investment and the opportunity it provides to the Group to be involved in leading online car portals in Indonesia, Thailand and Malaysia.

FINANCIAL RESULTS

In tandem with the encouraging performance of the Malaysian economy on the back of global recovery, the Group managed to achieve satisfactory results for FY2012. Local demand continued to remain as our main revenue support pillar as the Malaysian economy achieved a commendable 5.6% Gross Domestic Product for the full year, in spite of the unpredictable outcome of international economies. Against this backdrop, I am pleased to report that for the FY2012, the Group recorded profit before tax ("PBT") of RM4.877 million at the back of the Group revenue of RM37.500 million as compared to the PBT of RM0.823 million for the FY2011 at the back of Group revenue of RM38.804 million.

This was mainly attributed to the profit contribution by Publishing Business and Online Media Business of approximately RM2.790 million and RM0.547 million respectively. In addition, Online Classifieds Business has also contributed a profit of RM15.406 million in the FY2012 mainly due to the one-off gain of RM18.774 million as a result of disposal of the Company's 50% equity interest in iCar Asia Sdn. Bhd. (Formerly known as Auto Discounts Sdn. Bhd.)and the Publishing's Evo Business as well as the deemed disposal of equity interest in iCar Asia upon the completion of its listing on ASX on 11 September 2012 which is offset against the expenses incurred for the Business as well as loss contribution by E-Commerce Business of the Group.

Basic earnings per share stood at 3.869 sen (2011: 0.006 sen) whereas net assets per share were RM0.21 (2011: RM0.17). Shareholders' funds increased to RM28.372 million for the FY2012 as compared to RM23.199 million recorded in the previous year.

BUSINESS AND ECONOMIC OUTLOOK

The Group will continue to invest in online opportunities that will create shareholder value in the long term. In this respect, the Group will seek to invest in online and print content companies that complement with the existing assets of the Group. The Group's current E-Commerce Business will see continued investment to grow revenue and market share. The Group is excited about the investment in online classifieds business 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 in the early stage and the Board believes that the Group is positioned to take advantage of this situation.

The Malaysia advertising industry is one of the most dynamic and active ones around the region. The Advertising Expenditure ("ADEX") in Malaysia has been one of the fastest growing and with the good performance registered for the first 9 months of 2012 despite the global economic slowdown, market analysts have been upbeat about 2013, hoping that the momentum will carry forward to next year. However, the general sentiments among advertisers for 2013 might be that it could be a slower year as compared to 2012. This is mainly due to the fact that there were certain major global events in 2012, such as Olympics Games and the UEFA Football Championship etc that caused the spike in ADEX not only in Malaysia but also around the world. However, we believe that the media sector is poised for a second half of 2013 recovery once the uncertainties and risks associated with the country's general election are lifted, compelling advertisers to spend again. On the other hand, the information and communication technology sector will continue to be a key focus for Malaysia and is expected to gain greater momentum driven by convergence of industries due to digitalisation. As one of the industries players, the Group has the opportunities to reap the benefits of this positive industries sentiment.

ACKNOWLEDGEMENT AND APPRECIATION

On behalf of the Board, I would like to extend our sincere thanks and appreciation to our Board members for their commitment, support and invaluable guidance during the year towards achieving our corporate objective. The Board would also like to welcome Mr Lucas Robert Elliott to the Board.

I would also like to take this opportunity to extend our appreciation and thanks to all our clients, business associates, the regulatory authorities and shareholders for their strong support without which the Group would not have been able to achieve its success.

Further, I would like to take an opportunity to express my gratitude to the management and staff of our Group for their dedication and commitment to the ideals and aspirations of the Group during the financial year under review. The Board recognises that the Group's achievements are the result of the concerted efforts and contributions of the entire team.

Dato' Larry Gan Nyap Liou @ Gan Nyap Liow
Independent Non-Executive Chairman

FINANCIAL HIGHLIGHTS AND REVIEW OF OPERATIONS

It has been a tremendous year. The listing of iCar Asia Limited ("iCar Asia") on the Australian Securities Exchange ("ASX") is a monumental result and a reminder of the immense value in online businesses. The internet and new media environment is growing rapidly and opportunities abound. With this listing, Catcha Media again proves it is at the forefront of the industry. To successfully list one of our subsidiaries within 15 months from Catcha Media's initial public offering ("IPO") last year says something about our ability to build substantial online companies.

As shown by the success of the IPO of iCar Asia, the global investment community is hungry for Asian internet investment opportunities. Catcha Media will continue to invest in new online opportunities and to bring together the best ideas with the best people. Catcha Media will also continue to consider all options of funding for the business within the Group and intend to create, whether it be public listings and IPOs, the raising of external capital from experienced investors who can add value to a particular business, or from the Group own resources.

For the financial year ended 31 December 2012 ("FY2012"), the Group recorded revenue of RM37.500 million which is a slight decrease of RM1.304 million or 3.36% as compared to the Group's revenue of RM38.804 million for the financial year ended 31 December 2011 ("FY2011"). The Online Media Business was still the main revenue contributor in the current financial year as compared to other businesses by recording approximately 40.12% of the total Group's revenue, followed by Publishing Business that contributed approximately 40.01% to total Group's revenue. E-Commerce Business has recorded revenue of RM7.166 million in the current financial year as compared to RM0.641 million in the preceding financial year after the acquisition of this business was completed in December 2011. In addition, there is a maiden revenue contribution by the Online Classifieds Business of approximately 0.76% to the Group revenue in FY2012.

The internet has become almost indispensable as technology improves and the use of mobile services proliferates as the supporting infrastructure is enhanced. We are of the view that internet advertising could catalyse the media sectors in next wave of growth as the region is seeing a stream of upgrades on broadband infrastructure. In this respect, Catcha Media is well positioned to tap the vast potential for online advertising as well as its online car classifieds in the region, especially in Malaysia where internet adoption is accelerating on the back of high data adoption and the proliferation of smartphones and tablets.

OVERVIEW OF OBJECTIVES AND STRATEGIES

Our objective is to increase the Group's market share in the online media industry particularly in Malaysia both by way of organic growth as well as acquisitions.

Management remained focused on increasing the Group's market share of Online Adex in Malaysia, with a view to being the clear market leader. Management is also focusing to grow the Group Online Media Business by establishing operations in other regional markets starting with Singapore, Indonesia and Thailand.

CORPORATE DEVELOPMENTS

On 27 July 2012:

(a) The Company had completed the disposal of 250,000 ordinary shares of RM1.00 in Auto Discounts Sdn. Bhd. ("ADSB") (a subsidiary of the Company) comprising 50.00% of the issued and paid-up share capital in ADSB to iCar Asia, a special purpose vehicle held by Catcha Group Pte. Ltd. ("Catcha Group (S)") for a disposal consideration of AUD7,760,000 (equivalent to RM24,832,000) to be satisfied entirely by the issuance of 48,500,000 new ordinary shares in iCar Asia ("iCar Asia Shares") for an issue price of AUD0.16 (equivalent to RM0.51) per iCar Asia Share;

(b) Catcha Lifestyle Publications Sdn. Bhd. ("Catcha Lifestyle") (a wholly-owned subsidiary of the Company) had completed the disposal of the assets owned by Catcha Lifestyle relating exclusively to the automotive publications published under the brand "Malaysian Evo" pursuant to the licence agreement dated 17 August 2009 between Dennis Publishing Limited and Catcha Lifestyle and "2011 EVO Supercars", "2012 Performance Heroes" and a third Magazine Book to be confirmed pursuant to another licence agreement dated 16 December 2011 between Dennis Publishing Limited and Catcha Lifestyle ("Catcha Lifestyle's Evo Business") ("Business Assets") to iCar Asia. This includes business intellectual property, plant and equipment, contracts, statutory licences, business records and all other tangible or intangible assets owned by Catcha Lifestyle relating exclusively to Catcha Lifestyle's Evo Business for a disposal consideration of AUD640,000 (equivalent to RM2,048,000) to be satisfied entirely by the issuance of 4,000,000 new ordinary shares in iCar Asia ("iCar Asia Shares") for an issue price of AUD0.16 (equivalent to RM0.51) per iCar Asia Share.

(a) and (b) are collectively referred to as the "Disposals".

The total aggregate disposal consideration of AUD8,400,000 (equivalent to RM26,880,000) is to be satisfied entirely by the issuance of 52,500,000 iCar Asia Shares at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Asia Share.

Upon completion of the Disposals, iCar Asia has become a subsidiary of the Company whereby the Company owned 75.00% equity interest in iCar Asia. Pursuant thereto, iCar Asia has undertaken the listing exercise and listed on the ASX on 11 September 2012. Immediately upon the completion of the listing of iCar Asia on ASX, Catcha Media's shareholding in iCar Asia has diluted to approximately 37.70%.

On 29 April 2013, carsales.com Ltd, an unrelated company to Catcha Media subscribed 35,797,604 shares representing approximately 19.90% equity in iCar Asia, an associated company of Catcha Media. Consequence to this, Catcha Media's shareholding in iCar Asia has been further diluted from approximately 37.70% to approximately 29.20%.

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.

CORPORATE SOCIAL RESPONSIBILITY

The Group is committed to Corporate Social Responsibility ("CSR") activities towards the community and its employees. Whilst the Group does not have any formal CSR activities, the Group does from time to time supports numerous organisations and causes, directly or indirectly via sponsorships through our various media assets and coverage networks.

In tandem with the belief that the Group's greatest asset is its employees, the Group strives to constantly improve the benefits of its employees. The Company has continued to improvise the Group's Human Resource Manual where many new or enhanced benefits are introduced for the benefit of its employees.

ACKNOWLEDGEMENT AND APPRECIATION

Before I close, please allow me to record my appreciation to our Board members for their dedication and commitment to propel the Group to achieve the various successes during the year. The Management would also like to welcome Mr Lucas Robert Elliott to the Board.

I wish to record our gratitude and thanks to our customers, suppliers, business associates, bankers, government authorities and most importantly, the shareholders for their unwavering support and confidence in the Company.

Last but not least, I would also like to take this opportunity to extend my appreciation and thanks to the members of my management team and staff for their hard work, commitment and loyalty.

Patrick Y-Kin Grove
Chief Executive Officer

The Board of Directors ("Board") recognises the importance of adopting the Principles and Recommendations as set out in the Malaysian Code on Corporate Governance 2012 (the "MCCG 2012") and is fully committed in ensuring that highest standards of corporate governance is observed and practised throughout the Group for long-term sustainable business growth, enhance shareholders' value and protect stakeholder interest.

The Board is guided by the Principles and Recommendations as promulgated by the MCCG 2012 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Listing Requirements").

In the attainment of this purpose, the Board is pleased to outline how the Principles of the MCCG 2012 have been applied in the Group during the financial year and the extent to which the Group has complied with Recommendations of the Code except where stated otherwise.

A. ESTABLISH CLEAR ROLES AND RESPONSIBILITY

1.1 Clear functions of the Board and Management

The Group acknowledges the pivotal role played by the Board in the stewardship of its direction and operations and ultimately the enhancement of long-term shareholders' value. To fulfill this role, the Board is responsible for the overall corporate governance of the Group, including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

Beyond the matters reserved for the Board's decision, the Board has delegated the authority to achieve the corporate objective to the Chief Executive Officer ("CEO") and supported by the Group Executive. The CEO remains accountable to the Board for the authority that is delegated to him and for the performance of the Group.

The CEO is responsible for the following matters:-

1) executive management of the Group's business covering, inter alia, the development of a strategic plan; an annual operating plan and budget; performance benchmarks to gauge management performance against and the analysis of management reports;
2) effectively oversee the human resources of the organisation with respect to key positions in the Group hierarchy, makes recommendations to the Board for recruitment of senior management staff, determination of remuneration as well as terms and conditions of employment for senior management and issues pertaining to discipline;
3) assures the Company that its corporate identity, products and services are of high standards and are reflective of the market environment;
4) be the official spokesman for the Company and responsible for regulatory, governmental and business relationships;
5) ensures compliance with governmental procedures and regulations;
6) coordinates business plans with the businesses heads, coordinates management issues through the Board, and oversees divisional function groups and cost containment process in consultation with the Financial Controller;
7) maintains and facilitates a positive working environment and good employee relations;
8) assists in the selection and evaluation of Board members through the Nomination and Remuneration Committees; and
9) assist the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to directors on a timely basis.

1.2 Clear roles and responsibilities

The roles and functions of the Board, as well as the differing roles of the Executive Director and Non-Executive Directors are clearly set out in the Board Charter. The Board reserves a formal schedule of matters for its decision to ensure that the direction and control of the Group is firmly in its hands.

The Board has the overall responsibility for the following matters:-

1) reviewing and adopting a strategic plan for the Group;
2) overseeing the conduct of the Group's business to evaluate whether the business is being properly managed;
3) ensuring the implementation of appropriate systems to manage these risks;
4) succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing senior management;

5) developing and implementing an investor relations programme or shareholder communications policy for the Company; and
6) reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

In carrying out its function, the Board has delegated specific responsibilities to the Board Committees, namely the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee. All Board Committees operate under approved terms of reference to assist the Board in discharging their duties. However, the final decisions on all matters remain the sole and ultimate responsibility with the entire Board. In this respect, the Board receives all Minutes and reports of their proceedings and deliberations, where relevant. The Chairmen of the various Committees report to the Board on the outcome of Committee meetings and such reports are incorporated in the minutes of the full Board Meetings.

1.3 Formalised ethical standards through Code of Ethics

Code of Conduct and Code of Ethics for Directors

The Board had adopted Code of Conduct ("CoC") and Code of Ethics ("CoE") for Directors on 23 November 2012 and 22 April 2013 respectively. The CoC and CoE sets out the principles and standards of business ethics and conduct of the Group and applicable to Directors of the Group.

The details of the CoC and CoE are available on the Company's website at www.catchamedia.com.

Whistleblower Policies and Procedures

The Board had established Whistleblower Policies and Procedures to encourage employees to disclose any malpractice and improper conduct of which they become aware and importantly to provide protection to the employees who report such allegations. The Audit and Risk Management Committee is responsible for overseeing compliance with this policy.

The details of the CoC and CoE are available on the Company's website at www.catchamedia.com.

1.4 Strategies promoting sustainability

The Board views the importance of sustainable and responsible business practices in developing the corporate strategy of the Group. The business is conducted in a responsible, trustworthy and ethical manner while accepting accountability for impacts on environment, social and governance. The Company's activities on corporate social responsibilities for the year under review are disclosed on page 10 of this annual report.

1.5 Access to information and advice

The Board has full access to all information pertaining to the Group's business affairs to enable the Board to discharge its responsibilities effectively.

Prior to each Board meeting, the agenda, board papers and minutes of the previous meetings of the Board and Board Committees are circulated to the Directors in advance, to give them sufficient time to deliberate on the issues to be raised at the meetings and also to enable them to obtain further explanations, where necessary, in order to be briefed properly before the meeting.

All proceedings of the Board are minuted and signed by the Chairman of the meeting of which the same are kept at the registered office of the Company.

Senior Management as well as professional and external advisors are from time to time invited to attend Board meetings to deliberate and clarify issues on the subject matter concerned.

The Board collectively or in their personal capacities are entitled to seek appropriate professional advice inside and outside the Group and when it considers this necessary in discharge of its duties at the expense of the Company.

1.6 Qualified and competent Company Secretaries

The Company Secretaries ensure the flow of information to the Board and its Committees. They ensure that Board procedures are complied with and advise the Board on governance matters.

The Board has full access to the Company Secretaries who are available to provide the Directors with the appropriate advice and services and also to ensure that the relevant Board policies and procedures are followed and the rules and regulations are complied with.

The Company Secretaries attends all Board and Board Committee Meetings and is responsible for the secretariat function.

The removal of Company Secretaries, if any, is a matter for the Board, as a whole, to decide.

1.7 Board Charter

The Board had established the Board Charter as a source of reference to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principles of good corporate governance and provide a primary induction literature providing insights to prospective Board members and Senior Management.

The Board will update the Board Charter from time to time to reflect changes to the Company's policies, procedures and processes as well as the latest relevant legislations and regulations. The Board Charter is subject to review periodically.

The Board Charter is available on the Company's website at www.catchamedia.com.

B. STRENGTHEN COMPOSITION

2.1 Nomination Committee ("NC")

The NC is empowered by the Board with specific terms of references to review the structure, size and composition of the Board and Board Committees taking into account the required mix of skills, knowledge, expertise and experience before making recommendations to the Board.

The role of the NC is to assist the Board in the following areas:-

1) To assist the Board of Directors in its responsibilities in nominating new nominees to the Board of Directors;
2) To take steps to recruit women candidates as new Director of the Company, when the opportunity arises. The Board as a policy will select the candidate which will best serve the Company regardless of gender and thus do not consider it necessary to set any target nor undertake any specific measures to recruit women candidates specifically;
3) To review the effectiveness of the CEO;
4) To assess the effectiveness of the Directors on an on-going basis; and
5) To assess the size and composition of the Board of Directors.

The activities of the NC for the financial year include the following:-

1) Reviewed the composition of the Board of Directors and assessed the mix of skills and experience of the Directors;
2) Nominated and recommended to the Board for approval the appointment of Dr. Lim Yin Chow as Independent Non-Executive Director and Audit Committee ("AC") member;
3) Recommended to the Board for approval the resignation of Mr Patrick Y-Kin Grove as AC member and redesignation from Non-Independent Non-Executive Director to CEO;
4) Reviewed and implemented an annual assessment form;
5) Assessed the effectiveness of the Board as a whole and of the committees of the Board;
6) Assessed the mix of skills and experience of each individual Director including the core competencies of the Non-Executive Directors; and
7) Assessed the level of independence of Independent Directors, the character, experience, integrity, competence and time commitment of the Directors and CEO.

The Board did not nominate a Senior Independent Non-Executive Director to whom queries or concern regarding the Group may be conveyed, at this juncture.

The Board is of the view that all Independent Directors of the Company are always within reach of the shareholders and issues are discussed openly at meetings, thus shareholders may approach any of the Independent Directors of the Company.

2.2 Develop, maintain and review criteria for recruitment processes and annual assessment of Directors

The NC oversees the Board succession planning and is responsible for assessing and recommending suitable candidates of Directors to fill Board vacancies and complement the existing Board.

Appointment process

The NC will assess and consider the following attributes or factors in making recommendation:-

1) skills, knowledge, expertise and experience;
2) professionalism;
3) commitment (including time commitment) to effectively discharge his/her role as a Director;
4) contribution and performance;
5) background, character, integrity, and competence;
6) in the case of candidates for the position of Independent Directors, the NC evaluates the candidates' abilities to discharge such responsibilities/functions as are expected from Independent Directors; and
7) Boardroom diversity including gender diversity.

The formal and transparent procedures for appointment of Directors as follows:-

1) The NC shall prepare descriptions of the director characteristics the Board is looking for in a new appointment.
2) The NC will seek professional advice as and when it considers necessary to identify a short-list of suitable candidates and a list of nominations for candidates proposed by the CEO and within the bounds of practicability by any other senior executive, director or shareholder for consideration.
3) The Chairman of the NC will send a list of nominees to the other committee members and assign to them responsibilities to prepare a list of suitable candidates for interview.
4) All the candidates are interviewed by at least two members of the NC whose evaluations will be circulated to all the members of NC. A target appointment date is then fixed.
5) The NC will then have to make a unanimous decision in recommending the appointment to the Board.
6) The Board will then decide on the best candidate by ballot or unanimous decision and a Board resolution will be passed to appoint the candidate.
7) The written consent of the nominees to act if elected shall be secured.

Re-election of Directors

All Directors, including Executive Director are subject to retirement by rotation at least once in every three years and are eligible for re-election. In accordance to Article 85 of the Company's Articles of Association, one-third of the directors or nearest to one-third (1/3) of the Board shall retire at each Annual General Meeting ("AGM"). In accordance to Article 92 of the Company' Articles of Association, any person appointed by the Board either to fill a casual vacancy or as an addition to the existing directors, shall hold office until the next AGM and shall then be eligible for re-election.

The following Directors had retired from office and were re-elected at the Second AGM held on 29 June 2012:

1) Patrick Y-Kin Grove (Article 85)
2) Dr. Lim Yin Chow (Article 92)

At this AGM, the following Directors who retire have offered themselves for re-election:-

1) Mr Kensuke Tsurumaru (Article 85)
2) Mr Mah Yong Sun (Article 85)
3) Mr Lucas Robert Elliott (Article 92)

Board Evaluation

The evaluation process is led by the NC Chairman and supported by the Company Secretaries. The evaluation results are considered by the NC, who made recommendations to Board, aimed at helping the Board to discharge its duties more effectively. All assessments and evaluations carried out by the NC in the discharge of all its functions were properly documented.

The NC has developed the following criterias to be used in the assessment of Board and Board Committees:

1) The required mix of skills, experience and other qualities of the Board, including core competencies which Non-Executive Directors should bring to the Board;
2) The effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his time commitment, character, experience and integrity;
3) The effectiveness and performance of the Executive Directors; and
4) The independence of its independent directors.

2.3 Remuneration policies and procedures

Remuneration Committee

The Remuneration Committee ("RC") is empowered by the Board with specific terms of references to determine and recommend to the Board, the policy on remuneration package of the Group's Executive Director, Non-Executive Directors and Senior Management of the Group. Interested Directors abstain from deliberation and voting on each individual's remuneration.

Directors' Remuneration

The policy practised by the RC is to provide remuneration packages that commensurate with the experience, roles and level of responsibilities and should be adequate and sufficient to retain and motivate the Directors but shall not be excessive.

Details of the Directors' Remuneration

Details of the total remuneration of the Directors of the Company for the financial year ended 31 December 2012 were as follows:-

Directors	Salaries & Allowance RM'000	Fees RM'000	Benefits in Kind RM'000	Total RM'000
Executive Directors	15	-	-	15
Non-Executive Directors	33	273	-	306
Total	48	273	-	321

The number of Directors whose total remuneration fell within the respective bands as follows:-

Band	Executive Directors	Non-Executive Directors RM'000	Total
Below RM100,000	1	2	3
RM100,001 to RM150,000	-	1	1

On 2 April 2012, Catcha Lifestyle Publications Sdn Bhd ("CLPSB"), a wholly-owned subsidiary of the Company has entered into a Service Secondment Agreement ("SSA") with Catcha Group Pte Ltd ("Catcha Group"), the holding company of the Company and CLPSB.

Under the SSA, Catcha Group will second the services of Mr Patrick Y-Kin Grove to the Company as CEO for a period of nine (9) months commencing 2 April 2012 to 31 December 2012 ("Agreement Period"), with an option for CLPSB to renew for twelve (12) months at renegotiated terms. Total agreement amount is RM550,000 to be paid evenly over the Agreement Period.

This SSA is considered as recurrent related party transaction ("RRPT") of a revenue or trading nature which is necessary for its day to day operations pursuant to Rule 10.09(1) (b) of the Bursa Malaysia Listing Requirements. The aggregate value of this RRPT is less than RM1 million but triggered the percentage ratio of 1% prescribed under Rule 10.09(1)(b) of the Bursa Malaysia Listing Requirements.

The RRPT is necessary to avoid disruption of services to the Company. The RRPT is in the ordinary course of business, made on arm's length basis and on normal commercial terms on terms not more favourable to the related party than those generally available to the public and not detrimental to the minority shareholders.

For avoidance of doubt, Mr Patrick Y-Kin Grove was not paid any remuneration from 1 January 2012 to 31 March 2012.

Based on the foregoing, the Company has made the necessary public announcement and has sought the mandate from the shareholders at the last AGM of the Company held on 29 June 2012. This authority unless revoked or varied at general meeting, will expire at the next AGM of the Company.

The attendance at NC, RC, AC and Board meetings during the financial year is set out as below:-

Meetings Classification	**Name**	**NC**	**RC**	**AC**	**Board**
Independent Non-Executive Director	Dato' Larry Gan Nyap Liou @ Gan Nyap Liow	2/2	1/1	6/6	7/7
	Mah Yong Sun	2/2	1/1	6/6	7/7
	Dr. Lim Yin Chow (Appointed on 3 January 2012)	1/1	-	6/6	7/7
Non-Independent Non-Executive Director	Kensuke Tsurumaru	-	-	-	7/7
Executive Director	Patrick Y-Kin Grove	-	-	-	7/7
Total Number of Meetings		2	1	6	7

C. REINFORCE INDEPENDENCE

3.1 Annual Assessment of Independence

The Board recognise the importance of Independent Directors who are tasked with providing objective and independent views, advice and judgment, which take into account the interests of the Group and all its stakeholders.

Dato' Larry Gan Nyap Liou @ Gan Nyap Liow, Mr Mah Yong Sun and Dr. Lim Yin Chow are the Independent Directors. The Independent Directors fulfill the criteria of "Independent" as prescribed under the Bursa Malaysia Listing Requirements. The Company fulfils the requirement of having at least one-third of the Board comprising Independent Non-Executive Director.

During the financial year under review, the Board assessed the independence of its Independent Directors based on criteria developed by the NC.

3.2 Tenure of Independent Directors

The tenure of the Independent Directors should not exceed a cumulative term of nine (9) years and each of the Independent Director must be assessed on their independence annually or when new interest or relationship surface and must be disclosed in the annual report.

The Board will seek shareholders' approval in the event to retained the Independent Director who has served its tenure for more than nine (9) years, upon appropriate recommendation from NC.

All Independent Directors' tenure of the Company do not exceed a cumulative terms of nine (9) years, at this juncture.

3.3 Separation of positions of the Chairman and CEO

There is a clear division of responsibilities between the Chairman and the CEO to ensure that there is a balance of power and authority.

The Chairman is primarily responsible for:-

- representing the Board to shareholders;
- ensures the integrity of the governance process;
- maintaining regular dialogue with the Executive Director over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;
- functions as a facilitator at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussion, that appropriate discussions takes place and that relevant opinions among members is forthcoming. The Chairman will ensure that discussions result in logical and understandable outcomes;
- ensures that all directors are enabled and encouraged to participate in its activities. This includes ensuring that all relevant issues are on the agenda and that all directors receive timely, relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
- ensures that Executive Director looks beyond his executive function and accepts his full share of responsibilities of governance;
- guides and mediates Board actions with respect to organisational priorities and governance concerns;
- undertakes the primary responsibility for organising information necessary for the Board to deal with items on the agenda and for providing this information to directors on a timely basis; and
- performs other responsibilities assigned by the Board from time to time.

3.4 Board Composition and Balance

The present Board led by an Independent Chairman is made up of five (5) other members comprising one (1) Executive Director, two (2) Non-Independent Non-Executive Directors and two (2) Independent Directors as follows:

Name	Designation
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow	Independent Non-Executive Chairman
Patrick Y-Kin Grove	Executive Director / Chief Executive Officer
Kensuke Tsurumaru	Non-Independent Non-Executive Director
Lucas Robert Elliott (appointed on 1 April 2013)	Non-Independent Non-Executive Director
Mah Yong Sun	Independent Non-Executive Director
Dr. Lim Yin Chow	Independent Non-Executive Director

The Company complies with Bursa Malaysia Listing Requirements with regards to Board composition and the required ratio of Independent Directors.

The Board will, from time to time, review its composition and size to ensure compliance of Listing Requirements as well as effectiveness of the Board.

The profile of each of the members of the Board is set out in pages 4 to 5 of this Annual Report.

D. FOSTER COMMITMENT OF DIRECTOR

4.1 Time Commitment

The Board meets on a scheduled basis of at least four (4) times a year at quarterly intervals with additional meetings convened when necessary. During the financial year ended 31 December 2012, the Board met on seven (7) occasions, where it deliberated upon and considered a variety of matters including the Group's financial results, major investments and strategic decisions and business plan and directions of the Group.

Agenda and matters for discussion are prepared and circulated in advance of each meeting. All proceedings from Board Meetings are recorded and the minutes maintained by the Company Secretary. During the financial year under review, the Board meetings were held as follows:

- Quarterly Board meetings were held on 28 February, 25 April, 25 May, 24 August and 23 November 2012.
- Two (2) Special Board meetings were held on 15 March and 29 June 2012.

Besides Board meetings, the Board also exercises control on matters that require Board's approval through circulation of Directors' Resolutions.

The Directors are aware that they should notify the Chairman before accepting any new directorship.

No fixed time commitment is set for board duties as the time required by Directors may fluctuate depending on demands of the business and other events. However, it is expected that Directors allocate sufficient time to the Company to perform their duties effectively, including being prepared for meetings and contributing effectively to the business of the Company.

4.2 Directors' training and Induction

The Board, through the NC, ensures that it recruits to the Board only individuals of sufficient calibre, knowledge and experience to appropriately perform the duties of Director. New Directors are provided with formal letter of appointment which set out key terms and conditions of appointment including their duties, rights and responsibilities.

An induction programme will be provided for newly appointed Directors. The induction programme aims at communicating to the newly appointed Directors, the Company's vision and mission, its philosophy and nature of business, current issues within the Group, the corporate strategy and the expectations of the Company concerning input from Directors.

As at the end of the financial year under review, all Directors have attended and successfully completed the Mandatory Accreditation Programme conducted by Bursatra Sdn Bhd in compliance with the Bursa Malaysia Listing Requirements except for Mr Lucas Robert Elliott who joined the Company on 1 April 2013. In addition, Directors undergo continuous training to equip themselves with the necessary knowledge and to keep abreast with the latest changes in amongst others, trends and regulatory framework that aids the Directors in the discharge of their duties as Directors of the Company. The Senior Management also briefed the Directors on general economics, industry and technical developments from time to time. Given the varying training needs of each director, all of the directors have continuously undergone other training programmes to further enhance their skills and knowledge in 2012.

The Company Secretaries circulate the relevant guidelines on statutory and regulatory requirements from time to time for the Board's reference and brief the Board quarterly on these updates at Board meetings. The External Auditors also briefed the Board members on any changes to the Malaysian Financial Reporting Standards that affect the Group's financial statements during the year.

E. UPHOLD INTEGRITY IN FINANCIAL REPORTING

5.1 Compliance with applicable financial reporting standards

Financial Reporting

The AC is empowered by the Board with specific terms of references which lists out the composition, role and responsibilities.

One of the key responsibilities of the AC is to ensure that the financial statements of the Group and the Company comply with applicable financial reporting standards in Malaysia.

The Board aims to present a balanced, clear, meaningful assessment of the Group's financial performance and prospects to the shareholders, investors and regulatory authorities. This assessment is primarily provided in the Annual Report through the Chief Executive Officer's Report and the accompanying financial statements.

The Company also presents the Group's financial results on a quarterly basis as well as any material developments via public announcements. The Board is assisted by the AC in overseeing the Group's financial reporting processes and the quality of its financial reporting.

Directors' responsibility statement in respect of the preparation of the audited financial statements

The Board is satisfied that it has met its obligation to present a balanced and understandable assessment of the Company's position and prospects in the Directors' Report and the Financial Statements of this annual report.

The statement by the Directors of their responsibilities in relation to the financial statements is set out in page 22 of this Annual Report.

5.2 Assessment of sustainability and independence of external and internal auditors

The AC maintains an appropriate transparent relationship with both the external and internal auditors. The external and internal auditors are invited to attend AC meetings and present their audit findings. The AC meets with the external and internal Auditors without the Executive Directors or members of the management, whenever deemed necessary.

The effectiveness and performance of the external auditors is reviewed annually by the AC.

In compliance with the Malaysian Institute of Accountants, the Company rotates its audit partners every five years to ensure objectivity, independence and integrity of the audit opinions.

The external auditor has provided the required independent declaration to the Board for the financial year.

On 27 February 2013, the Board had renamed the AC as the Audit and Risk Management Committee ("ARMC").

F. RECOGNISE AND MANAGE RISKS

6.1 Sound framework to manage risks

The Board has the overall responsibility in reviewing and monitoring the Company's risk, risk management framework and internal controls system which provides reasonable assurance of effective and efficient operations and compliance with laws and regulations. The Board had renamed the AC as ARMC on 27 February 2013 to assist with this responsibility.

The key features of the risk management framework are set out on page 30 of this Annual Report.

6.2 Internal audit function

The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Internal Auditor has direct access to the Board through the Chairman of the ARMC.

The Board ensures the system of internal controls and enterprise risk management are reviewed on a regular basis by the ARMC.

The ARMC receives reports regarding the outcome of such reviews on a regular basis.

In a desire to maintain total independence in the management of the internal control environment and remain in compliance with the Bursa Securities Listing Requirements, the internal audit function of the Group has been outsourced to Boardroom Corporate Services (KL) Sdn. Bhd. ("Boardroom"), a professional services provider. Boardroom reports independently and directly to the ARMC in respect of the internal audit function.

The ARMC together with Boardroom agrees on the scope and planned internal audit activity annually and all audit findings arising there from are reported to the AC on a half-yearly basis.

A summary of the activities of the AC and the Internal Auditors during the financial year ender review is set out in the ARMC Report on page 29.

G. ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

7.1 Information Disclosure

The Board recognises the importance of maintaining clear and effective communication with the shareholders and investors and accordingly had on 22 April 2013 formalised the corporate disclosure policies to ensure that information concerning the Group's performances, corporate developments and matters affecting shareholders' interests are conveyed to shareholders and investors on a timely basis through the following channels:-

(a) The AGM which will be the principal form of dialogue between the Board and shareholders;

(b) The Annual Report communicates comprehensive information of financial result and activities undertaken by the Company, efforts have been taken to enhance the contents of the Annual Report in line with the MCCG 2012 and Bursa Malaysia Listing Requirements.

(c) The various disclosures and announcements to Bursa Securities including the quarterly financial results, the annual reports and where appropriate circulars and press releases; and

(d) The Group maintains the website that allows all shareholders and investors access to information from the Group: www.catchamedia.com.

The Board noted that it is important that the directors, officers, employees and consultants ("Interested Parties") understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe.

7.2 Leverage on information technology for effective dissemination of information

Investor Relations

The Board engages in Investor Relations regularly and is driven by the following principles:-

- To report its financial results and material developments to Bursa Securities, its shareholders and other stakeholders;
- Communicate only through its designated spokespersons;
- Use its website as an additional primary communication channel;
- Address reports and rumours (as queried by Bursa Securities) so as to avoid unnecessary speculations in its securities;
- Reasonable access to analysts and the media to help them have informed opinions of the Company, but will not seek to influence those opinions;
- Endeavour to meet with its major shareholders at least once in each fiscal year as part of its on-going programme to inform and obtain feedback on the Company.

While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is also wary of the legal and regulatory framework governing the release of material and price-sensitive information. The Company takes into account the prevailing legislative restrictions and requirements as well as the investors' needs for timely release of price sensitive information such as financial performance results and statements, material acquisitions, significant corporate proposals as well as other significant corporate events when releasing such information.

Shareholders and other interested parties may contact Mr Patrick Y-Kin Grove, the CEO, to address any concerns by writing or via telephone or facsimile as follows:-

Tel:	+60 (3) 2297 0990
Fax:	+60 (3) 2297 0888
Address:	No. 45-07, 7th Floor, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia.

H. STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

8.1 Encourage shareholder participation at general meetings

The Company encourages shareholders' participation in the AGM or Extraordinary General Meeting which is the principal forum for shareholders to communicate directly with the Directors and Senior Management to deliberate on resolutions being proposed before putting the resolution to vote as well as matters relating to performance of the Group. A question and answer session was held during the last AGM or Extraordinary General Meeting whereby the Chairman welcomes shareholders to raise question with responses from the Board.

8.2 Effective Communication and Proactive Engagement

The Notice of AGM or Extraordinary General Meeting is circulated to shareholders at least 21 days before the date of the Meeting together with the financial statements and agenda for the meeting. The Board is supported by the external auditors, Company Secretaries, advisers and Senior Management, where applicable, who are also present at the AGM or Extraordinary General Meeting to communicate with the shareholders, investors and media and also respond to the queries raised.

The Chairman took the opportunity to highlight to the shareholders and proxies on their rights to participate, speak and vote at general meeting and also the right to demand for poll before the meeting started.

The outcome of the AGM and the result of the poll voting, if any, were announced to Bursa Malaysia on the same meeting day.

ADDITIONAL COMPLIANCE INFORMATION

1. Utilisation of Proceeds

The Company did not raised fund through any corporate proposals during the financial year.

2. Options, Warrants or Convertible Securities

The Company did not issue any options, warrants and convertible securities during the financial year under review.

3. Depository Receipt Programme

The Company did not sponsor any depository receipt programme during the financial year under review.

4. Share Buy-Backs

The Company did not enter into any share buy-back transaction during the financial year under review.

5. Sanctions and/or Penalties

The Company was not subject to any sanctions and/or penalties during the financial year under review.

6. Profit Estimates, Forecasts or Projections

There were no variance noted between the reported results and the unaudited results announced. The Company did not make any release on the profit estimates, forecasts or projections for the financial year under review.

7. Profit Guarantees

There were no profit guarantees given or received by the Company during the financial year under review.

8. Material Contracts Involving Directors and Substantial Shareholders

The Company and its subsidiaries have not entered into any material contracts outside the ordinary course of business, involving Directors and substantial shareholders.

STATEMENT ON DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act, 1965, to ensure that the financial statements prepared for each financial year have been made in accordance with applicable approved accounting standards and give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and to the results and cash flows of the Group and the Company for the financial year.

The Directors are responsible for ensuring that the Group and the Company maintain accounting records which disclose with reasonable accuracy the financial position of the Group and of the Company, which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 1965.

In preparing the financial statements, the Directors have considered the following:-

1) That the Group and Company have applied appropriate accounting policies consistently;
2) That reasonable and prudent judgments and estimates were made;
3) That all applicable approved accounting standards have been adhered to; and
4) That the preparation of the financial statements is on a going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and Company have adequate resources to continue in operations for the foreseeable future

This Statement was made in accordance a resolution of the Board dated 22 April 2013.

The Board of Directors ("Board") is pleased to present the report on the Audit Committee ("AC" or "Committee") of the Board for the financial year ended 31 December 2012. On 27 February 2013, the Board had renamed the AC as the Audit and Risk Management Committee ("ARMC").

MEMBERSHIP

The Directors who served as members of the AC during the financial year under review and as at the date of this report are:

Independent Non-Executive Chairman
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow

Independent Non-Executive Directors
Mah Yong Sun
Dr. Lim Yin Chow

MEETINGS

The AC convened a total of six (6) meetings and recorded an attendance of its members during the financial year as follows:

Name	Designation	Date of Appointment	Meeting Attendance
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow	Independent Non-Executive Chairman	18 May 2011	6/6
Mah Yong Sun	Independent Non-Executive Director	18 May 2011	6/6
Dr. Lim Yin Chow	Independent Non-Executive Director	3 January 2012	6/6

The AC met on the following dates in the financial year under review:
- Quarterly AC meetings were held on 28 February, 25 April, 25 May, 24 August and 23 November 2012.
- One (1) Special AC meeting was held on 29 June 2012.

The Company Secretary was present at all meetings.

In this respect, the Chief Executive Officer, Senior Management and the internal auditors were also present during the AC meeting by invitation. The external auditors were invited (where appropriate) to attend and brief the AC to provide responses to queries raised by the AC in respect of the Company's financial statements and reporting requirements.

TERMS OF REFERENCE

1. OBJECTIVE

The ARMC shall assist the Board:

(a) in complying with specified accounting standards and required disclosure as administered by Bursa Securities, relevant accounting standards bodies, and any other laws and regulations as amended from time to time;

(b) in presenting a balanced and understandable assessment of the Company's position and prospects;

(c) in establishing a formal and transparent arrangement for maintaining an appropriate relationship with the Company's auditors; and

(d) in maintaining a sound system of risk management and internal controls to safeguard shareholders' investment and the Company's assets.

2. MEMBERSHIP

(a) The ARMC must comprise at least three members, consisting wholly non-executive Directors and a majority of whom are independent.

(b) At least one member must be a member of the Malaysian Institute of Accountants or a person who fulfills the requirements as stated in the MMLR.

(c) The Chairman must be independent.

(d) No alternate Director shall be appointed as a member of the ARMC.

(e) In the event of any vacancy resulting in non-compliance of the minimum of three members, the Board shall upon the recommendation of the Nomination Committee, appoint such number of Directors to fill up such vacancy within three months of the event.

All members of the ARMC, including the Chairman, will hold office only so long as they serve as Directors of the Company. The Board must review the term of office and performance of the ARMC, and each of its members, at least once every three years to determine whether the ARMC has carried out its duties in accordance with its Terms of Reference.

3. SECRETARY OF THE ARMC

The Secretary of the Company shall be the Secretary of the ARMC.

4. QUORUM AND VOTING

The quorum for all meetings of the Committee shall not be less than three (3) members, a majority of whom shall be Independent Non-Executive Directors. All meetings shall be chaired by the Chairman; if the Chairman is absent at any meeting, it shall be chaired by another Independent Non-Executive Director.

All resolutions of the Committee shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

5. MEETINGS

(a) The minimum number of ARMC meetings to be held in a financial year is 4 meetings. Additional meetings may be called at any time, at the discretion of the Chairman of the ARMC.

(b) The Chief Executive Officer/Managing Director and other appropriate officer(s) may be invited to attend where their presence are considered appropriate as determined by the ARMC Chairman.

(c) The internal auditors have the right to appear and be heard at any meeting of the ARMC and are recommended to attend each ARMC meeting.

(d) Upon the request of the internal auditors and/or external auditors, the ARMC Chairman shall also convene a meeting of the ARMC to consider any matter the auditor(s) believes should be brought to the attention of the Board or the shareholders.

(e) Other Board members, employees of the Company and representatives of the external auditors may attend meetings upon the invitation of the ARMC.

(f) The ARMC shall meet at least twice a year with the external and internal auditors without the presence of executive Board members and the Management.

(g) The ARMC shall meet regularly, with due notice of issues to be discussed and shall record its conclusions accordingly.

(h) The Company Secretary or his/her representative shall be in attendance at each ARMC meeting and record the proceedings of the meeting thereat.

(i) The quorum for a meeting shall be two members of the ARMC, who are both Independent Directors.

(j) Subject to paragraph (a) above, in appropriate circumstances, the ARMC may deal with matters by way of circular reports and resolutions in lieu of convening a formal meeting. A resolution in writing signed by all members in lieu of convening a formal meeting shall be as valid and effectual as it had been passed at a meeting of the ARMC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

6. CHAIRMAN OF THE COMMITTEE

The duties and responsibilities of the Chairman of the ARMC are to :-

(a) Steer the ARMC to achieve the goals it sets;

(b) Consult the Secretary of the Company for guidance on matters related to the ARMC's responsibilities under the applicable rules and regulations, to which they are subject;

(c) Organise and present the agenda for ARMC meetings based on input from members of the ARMC for discussion on matters raised;

(d) Provide leadership to the ARMC and ensure proper flow of information to the ARMC by reviewing the adequacy and timing of documentation;

(e) Ensure that all members are encouraged to play their role in its activities;

(f) Ensure that consensus is reached on every ARMC resolution and where considered necessary, call for a vote;

(g) Manage the processes and working of the ARMC and ensure that the ARMC discharges its responsibilities without interference from the Management; and

(h) Engage on a regular basis with senior management, the internal and external auditors in order to be kept informed of matters affecting the Company.

7. ARMC MEMBERS

Each ARMC member shall be expected to:

(a) Provide individual external independent opinions to the fact-finding, analysis and decision making process of the ARMC;

(b) Consider viewpoints from the other ARMC members in making decisions and recommendation for the best interest of the Board collectively;

(c) Keep abreast of the latest corporate governance guidelines in relation to the ARMC and the Board as a whole; and

(d) Continuously seek out best practices in terms of processes utilised by the ARMC, following which these should be discussed with the rest of the ARMC members for possible adoption.

8. AUTHORITY

In carrying out its duties and responsibilities, the ARMC shall have the following rights:

(a) the explicit authority to investigate any matter within its Terms of Reference;

(b) access to the resources which are required to perform its duties;

(c) full, free and unrestricted access to any information, records, properties and personnel of the Company;

(d) direct communication channels with the external and internal auditors;

(e) ability to obtain independent professional or other advice at the Company's costs, and to invite external parties with relevant experience to attend the ARMC meetings, if required, and to brief the ARMC thereof;

(f) ability to convene meetings with external and internal auditors, or both, whenever deemed necessary, excluding the attendance of other Directors and employees of the Company;

(g) promptly report to Bursa Malaysia Securities Berhad ("Bursa Securities") where a matter reported by the ARMC to the Board has not been satisfactorily resolved resulting in a breach of the ACE Market Listing Requirements ("AMLR") of Bursa Securities.

(h) the attendance of any particular ARMC meeting by other Directors and employees of the Company shall be at the ARMC's invitation and discretion, and specific to that relevant meeting only.

9. RESPONSIBILITY AND DUTIES

External Audit

(a) Nominate and recommend the external auditors for appointment, to consider the adequacy of experience, resources, audit fee and any issue regarding resignation or dismissal of the external auditors;

(b) Review with the external auditors, the nature, scope and plan of the audit before the audit commences and report the same to the Board;

(c) Ensure co-ordination if more than one audit firm is involved in the audit;

(d) Review with the external auditors, their audit report and report the same to the Board;

(e) Review with the external auditors, their evaluation of the system of internal controls and report the same to the Board and risk management;

(f) Review the assistance given by the employees of the Company to the external auditors and report the same to the Board;

(g) Review any letter of resignation from the external auditors and report the same to the Board;

(h) Review whether there is reason, supported by grounds, to believe that the external auditors are not suitable for reappointment and report the same to the Board;

(i) Discuss problems and reservations, if any, arising from the interim and final audits, and any matter which the external auditors wishes to discuss in the absence of the Management, where necessary;

(j) Discuss and review the external auditor's management letter and management response (if any);

(k) Discuss the contracts for the provision of non-audit services which can be entered into and procedures that must be followed by the external auditors. The contracts cannot be entered into should include management consulting, policy and standard operating procedures documentation, strategic decision and internal audit.

Internal Audit

(a) Review and report the same to the Board on the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;

(b) Review and report the same to the Board on the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken, and whether or not appropriate action is taken on the recommendations of the internal audit function;

(c) Ensure that appropriate action is taken on the recommendations of the internal auditors, where necessary;

(d) Review the assistance and co-operation given by the employees of the Company to the internal auditors;

(e) Review any appraisal or assessment of the performance of the internal auditors;

(f) Approve any appointment or termination of the internal auditors; and

(g) Inform itself of the resignation of internal auditors and request the resigning firm to submit its reasons for resigning.

Risk Management

(a) Review the adequacy of Group's risk management framework and assess the resources and knowledge of the Management and employee involved in the risk management process;

(b) Review the effectiveness of internal control systems deployed by the Management to address those risks;

(c) Review and recommend corrective measures undertaken to remedy failings and/or weaknesses;

(d) Review and further monitor principal risks that may affect the Group directly or indirectly that if deemed necessary, recommend additional course of action to mitigate such risks;

(e) Communication and monitoring of risk assessment results to the Board; and

(f) Actual and potential impact of any failing or weakness, particularly those related to financial performance or conditions affecting the Company.

Others

(a) Prior to the approval of the Board, review the quarterly and year-end financial statements and report the same to the Board, focusing particularly on:

  i. any major changes in accounting policies and practices;
  ii. significant and unusual events;
  iii. the going concern assumption; and
  iv. compliance with accounting standards and other statutory requirements.

(b) Review any related party transactions and conflict of interest situation that may arise within the Company including any transaction, procedure or course of conduct that raises questions of management integrity and report the same to the Board;

(c) Discuss and review the major findings of any internal investigations and the Management's response;

(d) Review the statement with regard to the state of risk management and internal controls of the Group for inclusion in the Annual Report and report the same to the Board;

(e) Oversee the Company's internal control structure to ensure operational effectiveness and efficiency, reduce risk of inaccurate financial reporting, protect the Company's assets from misappropriation and encourage legal and regulatory compliance;

(f) Submit recommendations, where necessary, to the Board for approval;

(g) Perform any other work that it is required or empowered to do by statutory legislation or guidelines as prepared by the relevant government authorities; and

(h) Consider other topics as defined by the Board.

10. DISCLOSURE

The ARMC is required to prepare an ARMC Report at the end of each financial year to be included and published in the Annual Report of the Company. The ARMC Report shall include the following:

(a) Composition of the ARMC, including the name, designation (indicating the Chairman) and directorship of the members (indicating whether the Directors are independent or otherwise);

(b) A summary of the Terms of Reference of the ARMC;

(c) Number of ARMC meetings held during the financial year and details of attendance of each ARMC member;

(d) Summary of the activities carried out by the ARMC in the discharge of its functions and duties for that financial year of the Company; and

(e) Summary of the activities carried out by the internal auditors.

The ARMC shall assist the Board in making the following additional statements in the Company's Annual Report:

(a) Statement explaining the Board's responsibility for preparing the annual audited financial statements of the Group; and

(b) Statement about the state of risk management and internal controls of the Group.

11. REVISION OF THE TERMS OF REFERENCE

(a) Any revision or amendment to this Terms of Reference, as proposed by the ARMC or any third party, shall be presented to the Board for its approval.

(b) Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and shall be considered duly revised or amended.

SUMMARY OF ACTIVITIES OF THE AC DURING THE FINANCIAL YEAR UNDER REVIEW

The main activities undertaken by the AC during the financial year under review are as follows:

(a) Reviewed the external auditors' scope of work and audit plans for the year;

(b) Reviewed with the external auditors the approved accounting standards applicable to the financial statements of the Company and of the Group;

(c) Reviewed with the external auditors the results of the audit, the audit report and the accounting matters including management's response, where applicable;

(d) Considered and recommended the auditors' remuneration for approval of the Board;

(e) Reviewed the internal audit plan for the financial year and assessed the performance of the internal audit function;

(f) Reviewed the internal audit reports, which highlighted the audit issues, recommendations and management's response and ensured that material findings are adequately addressed and attended to by management;

(g) Reviewed with the Chief Executive Officer and/or the Executive Director, the annual financial statements, interim financial results and the quarterly announcements Bursa Securities before recommending to the Board for approval, focusing particularly on;

- any changes in or implementation of any accounting policies and practices; significant adjustments and unusual events arising from the audit;
- going concern assumptions; and
- compliance with accounting standards and other legal requirements;

(h) Reviewed any related party transactions and conflict of interest situations entered into by the Group; and

(i) Reviewed other pertinent issues of the Group, which has significant impact on the results of the Group and the statutory audits.

INTERNAL AUDIT FUNCTION

It is the responsibility of the internal auditors to provide the AC with independent and objective reports on the state of internal control of the various business units within the Group and the extent of compliance of the units with the Group's established policies and procedures.

In this respect, the functions of the internal auditors are to:

1) Perform audit work in accordance with the pre-approved internal audit plan;

2) Carry out reviews on the systems of internal control of the Group;

3) Review and comment on the effectiveness and adequacy of the existing control policies and procedures; and

4) Provide recommendations, if any, for the improvement of the control policies and procedures.

The internal audit function of the Group has been outsourced to Boardroom Corporate Services (KL) Sdn. Bhd. ("Boardroom"), a professional services provider. Further information on the Internal Audit Function is disclosed in the Statement on Risk Management and Internal Control set out in page 30 to 31 of this Annual Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The new Malaysian Code on Corporate Governance 2012 requires listed companies to maintain a sound risk management framework and internal control system to safeguard shareholders' investments and the Group's assets.

The Board of Directors ("Board") is pleased to provide a statement on the risk management and internal control of the Group prepared in accordance with rule 15.26(b) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers in this annual report.

BOARD RESPONSIBILITY

The Board acknowledges the importance of maintaining a sound system of risk management framework and internal control to cover all aspects of the Group's business and to safeguard the interests of its shareholders. The Board is responsible to determine the Company's level of risk tolerance and in conjunction with management, to actively identify, assess and monitor key business risks and to review the effectiveness, adequacy and integrity of the Group's risk management framework and internal control system. The Board believes that this is a continuing process and more importantly a concerted effort by all employees of the Group.

RISK MANAGEMENT FRAMEWORK

The Board recognises that risk management should be an integral part of the business operation. Day to day operations in respect of commercial, financial, legal compliance and operational aspects of the Group are closely monitored by the Senior Management, which comprised of the Chief Executive Officer, Head of Businesses and Financial Controller The Board has formalised and adopted the Risk Management Framework and Risk Management Policies and Procedures ("P&P") in February 2013 with the purpose of providing guidance on systematic approach to assess and manage risk. The framework and the P&P are to facilitate achievement of the following objectives:-

(i) To identify and prioritise potential risk areas and risk events;
(ii) To develop methods to evaluate identified risks; and
(iii) To develop risk management, risk mitigation and risk response strategies and plans.

The Audit Committee has been renamed to Audit and Risk Management Committee ("ARMC") for quarterly reporting by Senior Management, review and decision making by the Company in various areas of enterprise risk management towards achievement of the objectives set out above. The proceedings of the ARMC meetings and key information on risk management are reported to the Board on a quarterly basis for deliberation and feedback from the Board to the Senior Management. Further assurance is provided by the Internal Audit function which operates across the Group with emphasis on key operating functions within the Group. The Group acknowledged the need for an effective and independent Internal Audit function as part of a robust control structure to address key risks and the decision was taken to outsource the Internal Audit activity to a third party service provider.

INTERNAL AUDIT FUNCTION

In a desire to maintain total independence in the management of the internal control environment and remain in compliance with the Bursa Securities Listing Requirements, the internal audit function of the Group has been outsourced to Boardroom Corporate Services (KL) Sdn. Bhd. ("Boardroom"), a professional services provider. Boardroom reports independently and directly to the ARMC in respect of the internal audit function. The ARMC together with Boardroom agrees on the scope and planned internal audit activity annually and all audit findings arising there from are reported to the ARMC on a half-yearly basis.

Boardroom is allowed complete and unrestricted access to all documents and records of the Group deemed necessary in the performance of its function and control processes implemented by the Senior Management. All reports and findings arising from these reviews are discussed primarily with the respective process custodians prior to a formal report being presented to the ARMC.

During the financial year, the internal auditors conducted review in accordance with the risk based internal audit plan approved by the ARMC. Based on the internal audit review which has been carried out, the results of the review including findings of the internal audit and recommended corrective actions were presented to the ARMC at the scheduled meetings. Based on the internal audit review conducted, none of the weaknesses noted have resulted in any material losses, contingency or uncertainties that would require separate disclosure in this annual report.

The total cost incurred for the internal audit function for the financial year ended 31 December 2012 was approximately RM19,000.

OTHER KEY ELEMENTS OF INTERNAL CONTROLS

The other key elements of the Group's system of internal controls are described below:

- Board Committees are established by the Board to assist the Board in the execution of its responsibilities and to provide oversight on the effectiveness of the Group's operation. All strategic, business and investment plans are approved and monitored by the Board. The Board is supported in this effort by three (3) Board Committees, namely the ARMC, the Nomination Committee and the Remuneration Committee that provide focus and counsel. These Board Committees are governed by specific terms of references and are accountable to the Board. Further details of these Board Committees are set out in the Statement on Corporate Governance;

- There are regular Board meetings and Board papers are distributed to all Board members who are entitled to receive and access all necessary and relevant information. Decisions of the Board are only made after the required information is made available and deliberated on by the Board. The Board maintains complete and effective control over the strategies and direction of the Group;

- Quarterly financial statements and the Groups performance are deliberated by the ARMC, which is subsequently presented to the Board for their review, consideration and approval before its release to Bursa Securities;

- The Group has in place an organisational structure with defined lines of responsibilities, proper segregation of duties and delegation of authority. A process of hierarchical reporting has been established to ensure the accountability and approval responsibility of the employee;

- The annual budgets are prepared annually for the Business/Operating units and approved by the Board. The budgets are monitored on a monthly basis and the business objectives and plans are reviewed during the quarterly business meetings attended by division and business unit heads. The Senior Management meet regularly to consider the Group's financial performance, business initiatives and other management and corporate matters;

- Financial and operational information are prepared monthly for the Chief Executive Officer and Senior Management review. This ensures a close monitoring of the performance of the Group and rectification/remedial measures can be taken promptly if necessary; and

- Policies and procedures in respect of major processes had been developed by the Senior Management. They are updated regularly and distributed to all employees for their reference and compliance.

ASSURANCE AND LIMITATION

The Board has received the assurance from the Chief Executive Officer and Financial Controller that the risk management and internal control system is operating adequately and effectively, in all material aspects, based on the existing risk management and internal control system of the Group. In this respect, the Board believes that the current management control, risk management framework and the review mechanism provide reasonable assurance on the effectiveness of the risk management framework and internal control system of the Group. However, due to the nature and limitations inherent in any risk management framework and internal control system, the Board is aware that a sound risk management framework and internal control system can only provide reasonable and not absolute assurance against any material misstatements or fraud or misappropriation of assets or loss occurrence. It should also be appreciated that the whole risk management framework and internal control system is designed to manage and control risks appropriately rather than a definitive system designed for the total avoidance of risks or for eliminating risk of failure.

CONCLUSION

The Board is of the opinion that the Group's risk management framework and internal control system are operating adequately and effectively to safeguard shareholders' investments and the Group's assets. However, the Board also recognises the fact that the Group's risk management framework and internal control system must continuously evolve to support the growth and dynamics of the Group as well as to meet the changing and challenging business environment. As such, the Board, in striving for continuous improvement, will put in place appropriate action plans, where necessary, to further enhance the Group's risk management frameworks and internal control system.

This Statement was made in accordance a resolution of the Board dated 22 April 2013.

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Company's principal activity is investment holding while the principal activities of the subsidiaries are set out in Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Profit for the financial year	4,585,787	16,902,854
Attributable to:		
Owners of the parent	5,209,811	16,902,854
Non-controlling interest	(624,024)	-
	4,585,787	16,902,854

DIVIDEND

No dividend has been paid, declared or proposed by the Company since the end of the previous financial year.

The Directors do not recommend any dividend in respect of the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

ISSUE OF SHARES AND DEBENTURES

There were no issues of shares or debentures during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS

The Directors who have held office since the date of the last report are as follows:

Dato' Gan Nyap Liou @ Gan Nyap Liow
Patrick Y-Kin Grove
Kensuke Tsurumaru
Mah Yong Sun
Dr. Lim Yin Chow
Lucas Robert Elliott (appointed on 1 April 2013)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interest in ordinary shares in the Company and of its related corporation during the financial year ended 31 December 2012 as recorded in the Registrar of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965 in Malaysia were as follows:

	[----- Number of ordinary shares of RM0.10 each -----]			
	Balance as at 1.1.2012/ Date of appointment	**Bought**	**Sold**	**Balance as at 31.12.2012**
Shares in the Company				
Direct interests:				
Dato' Gan Nyap Liou @ Gan Nyap Liow	4,904,992	-	-	4,904,992
Mah Yong Sun	1,296,948	-	-	1,296,948
Indirect interests:				
Patrick Y-Kin Grove	79,046,858	-	-	79,046,858
Kensuke Tsurumaru	79,046,858	-	-	79,046,858
Dr. Lim Yin Chow	12,109,300	-	-	12,109,300

	[---- Number of ordinary shares of SGD0.10 each ----]			
	Balance as at 1.1.2012	**Bought**	**Sold**	**Balance as at 31.12.2012**
Shares in the holding company, Catcha Group Pte. Ltd.				
Direct interests:				
Patrick Y-Kin Grove	2,207,271	-	-	2,207,271
Kensuke Tsurumaru	827,733	-	-	827,733

By virtue of their interests in the ordinary shares of the Company, Patrick Y-Kin Grove and Kensuke Tsurumaru are also deemed to be interested in the ordinary shares of all the subsidiaries to the extent the Company has an interest.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Director as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director, or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than remuneration received by certain Directors as Directors of the holding company and any benefits which may be deemed to have arisen by virtue of those transactions as disclosed in Note 28 to the financial statements.

There were no arrangements during and at the end of the financial year, to which the Company is a party, which had the object of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.

(b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for:

(i) the effects arising from impairment losses on intangible assets of RM9,625,924 for the Group as disclosed in Note 8 to the financial statements;

(ii) the effects arising from impairment losses on investment in a subsidiary of RM11,072,305 for the Company as disclosed in Note 9 to the financial statements;

(iii) the effects arising from reversal of provision for contingent consideration of RM3,655,950 for the Group and the Company as disclosed in Note 18 to the financial statements; and

(iv) the effects arising from gain on disposal of investment in a subsidiary of RM18,773,495 and RM25,952,419 for the Group and the Company respectively as disclosed in Note 25 to the financial statements.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

(c) The Directors are not aware of any circumstances:

(i) which would render the amount written off for bad debts or the amount of provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent; and

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and

(iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) In the opinion of the Directors:

(i) there has not arisen in any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and

(ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the year of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet its obligations as and when they fall due.

(III) AS AT THE DATE OF THIS REPORT

(e) There are no charges on the assets of the Group and of the Company which have arisen since the end of the financial year to secure the liabilities of any other person.

(f) There are no contingent liabilities of the Group and of the Company which have arisen since the end of the financial year.

(g) The Directors are not aware of any circumstances not otherwise dealt with in the report or financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(a) On 28 March 2012, the Company acquired 50% of the issued and paid-up ordinary share capital of Auto Discounts Sdn. Bhd. ('ADSB'), a company incorporated in Malaysia, for a cash consideration of RM5,000,000. The Company was given an option to subscribe for an additional interest of up to 125,000 ordinary shares of RM1.00 each in ADSB by the subscription of new ADSB shares for an aggregate consideration of up to RM2,000,000, commencing 28 March 2012, the date of completion of the share sale agreement, and expiring 24 months thereafter.

(b) On 29 June 2012:

(i) The Company entered into a conditional share sale agreement with iCar Asia Limited ('iCar'), a special purpose vehicle held by Catcha Group Pte. Ltd. ('Catcha Group (S)'), for the disposal 250,000 ordinary shares (equivalent to 50% equity interest) of RM1.00 in ADSB, for a disposal consideration of AUD7,760,000 (equivalent to RM24,832,000) to be satisfied entirely by the issuance of 48,500,000 new ordinary shares in iCar ('iCar Shares') at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Share; and

(ii) A subsidiary, Catcha Lifestyle Publications Sdn. Bhd. ('Catcha Lifestyle'), entered into a conditional asset sale agreement with iCar for the disposal of its assets relating exclusively to the automotive publications published under the brand 'Malaysian Evo' pursuant to the licence agreement dated 17 August 2009 between Dennis Publishing Limited and Catcha Lifestyle and '2011 EVO Supercars', '2012 Performance Heroes' and a third Magazine Book to be confirmed pursuant to another licence agreement dated 16 December 2011 between Dennis Publishing Limited and Catcha Lifestyle ('Catcha Lifestyle's Evo Business') ('Business Assets') to iCar, for a disposal consideration of AUD640,000 (equivalent to RM2,048,000) to be satisfied entirely by the issuance of 4,000,000 new ordinary shares in iCar at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Share.

(i) and (ii) are collectively referred to as the 'Disposals'.

On 27 July 2012, the Company completed the Disposals.

Upon completion of the Disposals, iCar became a subsidiary of the Company whereby the Company owned 75% equity interest in iCar. iCar subsequently undertook a listing exercise and was successfully listed on the Australian Securities Exchange ('ASX') on 11 September 2012. Immediately upon the completion of the listing of iCar on ASX, the Company's shareholding in iCar diluted to approximately 37.70%. As a result, iCar became an associate of the Group.

SIGNIFICANT EVENT SUBSEQUENT TO THE END OF THE REPORTING PERIOD

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.

HOLDING COMPANY

The Directors regard Catcha Group Pte. Ltd., a company incorporated in Singapore, as the holding company.

AUDITORS

The auditors, BDO, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors.

....	....
Patrick Y-Kin Grove	**Lucas Robert Elliott**
Director	Director

Kuala Lumpur
22 April 2013

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 40 to 93 have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2012 and of their financial performance and cash flows for the financial year then ended.

In the opinion of the Directors, the information set out in Note 35 on page 94 to the financial statements has been compiled in accordance with the Guidance on Special Matter No.1, *Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued* by the Malaysian Institute of Accountants, and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

On behalf of the Board,

....	....
Patrick Y-Kin Grove	**Lucas Robert Elliott**
Director	Director

Kuala Lumpur
22 April 2013

STATUTORY DECLARATION

I, Tee Choon Wee, being the officer primarily responsible for the financial management of Catcha Media Berhad, do solemnly and sincerely declare that the financial statements set out on pages 40 to 94 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly)
declared by the abovenamed at)
Kuala Lumpur this)
22 April 2013)

Before me: **S.Ideraju**
No: W-451
Commissioner For Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CATCHA MEDIA BERHAD

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Catcha Media Berhad, which comprise statements of financial position as at 31 December 2012 of the Group and of the Company, and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 40 to 93.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2012 and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

(a) In our opinion, the accounting and other records of and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 9 to the financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purpose of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.

(d) The audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Reporting Responsibilities

The supplementary information set out in Note 35 to the financial statements is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The Directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

As stated in Note 3 to the financial statements, Catcha Media Berhad adopted Malaysian Financial Reporting Standards on 1 January 2012 with a transition date of 1 January 2011. These Standards were applied retrospectively by the Directors to the comparative information in these financial statements, including the statements of financial position as at 31 December 2011 and 1 January 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended 31 December 2011 and related disclosures. We were not engaged to report on the restated comparative information, if any, and it is unaudited. Our responsibilities as part of our audit of the financial statements of the Group and of the Company for the financial year ended 31 December 2012 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 January 2012 do not contain misstatements that materially affect the financial position as at 31 December 2012 and financial performance and cash flows for the year then ended.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO
AF : 0206
Chartered Accountants

Lim Seng Siew
2894/08/13 (J)
Chartered Accountant

Kuala Lumpur
22 April 2013

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2012

		Group		
		31.12.2012	31.12.2011	1.1.2011
	Note	RM	RM	RM
ASSETS				
Non-current assets				
Property, plant and equipment	7	852,686	797,642	345,574
Intangible assets	8	5,395,168	15,021,092	2,000,000
Investments in subsidiaries	9	-	-	-
Investment in an associate	10	21,476,660	-	-
		27,724,514	15,818,734	2,345,574
Current assets				
Inventories	11	803,827	1,535,924	-
Trade and other receivables	12	11,481,084	13,360,597	15,115,261
Current tax assets		86,063	-	-
Cash and cash equivalents	13	1,116,415	8,852,816	1,784,259
		13,487,389	23,749,337	16,899,520
TOTAL ASSETS		41,211,903	39,568,071	19,245,094
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Share capital	14	13,464,002	13,464,002	11,000,002
Reserves	15	14,908,180	9,735,142	(5,708,452)
TOTAL EQUITY		28,372,182	23,199,144	5,291,550
LIABILITIES				
Non-current liabilities				
Deferred tax liabilities	16	121,857	95,135	84,267
Current liabilities				
Trade and other payables	17	12,649,993	12,270,717	11,307,924
Provision	18	-	3,655,950	-
Current tax liabilities		67,871	347,125	2,561,353
		12,717,864	16,273,792	13,869,277
TOTAL LIABILITIES		12,839,721	16,368,927	13,953,544
TOTAL EQUITY AND LIABILITIES		41,211,903	39,568,071	19,245,094

		Company		
		31.12.2012	31.12.2011	1.1.2011
	Note	RM	RM	RM
ASSETS				
Non-current assets				
Investments in subsidiaries	9	15,256,182	23,692,585	11,000,000
Investment in an associate	10	31,317,420	-	-
		46,573,602	23,692,585	11,000,000
Current assets				
Trade and other receivables	12	1,781,900	657,914	6,000
Current tax assets		6,335	-	-
Cash and cash equivalents	13	28,705	6,279,449	10,002
		1,816,940	6,937,363	16,002
TOTAL ASSETS		48,390,542	30,629,948	11,016,002
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Share capital	14	13,464,002	13,464,002	11,000,002
Reserves	15	30,240,366	13,337,512	(513,383)
TOTAL EQUITY		43,704,368	26,801,514	10,486,619
LIABILITIES				
Current liabilities				
Trade and other payables	17	4,686,174	168,033	529,383
Provision	18	-	3,655,950	-
Current tax liabilities		-	4,451	-
		4,686,174	3,828,434	529,383
TOTAL LIABILITIES		4,686,174	3,828,434	529,383
TOTAL EQUITY AND LIABILITIES		48,390,542	30,629,948	11,016,002

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

		Group		Company	
		2012	2011	2012	2011
	Note	RM	RM	RM	RM
Revenue	19	37,499,597	38,804,316	-	-
Cost of sales	20	(22,779,264)	(24,318,813)	-	-
Gross profit		14,720,333	14,485,503	-	-
Other income		22,645,254	278,099	29,665,375	135,011
Administrative expenses		(20,205,269)	(13,133,344)	(1,707,029)	(1,704,395)
Other expenses		(10,617,272)	(807,523)	(11,073,362)	-
Share of result in an associate	10	(1,665,832)	-	-	-
Profit/(Loss) before tax	21	4,877,214	822,735	16,884,984	(1,569,384)
Tax expense	22	(291,427)	(815,996)	17,870	(17,870)
Profit/(Loss) for the financial year		4,585,787	6,739	16,902,854	(1,587,254)
Other comprehensive loss, net of tax:					
Foreign currency translation		(36,773)	(1,294)	-	-
Total comprehensive income/ (loss) for the financial year		4,549,014	5,445	16,902,854	(1,587,254)
Profit/(Loss) attributable to:					
Owners of the parent		5,209,811	6,739	16,902,854	(1,587,254)
Non-controlling interests		(624,024)	-	-	-
		4,585,787	6,739	16,902,854	(1,587,254)
Total comprehensive income/ (loss) attributable to:					
Owners of the parent		5,173,038	5,445	16,902,854	(1,587,254)
Non-controlling interests		(624,024)	-	-	-
		4,549,014	5,445	16,902,854	(1,587,254)
Basic and diluted earnings per ordinary share attributable to equity holders of the parent (sen)	23	3.869	0.006		

The accompanying notes form an integral part of the financial statements.

Group	Note	Share capital RM	Share premium RM	Retained earnings RM	Merger deficit RM	Exchange translation reserve RM	Total attributable to owners of the parent RM	Non-controlling interests RM	Total equity RM
Balance at 1 January 2011		11,000,002	-	477,640	(6,185,238)	(854)	5,291,550	-	5,291,550
Profit for the financial year		-	-	6,739	-	-	6,739	-	6,739
Foreign currency translations		-	-	-	-	(1,294)	(1,294)	-	(1,294)
Total comprehensive income/(loss)		-	-	6,739	-	(1,294)	5,445	-	5,445
Transactions with owners									
Issuance of new ordinary shares	14	2,464,000	-	-	-	-	2,464,000	-	2,464,000
Share premium arising from issuance of new ordinary shares		-	16,016,000	-	-	-	16,016,000	-	16,016,000
Share issue and listing expenses		-	(577,851)	-	-	-	(577,851)	-	(577,851)
Total transactions with owners		2,464,000	15,438,149	-	-	-	17,902,149	-	17,902,149
Balance as at 31 December 2011		13,464,002	15,438,149	484,379	(6,185,238)	(2,148)	23,199,144	-	23,199,144
Profit for the financial year		-	-	5,209,811	-	-	5,209,811	(624,024)	4,585,787
Foreign currency translations		-	-	-	-	(36,773)	(36,773)	-	(36,773)
Total comprehensive income/(loss)		-	-	5,209,811	-	(36,773)	5,173,038	(624,024)	4,549,014
Transaction with owners									
Disposal of investment in a subsidiary	25	-	-	-	-	-	-	624,024	624,024
Total transaction with owners		-	-	-	-	-	-	624,024	624,024
Balance as at 31 December 2012		13,464,002	15,438,149	5,694,190	(6,185,238)	(38,921)	28,372,182	-	28,372,182

Company	**Note**	**Share capital RM**	**Share premium RM**	**(Accumulated losses)/ Retained earnings RM**	**Total equity RM**
Balance as at 1 January 2011		11,000,002	-	(513,383)	10,486,619
Loss for the financial year/ Total comprehensive loss		-	-	(1,587,254)	(1,587,254)
Transactions with owners					
Issuance of new ordinary shares	14	2,464,000	-	-	2,464,000
Share premium arising from issuance of new ordinary shares		-	16,016,000	-	16,016,000
Share issue and listing expenses		-	(577,851)	-	(577,851)
Total transactions with owners		2,464,000	15,438,149	-	17,902,149
Balance as at 31 December 2011		13,464,002	15,438,149	(2,100,637)	26,801,514
Profit for the financial year/ Total comprehensive income		-	-	16,902,854	16,902,854
Balance as at 31 December 2012		13,464,002	15,438,149	14,802,217	43,704,368

The accompanying notes form an integral part of the financial statements.

		Group		Company	
	Note	2012 RM	2011 RM	2012 RM	2011 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit/(Loss) before tax		4,877,214	822,735	16,884,984	(1,569,384)
Adjustments for:					
Accruals no longer required		(26,059)	-	-	-
Bad debts written off		7,698	-	-	-
Depreciation of property, plant and equipment	7	304,202	179,274	-	-
Gain on disposal of:					
- investment in a subsidiary	25	(18,773,495)	-	(25,952,419)	-
- property, plant and equipment		(304)	(659)	-	-
Goodwill written off		-	65,171	-	-
Impairment losses on:					
- intangible assets	8	9,625,924	-	-	-
- investment in a subsidiary	9	-	-	11,072,305	55,722
- receivables	12(f)	371,260	495,560	-	-
Inventories written down	11	280,427	-	-	-
Inventories written off	11	105,405	-	-	-
Reversal of impairment losses on receivables	12(f)	(12,794)	(3,150)	-	-
Reversal of provision for contingent consideration	18	(3,655,950)	-	(3,655,950)	-
Share of result in an associate	10	1,665,832	-	-	-
Unrealised gain on foreign exchange		(94,686)	-	(19,026)	-
Unrealised loss on foreign exchange		-	63,021	-	-
Operating (loss)/profit before changes in working capital		(5,325,326)	1,621,952	(1,670,106)	(1,513,662)
Changes in working capital:					
Inventories		346,264	(1,270,461)	-	-
Trade and other receivables		2,990,841	1,641,062	(604,960)	(17,014)
Trade and other payables		5,865,548	1,798,304	2,178,123	(70,554)
Net cash generated from/(used in) operations		3,877,327	3,790,857	(96,943)	(1,601,230)
Tax paid		(647,918)	(3,019,356)	(10,810)	(13,419)
Tax refunded		17,894	-	17,894	-
Net cash from/(used in) operating activities		3,247,303	771,501	(89,859)	(1,614,649)

	Note	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of :					
- additional interests in subsidiaries	9	-	-	(2,635,902)	-
- intangible assets	8	(2,612,928)	(43,168)	-	-
- subsidiary, net of cash acquired	24	(5,262,936)	(7,861,478)	(5,365,001)	(7,862,357)
Advances from/(to) subsidiaries		-	-	2,340,018	(925,696)
Advances to associates		(532,430)	-	(500,000)	-
Disposal of a subsidiary, net of cash disposed	25	(2,187,646)	-	-	-
Proceeds from disposal of property, plant and equipment		14,047	1,720	-	-
Purchase of property, plant and equipment	7	(364,188)	(570,873)	-	-
Repayments to holding company		-	(1,900,000)	-	-
Net cash used in investing activities		(10,946,081)	(10,373,799)	(6,160,885)	(8,788,053)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance of shares	14	-	17,250,000	-	17,250,000
Share issue and listing expenses paid		-	(577,851)	-	(577,851)
Net cash from financing activities		-	16,672,149	-	16,672,149
Net (decrease)/increase in cash and cash equivalents		(7,698,778)	7,069,851	(6,250,744)	6,269,447
Effect of exchange rate fluctuations on cash and cash equivalents		(37,623)	(1,294)	-	-
Cash and cash equivalents at beginning of financial year		8,852,816	1,784,259	6,279,449	10,002
Cash and cash equivalents at end of financial year	13	1,116,415	8,852,816	28,705	6,279,449

The accompanying notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at No. 45-7 & 47-7, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur.

The Directors regard Catcha Group Pte. Ltd., a company incorporated in Singapore, as the holding company.

The financial statements are presented in Ringgit Malaysia ('RM'), which is also the Company's functional currency.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 22 April 2013.

2. PRINCIPAL ACTIVITIES

The Company's principal activity is investment holding while the principal activities of the subsidiaries are set out in Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company set out on pages 40 to 93 have been prepared in accordance with Malaysian Financial Reporting Standards ('MFRSs'), International Financial Reporting Standards ('IFRSs') and the requirements of the Companies Act, 1965 in Malaysia.

These are the Group and the Company's first financial statements prepared in accordance with MFRSs, and MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards has been applied. In the previous financial years, the financial statements of the Group and of the Company were prepared in accordance with Financial Reporting Standards ('FRSs') in Malaysia.

The Group and Company have consistently applied the same accounting policies in its opening MFRS statements of financial position as at 1 January 2011 and throughout all financial years presented, as if these policies had always been in effect. The transition from FRSs to MFRSs had no impact on the financial statements of the Company.

However, Note 35 to the financial statements set out on page 94 has been prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

The preparation of financial statements in conformity with MFRSs requires the Directors to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and contingent liabilities. In addition, the Directors are also required to exercise their judgement in the process of applying the accounting policies. The areas involving such judgements, estimates and assumptions are disclosed in Note 6 to the financial statements. Although these estimates and assumptions are based on the Directors' best knowledge of events and actions, actual results could differ from those estimates.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries. Subsidiaries are entities (including special purposes entities) over which the Company has the power to govern the financial operating policies, generally accompanied by a shareholding giving rise to the majority of the voting rights, as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup balances, transactions, income and expenses are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the other entities in the Group.

Non-controlling interests represents the equity in subsidiaries that are not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests shall be measured at their acquisition-date fair values, unless another measurement basis is required by MFRSs. The choice of measurement basis is made on an combination-by-combination basis. Subsequent to initial recognition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between:

(i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and

(ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 139 *Financial Instruments: Recognition and Measurement* or, where applicable, the cost on initial recognition of an investment in associate or jointly controlled entity.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.3 Business combinations

(a) Merger method

A business combination involving entities under common control is a business combination in which all the combining entities or business are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

An acquisition that resulted in a business combination involving common control entities is outside the scope of MFRS 3 *Business Combinations.* For such common control business combinations, the merger accounting principles are used to include the assets, liabilities, results, equity changes and cash flows of the combining entities in the audited financial statements.

In applying merger accounting, financial statements items of the combining entities or businesses for the reporting period in which common control combination occurs are included in the audited financial statements of the Group as if the combination had occurred from the date when the combining entities or businesses first came under the control of the controlling party or parties.

A single uniform set of accounting policies is adopted by the Group. Therefore, the Group recognised the assets, liabilities and equity of the combining entities or businesses at the carrying amounts as if such audited financial statements had been prepared by the controlling party including adjustments required for conforming to the Group's accounting policies and applying those policies to all periods presented. There is no recognition of any goodwill or excess of acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost at the time of the common control combination. The effect of all transactions and balances between combining entities, whether occurring before or after the combination, are eliminated in preparing the audited financial statements of the Group.

(b) Business combinations from 1 January 2011 onwards

Business combinations are accounted for by applying the acquisition method of accounting.

Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured at their fair value at the acquisition date, except that:

(i) Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with MFRS 112 *Income Taxes* and MFRS 119 *Employee Benefits* respectively;

(ii) Liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement by the Group of an acquiree's share-based payment transactions are measured in accordance with MFRS 2 *Share-based Payment* at the acquisition date; and

(iii) Assets (or disposal groups) that are classified as held for sale in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the serviced are received.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.3 Business combinations (continued)

(b) Business combinations from 1 January 2011 onwards (continued)

Any contingent consideration payable is recognised at fair value at the acquisition date. Measurement period adjustments to contingent consideration are dealt with as follows:

(i) If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity.

(ii) Subsequent changes to contingent consideration classified as an asset or liability that is a financial instrument within the scope of MFRS 139 are recognised either in profit or loss or in other comprehensive income in accordance with MFRS 139. All other subsequent changes are recognised in profit or loss.

In a business combination achieved in stages, previously held equity interests in the acquiree are re-measured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree net identifiable assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill in the statement of financial position. In instances where the latter amount exceeds the former, the excess is recognised as a gain on bargain purchase in profit or loss on the acquisition date.

Business combinations before 1 January 2011

As part of its transition to MFRSs, the Group elected not to restate those business combinations that occurred before the date of transition to MFRSs, i.e. 1 January 2011. Goodwill represents the amount recognised under the previous FRS Framework in respect of acquisitions prior to 1 January 2011.

4.4 Property, plant and equipment and depreciation

All the items of property, plant and equipment are initially measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant, and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.4 Property, plant and equipment and depreciation (continued)

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the asset and which has different useful life, is depreciated separately.

After initial recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of the assets to their residual values on a straight line basis over their estimated useful lives. The principal depreciation rates are as follows:

Computers	33%
Office equipment	20%
Furniture and fittings	10% - 20%
Renovation	20%

At the end of each reporting period, the carrying amount of an item of property, plant and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write-down is made if the carrying amount exceeds the recoverable amount (see Note 4.7 to the financial statements on impairment of non-financial assets).

The residual values, useful lives and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment. If expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between net disposal proceeds, if any, and the carrying amount is included in profit or loss.

4.5 Investments

(a) Subsidiaries

A subsidiary is an entity in which the Group and the Company have power to control the financial and operating policies so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

An investment in subsidiary, which is eliminated on consolidation, is stated in the Company's separate financial statements at cost. Investments accounted for at cost shall be accounted for in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* when they are classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with MFRS 5.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the Group would derecognise all assets, liabilities and non-controlling interests at their carrying amount and to recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.5 Investments (continued)

(b) Associate

An associate is an entity over which the Group and the Company have significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is neither control nor joint control over those policies.

In the Company's separate financial statements, an investment in associate is stated at cost less any impairment losses.

An investment in associate is accounted for in the consolidated financial statements using the equity method of accounting. The investment in associate in the consolidated statement of financial position is initially recognised at cost and adjusted thereafter for the post acquisition change in the Group's share of net assets of the investment.

The interest in an associate is the carrying amount of the investment in the associate under the equity method together with any long term interest that, in substance, form part of the Group's net investment in the associate.

The Group's share of the profit or loss of the associate during the financial year is included in the consolidated financial statements, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. Distributions received from the associate reduce the carrying amount of the investment. Adjustments to the carrying amount could also be necessary for changes in the Group's proportionate interest in the associate arising from changes in the associate's equity that have not been recognised in the associate's profit or loss. Such changes include those arising from the revaluation of property, plant and equipment and from foreign exchange translation differences. The Group's share of those changes is recognised directly in equity of the Group.

Unrealised gains and losses on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate to the extent that there is no impairment.

When the Group's share of losses in the associate equals to or exceeds its interest in the associate, the carrying amount of that interest is reduced to nil and the Group does not recognise further losses unless it has incurred legal or constructive obligations or made payments on its behalf.

The most recent available financial statements of the associate are used by the Group in applying the equity method. When the end of the reporting periods of the financial statements are not coterminous, the share of results is arrived at using the latest audited financial statements for which the difference in end of the reporting periods is no more than three months. Adjustments are made for the effects of any significant transactions or events that occur between the intervening periods.

Upon disposal of an investment in associate, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.6 Intangible assets

Intangible assets are recognised only when the identifiability, control and future economic benefit probability criteria are met.

After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised on a straight line basis over the estimated economic useful lives and are assessed for any indication that the asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. The amortisation expense on intangible assets with finite lives is recognised in profit or loss.

An intangible asset has an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows to the Group. Intangible assets with indefinite useful lives are tested for impairment annually and wherever there is an indication that the carrying amount may be impaired. Such intangible assets are not amortised. Their useful lives are reviewed each period to determine whether events and circumstances continue to support the indefinite useful life assessment for the asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for as a change in accounting estimate in accordance with MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors.*

Expenditure on an intangible item that is initially recognised as an expense is not recognised as part of the cost of an intangible asset at a later date.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use. The gain or loss arising from the derecognition determined as the difference between the net disposal proceeds, if any, and the carrying amount of the asset is recognised in profit or loss when the asset is derecognised.

4.7 Impairment of non-financial assets

The carrying amount of assets, except for financial assets (excluding investments in subsidiaries and an associate) and inventories, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Goodwill and intangible assets that have an indefinite useful life are tested annually for impairment or more frequently if events or changes in circumstances indicate that the goodwill or intangible asset might be impaired.

The recoverable amount of an asset is estimated for an individual asset. Where it is not possible to estimate the recoverable amount of the individual asset, the impairment test is carried out on the cash generating units ('CGU') to which the asset belongs.

The recoverable amount of an asset or CGU is the higher of its fair value less cost to sell and its value in use.

In estimating the value in use, the estimated future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. An impairment loss is recognised when the carrying amount of the asset or the CGU exceeds the recoverable amount of the asset or the CGU. The total impairment loss is allocated to reduce the carrying amount of the assets of the CGU on a pro-rata basis of the carrying amount of each asset in the CGU. The impairment loss is recognised in profit or loss immediately.

An impairment loss is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Such reversals are recognised as income immediately in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.8 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories is determined on the weighted average basis and comprises the purchase price and incidental costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, an equity instrument of another enterprise, a contractual right to receive cash or another financial asset from another enterprise, or a contractual right to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially favourable to the Group.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or a contractual obligation to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially unfavourable to the Group.

Financial instruments are recognised on the statement of financial position when the Group has become a party to the contractual provisions of the instrument. At initial recognition, a financial instrument is recognised at fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of the financial instrument.

An embedded derivative is separated from the host contract and accounted for as a derivative if, and only if the economic characteristics and risks of the embedded derivative is not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms as the embedded derivative meets the definition of a derivative, and the hybrid instrument is not measured at fair value through profit or loss.

(a) Financial assets

A financial asset is classified into the following four categories after initial recognition for the purpose of subsequent measurement:

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss comprise financial assets that are held for trading (i.e. financial assets acquired principally for the purpose of resale in the near term), derivatives (both, freestanding and embedded) and financial assets that were specifically designated into this classification upon initial recognition.

Subsequent to initial recognition, financial assets classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial assets classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

However, derivatives that is linked to and must be settled by delivery of unquoted equity instruments that do not have a quoted market price in an active market are recognised at cost.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.9 Financial instruments (continued)

(a) Financial assets (continued)

(ii) Held-to-maturity investments

Financial assets classified as held-to maturity comprise non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity.

Subsequent to initial recognition, financial assets classified as held-to-maturity are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as held-to-maturity are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

(iii) Loans and receivables

Financial assets classified as loans and receivables comprise non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Subsequent to initial recognition, financial assets classified as loans and receivables are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as loans and receivables are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

(iv) Available-for-sale financial assets

Financial assets classified as available-for-sale comprise non-derivative financial assets that are designated as available for sale or are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss.

Subsequent to initial recognition, financial assets classified as available-for-sale are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as available-for-sale are recognised directly in other comprehensive income, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. However, interest calculated using the effective interest method is recognised in profit or loss whilst dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payment is established.

Cash and cash equivalents include cash and bank balances, bank overdrafts, fixed deposits pledged to financial institutions, deposits and other short term, highly liquid investments with original maturities of three months or less which are readily convertible to cash and are subject to insignificant risk of changes in value.

A financial asset is derecognised when the contractual right to receive cash flows from the financial asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised directly in other comprehensive income shall be recognised in profit or loss.

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or marketplace convention. A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.9 Financial instruments (continued)

(b) Financial liabilities

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. A financial liability is classified into the following two categories after initial recognition for the purpose of subsequent measurement:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss comprise financial liabilities that are held for trading, derivatives (both, freestanding and embedded) and financial liabilities that were specifically designated into this classification upon initial recognition.

Subsequent to initial recognition, financial liabilities classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial liabilities classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial liabilities classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

(ii) Other financial liabilities

Financial liabilities classified as other financial liabilities comprise non-derivative financial liabilities that are neither held for trading nor initially designated as at fair value through profit or loss.

Subsequent to initial recognition, other financial liabilities are measured at amortised cost using the effective interest method. Gains or losses on other financial liabilities are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

A financial liability is derecognised when, and only when, it is extinguished, i.e. when the obligation specified in the contract is discharged or cancelled or expires. An exchange between an existing borrower and lender of debt instruments with substantially different terms are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Any difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.9 Financial instruments (continued)

(c) Equity

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are classified as equity instruments.

Ordinary shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit. Otherwise, they are charged to profit or loss.

Interim dividends to shareholders are recognised in equity in the period in which they are declared. Final dividends are recognised upon the approval of shareholders in a general meeting.

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

4.10 Impairment of financial assets

The Group assesses whether there is any objective evidence that a financial asset is impaired at the end of each reporting period.

Loans and receivables

The Group collectively considers factors such as the probability of bankruptcy or significant financial difficulties of the receivable, and default or significant delay in payments to determine whether there is objective evidence that an impairment loss on loans and receivables has occurred. Other objective evidence of impairment includes historical collection rates determined on an individual basis and observable changes that are directly correlated with the historical default rates of receivables.

If any such objective evidence exists, the amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of loans and receivables is reduced through the use of an allowance account.

If in a subsequent period, the amount of the impairment loss decreases and it objectively relates to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of impairment reversed is recognised in profit or loss.

4.11 Operating leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

Lease payments under operating leases are recognised as an expense on a straight line basis over the lease term.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.12 Income taxes

Income taxes include all domestic and foreign taxes on taxable profit. Income taxes also include other taxes, such as withholding taxes, and real property gains taxes payable on disposal of properties, if any.

(a) Current tax

Current tax expenses are determined according to the tax laws include all taxes based upon the taxable profits and real property gains taxes payable on disposal of properties, if any.

(b) Deferred tax

Deferred tax is recognised in full using the liability method on temporary differences arising between the carrying amount of an asset or liability in the statement of financial position and its tax base.

Deferred tax is recognised for all temporary differences, unless the deferred tax arises from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amount of a deferred tax asset is reviewed at each reporting period. If it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised, the carrying amount of the deferred tax asset will be reduced accordingly. When it becomes probable that sufficient taxable profit will be available, such reductions will be reversed to the extent of the taxable profit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax will be recognised as income or expense and included in the profit or loss for the period unless the tax relates to items that are credited or charged, in the same or a different accounting year, directly to equity, in which case the deferred tax will be charged or credited directly to equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on the announcement of tax rates by the Government in the annual budgets which have substantial effect of actual enactment by the end of the reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.13 Provisions

Provisions are recognised when there is a present obligation, legal or constructive, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the effect of the time value of money is material, the amount of a provision will be discounted to its present value at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits would be required to settle the obligation, the provision would be reversed.

Provisions are not recognised for future operating losses. If the Group has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

4.14 Employee benefits

(a) Short term employee benefits

Wages, salaries, social security contributions, paid annual leave, paid sick leave, bonuses and non-monetary benefits are recognised as an expense in the financial year when employees have rendered their services to the Group.

Short term accumulating compensated absences such as paid annual leave are recognised as an expense when employees render services that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

Bonuses are recognised as an expense when there is a present, legal or constructive obligation to make such payments, as a result of past events and when a reliable estimate can be made of the amount of the obligation.

(b) Defined contribution plans

Companies within the Group incorporated in Malaysia make contributions to a statutory provident fund and foreign subsidiaries make contributions to their respective countries' statutory pension schemes. The contributions are recognised as a liability after deducting any contribution already paid and as an expense in the period in which the employees render their services.

4.15 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements of the Group and the Company are presented in Ringgit Malaysia ('RM'), which is also their functional and presentation currency.

(b) Foreign currency translations and balances

Transactions in foreign currencies are converted into Ringgit Malaysia at rates of exchange ruling at the transaction dates. Monetary assets and liabilities in foreign currencies at the end of reporting period are translated into Ringgit Malaysia at rates of exchange ruling at that date. All exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in profit or loss in the period in which they arise. Non-monetary items initially denominated in foreign currencies, which are carried at historical cost are translated using the historical rate as of the date of acquisition, and non-monetary items which are carried at fair value are translated using the exchange rate that existed when the values were determined for presentation currency purposes.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.15 Foreign currencies (continued)

(c) Foreign operations

Financial statements of foreign operations are translated at end of the reporting period exchange rates with respect to their assets and liabilities, and at exchange rates at the dates of the transactions with respect to the statement of comprehensive income. All resulting translation differences are recognised as a separate component of equity.

In the consolidated financial statements, exchange differences arising from the translation of net investment in foreign operations are taken to equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in profit or loss as part of the gain or loss on disposal.

Exchange differences arising on a monetary item that forms part of the net investment of the Company in a foreign operation shall be recognised in profit or loss in the separate financial statements of the Company or the foreign operation, as appropriate. In the consolidated financial statements, such exchange differences shall be recognised initially as a separate component of equity and recognised in profit or loss upon disposal of the net investment.

Goodwill and fair value adjustments to the assets and liabilities arising from the acquisition of a foreign operation are treated as assets and liabilities of the acquired entity and translated at the exchange rate ruling at the end of the reporting period.

4.16 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable net of discounts and rebates.

Revenue is recognised to the extent that it is probable that the economic benefits associated with the transaction will flow to the Group, and the amount of revenue and the cost incurred or to be incurred in respect of the transaction can be reliably measured and specific recognition criteria have been met for each of the Group's activities, as follows:

(a) Online advertising

Revenue from online advertising is recognised upon the utilisation and fulfillment of advertising space.

(b) Content revenue

Content revenue is recognised when the development and update of online content are performed.

(c) Publishing revenue

Publishing revenue is recognised upon the display of advertisements or promotions in the Group's publishing, net of sales tax as well as sales and subscriptions of the publishing to customers.

(d) E-commerce

Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods has been transferred to the customer and where the Group retains neither continuing managerial involvement over the goods nor effective control over the goods sold.

(e) Online classifieds revenue

Online classifieds revenue is recognised where the contract outcome can be estimated reliably and control of the right to be compensated for the service and the stage of completion can be reliably measured. Advance billings are deferred and released in the appropriate period when the service is delivered. Prepayment are capitalised and released in the appropriate period when service is delivered.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.17 Operating segments

Operating segments are defined as components of the Group that:

(a) Engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group);

(b) Whose operating results are regularly reviewed by the Group's chief operating decision maker in making decisions about resources to be allocated to the segment and assessing its performance; and

(c) For which discrete financial information is available.

An operating segment may engage in business activities for which it has yet to earn revenues.

The Group reports separately information about each operating segment that meets any of the following quantitative thresholds:

(a) Its reported revenue, including both sales to external customers and intersegment sales or transfers, is 10 per cent or more of the combined revenue, internal and external, of all operating segments.

(b) The absolute amount of its reported profit or loss is 10 per cent or more of the greater, in absolute amount of:

(i) The combined reported profit of all operating segments that did not report a loss; and

(ii) The combined reported loss of all operating segments that reported a loss.

(c) Its assets are 10 per cent or more of the combined assets of all operating segments.

Operating segments that do not meet any of the quantitative thresholds may be considered reportable, and separately disclosed, if the management believes that information about the segment would be useful to users of the financial statements.

Total external revenue reported by operating segments shall constitute at least 75 percent of the Group's revenue. Operating segments identified as reportable segments in the current financial year in accordance with the quantitative thresholds would result in a restatement of prior period segment data for comparative purposes.

4.18 Earnings per share

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

(b) Diluted

Diluted earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares.

5. ADOPTION OF NEW MFRSs

5.1 New MFRSs adopted during the current financial year

The Group and Company adopted the following accounting standards, amendments and interpretations of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ('MASB') during the financial year.

Title		**Effective Date**
MFRS 1	*First-time Adoption of Malaysian Financial Reporting Standards*	1 January 2012
MFRS 2	*Share-based Payment*	1 January 2012
MFRS 3	*Business Combinations*	1 January 2012
MFRS 4	*Insurance Contracts*	1 January 2012
MFRS 5	*Non-current Assets Held for Sale and Discontinued Operations*	1 January 2012
MFRS 6	*Exploration for and Evaluation of Mineral Resources*	1 January 2012
MFRS 7	*Financial Instruments: Disclosures*	1 January 2012
MFRS 8	*Operating Segments*	1 January 2012
MFRS 101	*Presentation of Financial Statements*	1 January 2012
MFRS 102	*Inventories*	1 January 2012
MFRS 107	*Statement of Cash Flows*	1 January 2012
MFRS 108	*Accounting Policies, Changes in Accounting Estimates and Errors*	1 January 2012
MFRS 110	*Events After the Reporting Period*	1 January 2012
MFRS 111	*Construction Contacts*	1 January 2012
MFRS 112	*Income Taxes*	1 January 2012
MFRS 116	*Property, Plant and Equipment*	1 January 2012
MFRS 117	*Leases*	1 January 2012
MFRS 118	*Revenue*	1 January 2012
MFRS 119	*Employee Benefits*	1 January 2012
MFRS 120	*Accounting for Government Grants and Disclosure of Government Assistance*	1 January 2012
MFRS 121	*The Effects of Changes in Foreign Exchange Rates*	1 January 2012
MFRS 123	*Borrowing Costs*	1 January 2012
MFRS 124	*Related Party Disclosures*	1 January 2012
MFRS 126	*Accounting and Reporting by Retirement Benefit Plans*	1 January 2012
MFRS 127	*Consolidated and Separate Financial Statements*	1 January 2012
MFRS 128	*Investments in Associates*	1 January 2012
MFRS 129	*Financial Reporting in Hyperinflationary Economies*	1 January 2012
MFRS 131	*Interests in Joint Ventures*	1 January 2012
MFRS 132	*Financial Instruments: Presentation*	1 January 2012
MFRS 133	*Earnings Per Share*	1 January 2012
MFRS 134	*Interim Financial Reporting*	1 January 2012
MFRS 136	*Impairment of Assets*	1 January 2012
MFRS 137	*Provisions, Contingent Liabilities and Contingent Assets*	1 January 2012
MFRS 138	*Intangible Assets*	1 January 2012
MFRS 139	*Financial Instruments: Recognition and Measurement*	1 January 2012
MFRS 140	*Investment Property*	1 January 2012
MFRS 141	*Agriculture*	1 January 2012
Improvements to MFRSs (2008)		1 January 2012
Improvements to MFRSs (2009)		1 January 2012
Improvements to MFRSs (2010)		1 January 2012

5. ADOPTION OF NEW MFRSs (continued)

5.1 New MFRSs adopted during the current financial year (continued)

The Group and Company adopted the following accounting standards, amendments and interpretations of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ('MASB') during the financial year (continued).

Title		**Effective Date**
IC Interpretation 1	*Changes in Existing Decommissioning, Restoration and Similar Liabilities*	1 January 2012
IC Interpretation 2	*Members' Shares in Co-operative Entities and Similar Instruments*	1 January 2012
IC Interpretation 4	*Determining Whether an Arrangement Contains a Lease*	1 January 2012
IC Interpretation 5	*Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds*	1 January 2012
IC Interpretation 6	*Liabilities Arising from Participating in a Specific Market-Waste Electrical and Electronic Equipment*	1 January 2012
IC Interpretation 7	*Applying the Restatement Approach under MFRS 129 Financial Reporting in Hyper inflationary Economies*	1 January 2012
IC Interpretation 9	*Reassessment of Embedded Derivatives*	1 January 2012
IC Interpretation 10	*Interim Financial Reporting and Impairment*	1 January 2012
IC Interpretation 12	*Service Concession Arrangements*	1 January 2012
IC Interpretation 13	*Customer Loyalty Programmes*	1 January 2012
IC Interpretation 14	*MFRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*	1 January 2012
IC Interpretation 15	*Agreements for the Construction of Real Estate*	1 January 2012
IC Interpretation 16	*Hedges of a Net Investment in a Foreign Operation*	1 January 2012
IC Interpretation 17	*Distributions of Non-cash Assets to Owners*	1 January 2012
IC Interpretation 18	*Transfers of Assets from Customers*	1 January 2012
IC Interpretation 19	*Extinguishing Financial Liabilities with Equity Instruments*	1 January 2012
IC Interpretation 107	*Introduction of the Euro*	1 January 2012
IC Interpretation 110	*Government Assistance – No Specific Relation to Operating Activities*	1 January 2012
IC Interpretation 112	*Consolidation – Special Purpose Entities*	1 January 2012
IC Interpretation 113	*Jointly Controlled Entities – Non-Monetary Contributions by Venturers*	1 January 2012
IC Interpretation 115	*Operating Leases – Incentives*	1 January 2012
IC Interpretation 125	*Income Taxes – Changes in the Tax Status of an Entity or its Shareholders*	1 January 2012
IC Interpretation 127	*Evaluating the Substance of Transactions Involving the Legal Form of a Lease*	1 January 2012
IC Interpretation 129	*Service Concession Arrangements: Disclosures*	1 January 2012
IC Interpretation 131	*Revenue – Barter Transactions Involving Advertising Services*	1 January 2012
IC Interpretation 132	*Intangible Assets – Web Site Costs*	1 January 2012

The adoption of the above Standards of the MFRS Framework had no impact on the financial statements of the Group and of the Company.

5. ADOPTION OF NEW MFRSs (continued)

5.1 New MFRSs adopted during the current financial year (continued)

(a) Amendments to MFRS 101 *Clarification of the Requirements for Comparative Information* are mandatory for annual period beginning on or after 1 January 2013.

The Group has early adopted Amendments to MFRS 101 *Clarification of the Requirements for Comparative Information* in conjunction with the application of MFRS 101. These Amendments clarify that the third statement of financial position is required only if a retrospective application, retrospective restatement or reclassification has a material effect on the information in the statement of financial position at the beginning of the preceding period. If the third statement of financial position is presented, these Amendments clarify that the related notes to the opening statement of financial position need not be disclosed. Accordingly, there are no related notes disclosed in relation to the opening statement of financial position as at 1 January 2011.

(b) Amendments to MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* are mandatory for annual periods beginning on or after 1 January 2013.

The Group has early adopted Amendments to MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* in conjunction with the application of MFRS 1. These Amendments clarify that the first MFRS financial statements shall include at least three statements of financial position, two statements of profit or loss and other comprehensive income, two separate statements of profit or loss (if presented), two statements of cash flows and two statements of changes in equity and related notes, including comparative information for all statements presented.

5.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2013

The following are accounting standards, amendments and interpretations of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board ('MASB') but have not been adopted by the Group.

Title		**Effective Date**
Amendments to MFRS 101	*Presentation of Items of Other Comprehensive Income*	1 July 2012
MFRS 10	*Consolidated Financial Statements*	1 January 2013
MFRS 11	*Joint Arrangements*	1 January 2013
MFRS 12	*Disclosure of Interests in Other Entities*	1 January 2013
MFRS 13	*Fair Value Measurement*	1 January 2013
MFRS 119	*Employee Benefits (revised)*	1 January 2013
MFRS 127	*Separate Financial Statements*	1 January 2013
MFRS 128	*Investments in Associates and Joint Ventures*	1 January 2013
Amendments to MFRS 1	*Government Loans*	1 January 2013
Amendments to MFRS 7	*Disclosures – Offsetting Financial Assets and Financial Liabilities*	1 January 2013
Amendments to MFRSs	*Annual Improvements 2009 – 2011 Cycle*	1 January 2013
Amendments to MFRS 10, MFRS 11 and MFRS 12	*Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance*	1 January 2013
IC Interpretation 20	*Stripping Costs in the Production Phase of a Surface Mine*	1 January 2013
Amendments to MFRS 132	*Offsetting Financial Assets and Financial Liabilities*	1 January 2014
Mandatory Effective Date of MFRS 9 and Transition Disclosures		1 January 2015
MFRS 9	*Financial Instruments*	1 January 2015

The Group is in the process of assessing the impact of implementing these accounting standards, amendments and interpretations, since the effects would only be observable for the future financial years.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

6.1 Changes in estimates

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Directors are of the opinion that there are no significant changes in estimates at the end of the reporting period.

6.2 Critical judgements made in applying accounting policies

There are no judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

6.3 Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of intangible assets

The Group determines whether intangible assets are impaired at least on an annual basis. This requires an estimation of the value-in-use of the intangible assets. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the intangible assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are disclosed in Note 8 to the financial statements.

(b) Useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment at the time the assets are acquired based on historical experience, the expected usage, wear and tear of the assets, and technical obsolescence arising from changes in the market demands or service output of the assets. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to changes in factors mentioned above. Changes in these factors could impact the useful lives and the residual values of the assets, therefore future depreciation charges could be revised.

(c) Impairment of receivables

The Group makes impairment of receivables based on an assessment of the recoverability of receivables. Impairment is applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses historical bad debt, receivable customer creditworthiness, current economic trends and changes in receivable payment terms when making a judgement to evaluate the adequacy of impairment of receivables. Where expectations differ from the original estimates, the differences will impact the carrying value of receivables.

(d) Impairment of investments in subsidiaries and amounts owing by subsidiaries

The Company reviews the investments in subsidiaries for impairment when there is an indication of impairment and assess the impairment of receivables on the amounts owing by subsidiaries when the receivables are long outstanding.

The recoverable amounts of the investments in subsidiaries and amounts owing by subsidiaries are assessed by reference to the value in use of the respective subsidiaries.

The value in use is the net present value of the projected future cash flows derived from the business operations of the respective subsidiaries discounted at an appropriate discount rate. For such discounted cash flow method, it involves the use of estimated future results and a set of assumptions to reflect their income and cash flows. Judgement had also been used to determine the discount rate for the cash flows and the future growth of the businesses of the subsidiaries.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

6.3 Key sources of estimation uncertainty (continued)

(e) Income taxes

Significant judgement is involved in determining the Group's provision for taxes. The Group will recognise liabilities for expected tax expenses based on an estimate of whether the taxes are due through management's interpretation of the various tax legislations. When the final tax outcome is different from the amounts that were initially recognised, such differences will impact the tax provision in the financial year in which such determination is made.

7. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.1.2012 RM	Additions RM	Acquisition of subsidiary (Note 24) RM	Disposal RM	Disposal of subsidiary (Note 25) RM	Depreciation charge for the financial year RM	Translation adjustments RM	Balance as at 31.12.2012 RM
2012								
Carrying amount								
Computers	313,746	215,837	167,372	(9,193)	(159,424)	(186,906)	129	341,561
Office equipment	148,058	47,422	-	(4,550)	-	(39,278)	724	152,376
Furniture and fittings	84,356	16,864	-	-	-	(19,002)	-	82,218
Renovation	251,482	84,065	-	-	-	(59,016)	-	276,531
	797,642	364,188	167,372	(13,743)	(159,424)	(304,202)	853	852,686

	[------------------ At 31.12.2012	------------]	
	Cost RM	Accumulated depreciation RM	Carrying amount RM
Computers	1,325,652	(984,091)	341,561
Office equipment	319,806	(167,430)	152,376
Furniture and fittings	113,740	(31,522)	82,218
Renovation	357,989	(81,458)	276,531
	2,117,187	(1,264,501)	852,686

7. PROPERTY, PLANT AND EQUIPMENT (continued)

Group	Balance as at 1.1.2011 RM	Additions RM	Acquisition of subsidiary (Note 24) RM	Disposal RM	Depreciation charge for the financial year RM	Balance as at 31.12.2011 RM
2011						
Carrying amount						
Computers	263,514	168,024	15,788	-	(133,580)	313,746
Office equipment	57,630	94,545	15,853	(1,061)	(18,909)	148,058
Furniture and fittings	23,590	43,605	21,504	-	(4,343)	84,356
Renovation	840	264,699	8,385	-	(22,442)	251,482
	345,574	570,873	61,530	(1,061)	(179,274)	797,642

	[----------------- At 31.12.2011	------------]	
	Cost RM	Accumulated depreciation RM	Carrying amount RM
Computers	1,096,558	(782,812)	313,746
Office equipment	280,226	(132,168)	148,058
Furniture and fittings	96,876	(12,520)	84,356
Renovation	273,924	(22,442)	251,482
	1,747,584	(949,942)	797,642

8. INTANGIBLE ASSETS

		Group	
Cost	Note	2012 RM	2011 RM
Balance at 1 January		15,021,092	2,000,000
Acquisition of subsidiaries	24	5,495,671	12,977,924
Addition		2,612,928	43,168
Disposal of subsidiary	25	(8,108,599)	-
		15,021,092	15,021,092
Impairment loss for the financial year		(9,625,924)	-
Balance at 31 December		5,395,168	15,021,092

Intangible assets of the Group comprised brand/trademark of 'Juice' magazine, websites and domain names.

8. INTANGIBLE ASSETS (continued)

The intangible assets are allocated to the following cash generating units ('CGUs'):

	Group	
	2012 RM	2011 RM
Publishing	2,000,000	2,000,000
E-commerce	3,395,168	13,021,092
	5,395,168	15,021,092

The Group determines whether the intangible assets are impaired at least on an annual basis. This requires an estimation of the value in use of the CGUs to which the intangible assets are allocated. Estimating the value in use requires the Group to make estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

During the financial year, the Board of Directors had re-assessed the recoverable amounts of the intangible assets based on actual operating results and their expectation of future trends in the respective sectors where the CGUs operate. Based on their assessment, an impairment loss of RM9,625,924 in respect of the E-commerce CGU were recorded during the financial year as a result of a decline in the economic benefits expected from the E-commerce CGU.

The recoverable amounts of intangible assets are derived from the financial projections approved by the management covering a five-year period and based on the following key assumptions:

Publishing

(i) Revenue is projected to grow at 6% per annum; and

(ii) Discount rate of 10% was applied to the cash flow projections. The discount rate was estimated based on the Group's weighted average cost of capital.

E-commerce

(i) Revenue is projected to range from RM11,500,000 to RM59,900,000 over the five years period; and

(ii) Discount rate of 10% was applied to the cash flow projections. The discount rate was estimated based on the Group's weighted average cost of capital.

The above key assumptions made by the management are based on past operating results and management's expectations of market developments and assessment of future trends derived from both external sources and internal sources. Barring unforeseen circumstances, the management believed that these assumptions are reasonable and achievable.

Where actual results differ from the original projections, the differences may impact the carrying amount of intangible assets. However, the management do not expect any reasonable possible changes in key assumptions to have a significant impact on the carrying amounts of the intangible assets to exceed their recoverable amounts.

9. INVESTMENTS IN SUBSIDIARIES

	Company 2012 RM	Company 2011 RM
Unquoted equity shares, at cost	26,384,209	23,748,307
Less: Impairment losses	(11,128,027)	(55,722)
Balance at 31 December	15,256,182	23,692,585

The details of the subsidiaries are as follows:

Name of company	Country of incorporation	Interest in equity held by Company 2012	Company 2011	Subsidiaries 2012	Subsidiaries 2011	Principal activities
Catcha Luxury Publications Sdn. Bhd.	Malaysia	100%	100%	-	-	Advertising and publications
Catcha Home Publications Sdn. Bhd.	Malaysia	100%	100%	-	-	Advertising and publications
Catcha Entertainment Sdn. Bhd. (formerly known as Catcha Kids Publications Sdn. Bhd.)	Malaysia	100%	100%	-	-	Advertising and publications
Catcha Lifestyle Publications Sdn. Bhd.	Malaysia	12%	12%	88%	88%	Advertising and publications
Catcha Media Holdings Malaysia Pte. Ltd.#	Singapore	100%	100%	-	-	Investment holding
Catcha Digital Pte. Ltd.#	Singapore	-	-	100%	100%	Investment holding
Catcha Digital Sdn. Bhd.	Malaysia	-	-	100%	100%	Advertising and internet media
Haute Avenue Malaysia Sdn. Bhd.	Malaysia	100%	100%	-	-	Flash sales website and event
Haute Groupe Pte. Ltd.#	Singapore	100%	100%	-	-	Luxury flash sales website and event

Not audited by BDO Member Firms.

An impairment loss on investment in a subsidiary, Haute Groupe Pte. Ltd., amounting to RM11,072,305 has been recognised during the financial year due to a decline in the economic benefits expected from the subsidiary. The recoverable amount was determined based on a value-in-use calculation using cash flow projections based on financial projections approved by management covering a five years period. The discount rate applied to the cash flow projections was 10%, which was based on the weighted average cost of capital of the Group.

10. INVESTMENT IN AN ASSOCIATE

At deemed cost:	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
Quoted shares in Australia	33,900,300	-	31,317,420	-
Less: Elimination in respect of continuing interest in a former subsidiary	(10,757,808)	-	-	-
Share of post acquisition reserves	(1,665,832)	-	-	-
	21,476,660	-	31,317,420	-

Market value:	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
- Quoted shares in Australia	33,579,000	-	31,020,600	-

The market value of quoted shares in Australia is determined by reference to the exchange quoted market bid price at the end of the reporting period.

Name of the Company	Country of Incorporation	Effective interest in equity Group 2012 %	Group 2011 %	Company 2012 %	Company 2011 %	Principal activities
iCar Asia Limited*	Australia	37.70	-	34.80	-	Developing and operating car classifieds and content websites

* Not audited by BDO Member Firms.

The summarised financial information of the associate are as follows:

Assets and liabilities	2012 RM
Non-current assets	15,006,247
Current assets	21,323,321
Total assets	36,329,568
Non-current liabilities	2,089,512
Current liabilities	7,438,481
Total liabilities	9,527,993
Revenue	979,522
Loss for the year	5,617,664

The investment in iCar Asia Limited arose from the disposal of a subsidiary, Auto Discounts Sdn. Bhd. during the financial year (Note 25).

11. INVENTORIES

	Group	
	2012 RM	2011 RM
At cost		
Trading merchandise	585,941	1,535,924
At net realisable value		
Trading merchandise	217,886	-
	803,827	1,535,924

During the financial year, inventories of the Group recognised as cost of sales amounted to RM5,928,972 (2011: RM1,535,924). Inventories written down and inventories written off amounted to RM280,427 (2011: Nil) and RM105,405 (2011: Nil) respectively.

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Trade				
Third parties	10,301,907	12,907,063	-	-
Less:	(391,717)	(704,884)	-	-
	9,910,190	12,202,179	-	-
Non-trade				
Associates	532,430	-	500,000	-
Holding company	3,592	-	-	-
Subsidiaries	-	-	1,266,322	634,900
Other receivables	436,009	663,966	-	8,186
Deposits	286,238	290,147	2,000	2,000
Prepayments	312,625	204,305	13,578	12,828
	1,570,894	1,158,418	1,781,900	657,914
	11,481,084	13,360,597	1,781,900	657,914

(a) Trade receivables are non-interest bearing and the normal trade credit terms granted by the Group range from 30 to 120 days (2011: 30 to 120 days) from date of invoice. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

(b) Amounts owing by associates represent advances and payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

Included in the amounts are advances amounting to RM500,000, which arose pursuant to the share sale agreement executed between the Company and the vendors of a former subsidiary, Auto Discounts Sdn. Bhd. ('ADSB') in relation to the acquisition of ADSB, which was completed on 28 March 2012 (Note 24). ADSB subsequently became an associate when it was disposed to iCar Asia Limited ('iCar') and when iCar was subsequently listed on the Australian Stock Exchange (Note 25).

12. TRADE AND OTHER RECEIVABLES (continued)

(c) Amounts owing by holding company and subsidiaries represent advances and payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(d) The currency exposure profile of receivables is as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Ringgit Malaysia	10,338,664	12,382,033	860,572	657,914
Singapore Dollar	926,847	501,116	921,328	-
United States Dollar	215,573	477,448	-	-
	11,481,084	13,360,597	1,781,900	657,914

(e) The ageing analysis of trade receivables of the Group is as follows:

	Group	
	2012 RM	2011 RM
Neither past due nor impaired	9,236,114	8,460,045
Past due, not impaired		
Past due 0 - 30 days	222,831	1,343,037
Past due 31 - 120 days	266,263	1,969,265
Past due more than 120 days	184,982	429,832
	674,076	3,742,134
Past due and impaired	391,717	704,884
	10,301,907	12,907,063

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

None of the trade receivables of the Group that are neither past due nor impaired have been renegotiated during the financial year.

Receivables that are past due but not impaired

Trade receivables that are past due but not impaired relates to creditworthy debtors who have maintained a long working relationship with the Group. These customers are consistent revenue contributors to the Group with consistent payment records.

Receivables that are past due and impaired

Trade receivables of the Group that are past due and impaired at the end of the reporting period are as follows:

	Individually impaired	
Group	2012 RM	2011 RM
Trade receivables, gross	391,717	704,884
Less: Impairment losses	(391,717)	(704,884)
	-	-

12. TRADE AND OTHER RECEIVABLES (continued)

(f) The reconciliation of movement in the impairment losses of the Group is as follows:

	Group	
	2012 RM	2011 RM
At 1 January	704,884	218,774
Charge for the year	371,260	495,560
Written off	(671,633)	(6,300)
Reversal	(12,794)	(3,150)
At 31 December	391,717	704,884

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to those debtors that exhibit significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

13. CASH AND CASH EQUIVALENTS

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Cash and bank balances	1,113,284	4,226,502	27,851	1,653,135
Deposits with a licensed bank	-	2,562,782	-	2,562,782
Investment in Cash Fund	3,131	2,063,532	854	2,063,532
	1,116,415	8,852,816	28,705	6,279,449

The currency exposure profile of cash and cash equivalents is as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Ringgit Malaysia	1,049,467	8,733,694	28,705	6,279,449
Singapore Dollar	54,124	75,596	-	-
United States Dollar	12,824	43,526	-	-
	1,116,415	8,852,816	28,705	6,279,449

14. SHARE CAPITAL

	2012		2011	
Group and Company	**Number of shares**	**RM**	**Number of shares**	**RM**
Ordinary shares of RM0.10 each:				
Authorised	250,000,000	25,000,000	250,000,000	25,000,000
Issued and fully paid:				
Balance as at 1 January	134,640,020	13,464,002	110,000,020	11,000,002
Issued during the financial year/period pursuant to:				
- Initial Public Offering ('IPO')	-	-	23,000,000	2,300,000
- acquisition of subsidiaries	-	-	1,640,000	164,000
Balance as at 31 December	134,640,020	13,464,002	134,640,020	13,464,002

The owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the Company's residual assets.

In the previous financial year, the issued and paid-up share capital of the Company was increased from RM11,000,002 to RM13,464,002 as a result of the following:

(a) IPO:

(i) issuance of 20,000,000 new ordinary shares of RM0.10 each by way of private placement to identified investors; and

(ii) issuance of 3,000,000 new ordinary shares of RM0.10 each for application by the public.

On 22 July 2011, the Company was listed on the ACE Market of Bursa Malaysia Securities Berhad and made an IPO of 23,000,000 shares of RM0.10 each. The total proceeds from the IPO was RM17,250,000.

(b) Acquisition of subsidiary:

(i) issuance of 1,640,000 new ordinary shares of RM0.10 each as consideration shares allotted for the acquisition of a subsidiary, namely Haute Groupe Pte. Ltd..

15. RESERVES

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Non distributable:				
Share premium	15,438,149	15,438,149	15,438,149	15,438,149
Exchange translation reserve	(38,921)	(2,148)	-	-
Merger deficit	(6,185,238)	(6,185,238)	-	-
Distributable:				
Retained earnings/ (Accumulated losses)	5,694,190	484,379	14,802,217	(2,100,637)
	14,908,180	9,735,142	30,240,366	13,337,512

(a) Exchange translation reserve

The exchange translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. It is also used to record the exchange differences arising from monetary items which form part of the Group's net investment in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

(b) Merger deficit

The merger deficit arose from the acquisition of subsidiaries from Catcha Group Pte. Ltd. in previous years based on the difference between the cost of merger, which comprised the share capital issued by the Company of RM11,000,000, and the nominal value of the subsidiaries acquired under the pooling of interest method of accounting, as follows:

	RM
Cost of merger	11,000,000
Less: Nominal value of subsidiaries acquired	(4,814,762)
Merger deficit	6,185,238

16. DEFERRED TAX

(a) The deferred tax liabilities is made up of the following:

	Group	
	2012 RM	2011 RM
Balance as at 1 January	95,135	84,267
Recognised in profit or loss (Note 22)	26,722	10,868
Balance as at 31 December	121,857	95,135

16. DEFERRED TAX (continued)

(b) The component of deferred tax liabilities as at the end of the reporting period comprises the tax effects of:

	Group	
	2012 RM	2011 RM
Property, plant and equipment	121,857	95,135

(c) The amounts of temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Taxable temporary differences	(133,475)	(49,870)	-	-
Unabsorbed capital allowances	121,329	-	-	-
Unused tax losses	2,296,099	401,133	754,241	401,133
	2,283,953	351,263	754,241	401,133

Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits of these subsidiaries will be available against which the deductible temporary differences can be utilised.

The deductible temporary differences do not expire under current tax legislation.

17. TRADE AND OTHER PAYABLES

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Trade				
Third parties	4,328,912	6,483,774	-	-
Non-trade				
Holding company	430,000	-	-	-
Subsidiary	-	-	2,340,018	-
Other payables	4,419,338	1,416,398	2,314,144	130,291
Accruals	3,471,743	4,370,545	32,012	37,742
	8,321,081	5,786,943	4,686,174	168,033
	12,649,993	12,270,717	4,686,174	168,033

(a) Trade payables are non-interest bearing and the normal credit terms granted to the Group range from 30 to 90 days (2011: 30 to 90 days) from date of invoice. In the previous financial year, included in trade payables was an amount of RM1,233,567 owing to former Directors of a subsidiary in relation to the purchase of inventories.

(b) Amount owing to holding company represents secondment fees payable, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

17. TRADE AND OTHER PAYABLES (continued)

(c) Amount owing to a subsidiary represents advances and payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(d) Included in other payables are advances of RM1,900,000 (2011: Nil) from a Director, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(e) Accruals of the Group mainly comprised accruals for commissions.

(f) The currency exposure profile of payables is as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
British Pound	31,015	39,578	-	-
Ringgit Malaysia	6,579,338	5,381,466	4,686,174	168,033
Singapore Dollar	3,507,103	2,506,850	-	-
United States Dollar	2,532,537	4,342,823	-	-
	12,649,993	12,270,717	4,686,174	168,033

18. PROVISION

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Provision for contingent consideration	-	3,655,950	-	3,655,950

In the previous financial year, upon acquisition of Haute Groupe Pte. Ltd., the Group recognised a contingent consideration payable as at the acquisition date of SGD1,500,000 (equivalent to RM3,655,950). During the financial year, the Group reversed the entire provision as the condition pertaining to the contingent consideration payable was not met.

19. REVENUE

	Group 2012 RM	Group 2011 RM
Online advertising and content revenue	15,045,340	24,892,787
Publishing revenue	15,003,070	13,270,154
E-commerce	7,166,189	641,375
Online classifieds revenue	284,998	-
	37,499,597	38,804,316

20. COST OF SALES

	Group 2012 RM	Group 2011 RM
Commissions	11,147,679	18,787,159
Content costs	244,634	243,921
Event costs	1,094,673	534,050
Magazine costs	2,350,169	2,384,961
E-commerce costs	5,789,680	417,261
Other costs	2,152,429	1,951,461
	22,779,264	24,318,813

21. PROFIT/(LOSS) BEFORE TAX

		Group		Company	
	Note	2012 RM	2011 RM	2012 RM	2011 RM
Profit/(Loss) before tax is arrived at after charging:					
Auditors' remuneration					
- statutory					
- current year		117,522	95,691	33,000	28,000
- over provision in prior year		-	750	-	250
- non-statutory					
- current year		75,000	159,000	75,000	159,000
Bad debts written off		7,698	-	-	-
Depreciation of property, plant and equipment	7	304,202	179,274	-	-
Directors' remuneration					
-fees		273,000	240,000	273,000	240,000
-emolument other than fee		48,000	537,807	33,000	24,750
Goodwill written off		-	65,171	-	-
Impairment losses on:					
- investment in a subsidiary	9	-	-	11,072,305	55,722
- intangible assets	8	9,625,924	-	-	-
- receivables	12(f)	371,260	495,560	-	-
Inventories written down	11	280,427	-	-	-
Inventories written off	11	105,405	-	-	-
Realised loss on foreign exchange		19,383	-	1,057	-
Rental of equipment		20,561	11,040	-	-
Rental of premises		591,070	416,050	-	-
Unrealised loss on foreign exchange		-	63,021	-	-
And crediting:					
Accruals no longer required		26,059	-	-	-
Gain on disposal of:					
- investment in a subsidiary	25	18,773,495	-	25,952,419	-
- property, plant and equipment		304	659	-	-
Realised gain on foreign exchange		-	25,024	-	-
Reversal of impairment losses on receivables	12(f)	12,794	3,150	-	-
Reversal of provision for contingent consideration	18	3,655,950	-	3,655,950	-
Unrealised gain on foreign exchange		94,686	-	19,026	-

In the previous financial year, the estimated monetary value of benefits-in-kind received by the Directors otherwise than in cash from the Group amounted to RM20,000.

22. TAX EXPENSE

	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
Income tax expense based on profit for the financial year	273,724	840,574	-	17,870
Over provision in prior years	(9,019)	(35,446)	(17,870)	-
	264,705	805,128	(17,870)	17,870
Deferred tax (Note 16):				
Relating to origination and reversal of temporary differences	16,847	2,738	-	-
Under provision in prior years	9,875	8,130	-	-
	26,722	10,868	-	-
	291,427	815,996	(17,870)	17,870

The Malaysian income tax is calculated at the statutory tax rate of 25% (2011: 25%) of the estimated taxable profit for the fiscal year.

The numerical reconciliation between the tax expense and the product of accounting profit/loss multiplied by the applicable tax rate of the Group and of the Company is as follows:

	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
Profit/(Loss) before tax	4,877,214	822,735	16,884,984	(1,569,384)
Tax at Malaysian statutory tax rate of 25% (2011: 25%)	1,219,304	205,684	4,221,246	(392,346)
Tax effects in respect of:				
Non-allowable expenses	4,523,180	604,057	3,092,569	309,933
Non-taxable income	(5,607,360)	-	(7,402,092)	-
Deferred tax assets not recognised	483,173	100,379	88,277	100,283
Lower tax rates in foreign jurisdiction	(327,726)	(34,871)	-	-
Others	-	(31,937)	-	-
	290,571	843,312	-	17,870
Over provision of income tax in prior years	(9,019)	(35,446)	(17,870)	-
Under provision of deferred tax in prior years	9,875	8,130	-	-
	291,427	815,996	(17,870)	17,870

23. EARNINGS PER SHARE

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2012 RM	**2011 RM**
Profit attributable to owners of the parent	5,209,811	6,739
Weighted average number of ordinary shares in issue applicable to basic earnings per ordinary share	134,640,020	110,000,020
Effect of:		
- shares issued during the year	-	10,356,492
Adjusted weighted average number of ordinary shares applicable to basic earnings per ordinary shares	134,640,020	120,356,512
Basic earnings per ordinary share (sen)	3.869	0.006

(b) Diluted

The Group does not have any diluted earnings as it does not have any potential dilutive ordinary shares.

24. ACQUISITION OF SUBSIDIARIES

2012

On 28 March 2012, the Company acquired 50% of the issued and paid-up ordinary share capital of Auto Discounts Sdn. Bhd. ('ADSB'), a company incorporated in Malaysia, for a total cash consideration of RM5,365,001. The Company was given an option to subscribe for an additional interest of up to 125,000 ordinary shares of RM1.00 each in ADSB by the subscription of new ADSB shares for an aggregate consideration of up to RM2,000,000, commencing 28 March 2012, the date of completion of the share sale agreement, and expiring 24 months thereafter.

The Company acquired ADSB in view of venturing into developing and operating car classifieds and content websites in Malaysia. The acquisition is also expected to enhance the Group's profile through diversified businesses.

(a) The fair values of the identifiable assets and liabilities of ADSB as at the date of acquisition are as follows:

	Note	**RM**
Property, plant and equipment	7	167,372
Trade and other receivables		93,609
Cash and cash equivalents		102,065
Intangible assets	8	5,495,671
Total identifiable assets		5,858,717
Trade and other payables		(493,716)
Total identifiable net assets/Total consideration		5,365,001

24. ACQUISITION OF SUBSIDIARIES (continued)

(b) The consideration transferred and effect of cash flows for the acquisition of subsidiary are as follows:

	RM
Total consideration settled in cash	5,365,001
Less: Cash and cash equivalents of subsidiary acquired	(102,065)
Net cash outflow of the Group on acquisition	5,262,936

2011

On 2 December 2011, the Company acquired the entire issued and paid-up ordinary share capital of Haute Avenue Malaysia Sdn. Bhd., a company incorporated in Malaysia, for a cash consideration of RM2.

On 6 December 2011, the Company acquired the entire issued and paid-up ordinary share capital of Haute Group Pte. Ltd. ('HGPL'), a company incorporated in Singapore, for a consideration of SGD5,000,000 to be satisfied by way of a combination of cash and shares of the Company.

The Group acquired these subsidiaries to expand its existing online media business operations to include luxury flash sales websites in Malaysia and Singapore. Acquisitions of these subsidiaries were expected to provide an opportunity for the Group to leverage on its existing Malaysia online properties to grow its Malaysian audience and to capture new markets.

(a) The fair value of the identifiable assets and liabilities of subsidiaries as at the date of acquisition were as follows:

	Note	RM
Property, plant and equipment	7	61,530
Inventories		265,463
Trade and other receivables		378,809
Cash and bank balances		879
Intangible assets	8	12,977,924
Total net identifiable assets		13,684,605
Trade and other payables		(1,001,469)
Total identifiable assets		12,683,136
Goodwill		65,171
Total consideration		12,748,307

24. ACQUISITION OF SUBSIDIARIES (continued)

(b) The consideration transferred for the acquisition of subsidiaries were as follows:

	Note	RM
Cash paid		7,862,357
Contingent consideration recognised as at acquisition date	18	3,655,950
Consideration in shares		1,230,000
Total consideration		12,748,307

A contingent consideration had been agreed upon as part of the purchase agreement with the previous owners of HGPL. Additional cash payment of SGD1,500,000 (equivalent to RM3,655,950) shall be payable to the previous owners of HGPL if the aggregated Unaudited Net Profit After Tax ('UANPAT') of HGPL for the twelve months period commencing the first day of the calendar month immediately after the completion of the acquisition is not less than SGD1,500,000 (equivalent to RM3,655,950).

The fair value of the contingent consideration was estimated to be SGD1,500,000 (equivalent to RM3,655,950) as at the acquisition date.

(c) The effects of the acquisition of subsidiaries on cash flows were as follows:

	Note	RM
Total consideration		12,748,307
Less: Contingent consideration	18	(3,655,950)
Consideration in shares		(1,230,000)
Total consideration settled in cash		7,862,357
Less: Cash and cash equivalents of subsidiaries acquired		(879)
Net cash outflow of the Group on acquisition		7,861,478

The newly acquired subsidiaries contributed RM641,375 of revenue and RM220,610 of loss to Group's results for the financial year from the acquisition date. Had the business combination taken place at the beginning of the previous year, the Group's revenue would have been RM44,610,522 and the Group would have a loss for the financial year of RM338,704.

25. DISPOSAL OF A SUBSIDIARY

On 29 June 2012, the Company had entered into a conditional share sale agreement with iCar Asia Limited ('iCar'), for the disposal of its entire 50% equity interest in ADSB, in exchange for a 48,500,000 shares of iCar at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Share.

On 27 July 2012, the Company completed the above disposal.

Upon completion of the disposal, iCar became a subsidiary of the Company whereby the Company owned 75% equity interest in iCar. iCar subsequently undertook a listing exercise and was successfully listed on the Australian Securities Exchange ('ASX') on 11 September 2012. Immediately upon the completion of the listing of iCar on ASX, the Company's shareholding in iCar diluted to approximately 37.70%. As a result, iCar became an associate of the Group (Note 10).

25. DISPOSAL OF A SUBSIDIARY (continued)

The gain resulted from the above exercise during the financial year is as follows:

	Note	Group RM	Company RM
Cost of investment		-	5,365,001
Property, plant and equipment	7	159,424	-
Intangible assets	8	8,108,599	-
Trade and other receivables		714,309	-
Cash and cash equivalents		2,187,646	-
Trade and other payables		(7,358,138)	-
Borrowings		(66,867)	-
Net assets/Carrying amount		3,744,973	5,365,001
Add: Non-controlling interest at date of disposal		624,024	-
		4,368,997	5,365,001
Less: Fair value of consideration received		(33,900,300)	(31,317,420)
		29,531,303	25,952,419
Less: Elimination in respect of continuing interest in a former subsidiary		(10,757,808)	-
Gain on disposal of a subsidiary		18,773,495	25,952,419

The effects of the above exercise on the cash flows of the Group are as follows:

	RM
Total consideration	33,900,300
Less: Non-cash consideration	(33,900,300)
Total consideration received in cash	-
Less: Cash and cash equivalents of subsidiary disposed	(2,187,646)
Net cash outflow of the Group on disposal	(2,187,646)

26. EMPLOYEE BENEFITS

	Group	
	2012 RM	2011 RM
Wages and salaries	9,663,654	6,872,793
Contributions to defined contribution plan	1,002,080	778,555
Social security contributions	61,702	50,708
Other benefits	931,347	908,074
	11,658,783	8,610,130

27. COMMITMENTS

(a) The Group as lessee

The Group had entered into non-cancellable lease agreements for office lots for a term of two to three years, with an option to renew the leases, resulting in future rental commitments which can, subject to certain terms in the agreements, be revised annually based on prevailing market rates.

The lease terms do not contain restrictions on the Group's activities concerning dividends or additional debt. Certain lease terms entered into by subsidiaries include restrictions on further leasing. The Group has aggregate future minimum lease commitment as at the end of the reporting period as follows:

	Group	
	2012 RM	2011 RM
Less than one year	732,328	420,521
Between one and five years	332,885	301,578
	1,065,213	722,099

28. RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other parties.

Related parties of the Group include:

(i) Catcha Group Pte. Ltd., the holding company;

(ii) Direct and indirect subsidiaries of holding company and of the Company as disclosed in the Note 9 to the financial statements;

(iii) iCar Asia Limited, an associate and its subsidiaries; and

(iv) Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of the Group.

28. RELATED PARTY DISCLOSURES (continued)

(b) The Company had the following transactions with related parties during the financial year:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Holding company:				
Advertising income	-	(5,841,938)	-	-
Secondment fees payable	550,000	-	-	-
Related company:				
Advertising income	(3,889)	(42,407)	-	-
Associate:				
Office rental receivable	(6,062)	-	-	-
Related party:				
Advertising income	(6,000)	-	-	-
Office rental receivable	(63,756)	(45,211)	-	-
Sale of goods	(27,431)	-	-	-

Balances with related parties at end of reporting period are disclosed in Notes 12 and 17 to the financial statements.

These transactions have been entered into the normal course of business and have been established under negotiated commercial terms.

(c) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity directly and indirectly, including any Director (whether executive or otherwise) of the Company.

The remuneration of Directors during the financial year was as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Short term employee benefits	321,000	777,807	306,000	264,750

29. OPERATING SEGMENTS

Catcha Media Berhad and its subsidiaries are principally engaged in publishing, content and online advertising as well as carry on the business trading of luxurious handbags and apparels via flash sales website and event.

The Group has arrived at three reportable segments that are organised separately according to the nature of products and services, specific expertise and technologies requirements, which require different business and marketing strategies. The reportable segments are summarised as follows:

(i) Publishing

Publication of magazines and advertising in print media.

(ii) Online media

Developing and promoting online media content and selling of online advertising space.

(iii) E-commerce

Trading of luxurious handbags and apparels via flash sales website and event.

(iv) Online classifieds

Developing and operating car classifieds and content websites.

This segment arose from former subsidiaries of the Group, being Auto Discounts Sdn. Bhd. and iCar Asia Limited, which subsequently became associates of the Group during the year.

Other operating segments that do not constitute a reportable segment comprise investment holding.

The accounting policies of operating segments are the same as those described in the summary of significant accounting policies.

The Group evaluates performance on the basis of profit or loss from operations before tax not including non-recurring losses such as restructuring costs.

Inter-segment revenue is priced along the same lines to external customers and is eliminated in the consolidated financial statements. These policies have been applied consistently through the current financial year.

29. OPERATING SEGMENTS (continued)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segments:

2012	Publishing RM	Online media RM	E-commerce RM	Online classifieds RM	Others RM	Elimination RM	RM
Revenue							
Total revenue	15,003,070	15,045,340	7,166,189	284,998	-	-	37,499,597
Inter-segment revenue	-	-	-	-	-	-	-
Revenue from external customers	15,003,070	15,045,340	7,166,189	284,998	-	-	37,499,597
Depreciation	(23,157)	(118,276)	(66,651)	(7,947)	(88,171)	-	(304,202)
Segment profit/ (loss) before tax	2,790,262	547,399	(10,586,819)	15,406,165	(3,279,793)	-	4,877,214
Share of result in an associate	-	-	-	(1,665,832)	-	-	(1,665,832)
Tax expense	(177,142)	(132,155)	-	-	17,870	-	(291,427)
Other material non-cash items:							
Gain on disposal of investment in a subsidiary	-	-	-	18,773,495	-	-	18,773,495
Impairment losses on intangible assets	-	-	(9,625,924)	-	-	-	(9,625,924)
Impairment losses on receivables	(281,413)	(89,847)	-	-	-	-	(371,260)
Inventories written down	-	-	(280,427)	-	-	-	(280,427)
Inventories written off	-	-	(105,405)	-	-	-	(105,405)
Reversal of provision for contingent consideration	-	-	3,655,950	-	-	-	3,655,950
Investment in an associate	-	-	-	21,476,660	-	-	21,476,660
Additions to non-current assets other than financial instruments and deferred tax assets	74,664	20,237	269,287	8,275,971	-	-	8,640,159
Segment assets	8,739,540	5,364,490	5,080,594	21,476,660	550,619	-	41,211,903
Segment liabilities	4,199,503	5,112,052	1,182,010	-	2,346,156	-	12,839,721

29. OPERATING SEGMENTS (continued)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segments (continued):

2011	Publishing RM	Online media RM	E-commerce RM	Others RM	Elimination RM	RM
Revenue						
Total revenue	13,270,154	24,892,787	641,375	-	-	38,804,316
Inter-segment revenue	-	-	-	-	-	-
Revenue from external customers	13,270,154	24,892,787	641,375	-	-	38,804,316
Depreciation	(17,482)	(98,558)	(4,094)	(59,140)	-	(179,274)
Segment profit/(loss) before tax	2,047,286	2,098,225	(220,610)	(3,102,166)	-	822,735
Tax expense	(143,819)	(654,307)	-	(17,870)	-	(815,996)
Other material non-cash items:						
Impairment losses on receivables	(79,237)	(416,323)	-	-	-	(495,560)
Additions to non-current assets other than financial instruments and deferred tax assets	166,542	278,870	13,208,083	-	-	13,653,495
Segment assets	8,115,491	10,065,948	15,084,169	6,302,463	-	39,568,071
Segment liabilities	3,375,363	7,523,308	5,297,773	172,483	-	16,368,927

As the Group's operations are mainly predominantly in Malaysia, no segment information is presented on geographical segments.

30. FINANCIAL INSTRUMENTS

(a) Capital risk management policies and objectives

The primary objective of the Group's capital management is to ensure that entities of the Group would be able to continue as going concerns while maximising the return to shareholders through the optimisation of the capital structure. The overall strategy of the Group remains unchanged from financial year ended 31 December 2011.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2012 and 31 December 2011.

Capital represents equity attributable to the owners of the parent.

Pursuant to the requirements of Guidance No. 3/2006 of Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity equal to or not less than the 25% of the issued and paid-up capital. The Group has complied with this requirement for the financial year ended 31 December 2012.

30. FINANCIAL INSTRUMENTS (continued)

(b) Financial instruments

Categories of financial instruments

	Group 2012 RM	Group 2011 RM	Company 2012 RM	Company 2011 RM
Financial assets				
Loans and receivables				
Trade and other receivables	11,481,084	13,360,597	1,781,900	657,914
Cash and cash equivalents	1,116,415	8,852,816	28,705	6,279,449
	12,597,499	22,213,413	1,810,605	6,937,363
Financial liabilities				
Other financial liabilities				
Trade and other payables	12,649,993	12,270,717	4,686,174	168,033

(c) Fair values of financial instruments

The carrying amounts of financial assets and financial liabilities of the Group and of the Company, which are classified as current assets and current liabilities as at the end of the reporting period, approximate their fair values due to the relatively short term maturity of those financial instruments.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management objective is to optimise value creation for its shareholders whilst minimising the potential adverse impact arising from the unpredictability of the financial markets.

The Group operates within clearly defined guidelines and does not trade in derivative financial instruments. The operations of the Group are subject to a variety of risks, including credit risk, foreign currency risk as well as liquidity and cash flow risk.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a counter party to a financial instrument fails to perform as contracted. The Group is mainly exposed to credit risk from credit sales. It is the Group's policy to monitor the financial standing of these counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The Group's primary exposure to credit risk arises through its trade receivables.

<u>Exposure to credit risk</u>

The Group's exposure to credit risk arising from trade and other receivables is monitored by management on an ongoing basis. At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(i) Credit risk (continued)

Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country and industry sector profiles of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period are as follows:

	2012		2011	
By country	**RM**	**% of total**	**RM**	**% of total**
Malaysia	9,286,943	94	11,670,715	95
Singapore	407,674	4	487,258	4
United States	215,573	2	44,206	1
	9,910,190	100	12,202,179	100

	2012		2011	
By industry sectors	**RM**	**% of total**	**RM**	**% of total**
Publishing	5,648,739	57	4,936,835	40
Online media	4,188,689	42	7,254,487	59
E-commerce	72,762	1	10,857	1
	9,910,190	100	12,202,179	100

At the end of the reporting period, there was a significant concentration of credit risk in respect of amount owing by a customer of RM1,343,249 (2011: RM1,756,222).

Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 12. Deposits and investment in Cash Fund with banks and other financial institutions that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 12.

(ii) Foreign currency risk

The Group is not exposed to any significant foreign currencies risk other than foreign currency exchange rate fluctuations relating to sales and purchases denominated in foreign currencies, arising from the normal course of business.

Foreign exchange exposures in transactional currencies other than functional currency of the Group are monitored closely and kept to an acceptable level.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in the USD and SGD exchange rates against the respective functional currencies of the Group entities, with all other variables held constant. The sensitivity analysis includes only significant outstanding balances denominated in foreign currencies.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(ii) Foreign currency risk (continued)

Profit net of tax		Group 2012 RM	Group 2011 RM
USD/RM	- strengthen by 10% (2011: 10%)	(170,514)	(286,639)
	- weaken by 10% (2011: 10%)	170,514	286,639
SGD/RM	- strengthen by 10% (2011: 10%)	(189,460)	(144,760)
	- weaken by 10% (2011: 10%)	189,460	144,760

(iii) Liquidity and cash flow risk

Liquidity risk arises from the Group's and the Company's management of working capital. It is the risk that the Group and the Company will encounter difficulty in meeting its financial obligations when due.

The Group actively manages its operating cash flows and the availability of funding so as to ensure that all operating, investing and financing needs are met. In liquidity risk management strategy, the Group measures and forecasts its cash commitments and maintains a level of cash and cash equivalents deemed adequate to finance the Group's activities.

The table below summarises the maturity profile of the Group's and the Company's liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
As at 31 December 2012				
Group				
Financial liabilities:				
Trade and other payables	12,649,993	-	-	12,649,993
Company				
Financial liabilities:				
Trade and other payables	4,686,174	-	-	4,686,174
As at 31 December 2011				
Group				
Financial liabilities:				
Trade and other payables	12,270,717	-	-	12,270,717
Company				
Financial liabilities:				
Trade and other payables	168,033	-	-	168,033

32. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(a) On 28 March 2012, the Company acquired 50% of the issued and paid-up ordinary share capital of Auto Discounts Sdn. Bhd. ('ADSB'), a company incorporated in Malaysia, for a cash consideration of RM5,000,000. The Company was given an option to subscribe for an additional interest of up to 125,000 ordinary shares of RM1.00 each in ADSB by the subscription of new ADSB shares for an aggregate consideration of up to RM2,000,000, commencing 28 March 2012, the date of completion of the share sale agreement, and expiring 24 months thereafter.

(b) On 29 June 2012:

(i) The Company had entered into a conditional share sale agreement with iCar Asia Limited ('iCar'), a special purpose vehicle held by Catcha Group Pte. Ltd. ('Catcha Group (S)'), for the disposal 250,000 ordinary shares (equivalent to 50% equity interest) of RM1.00 in ADSB, for a disposal consideration of AUD7,760,000 (equivalent to RM24,832,000) to be satisfied entirely by the issuance of 48,500,000 new ordinary shares in iCar ('iCar Shares') at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Share; and

(ii) A subsidiary, Catcha Lifestyle Publications Sdn. Bhd. ('Catcha Lifestyle') had entered into a conditional asset sale agreement with iCar for the disposal of its assets relating exclusively to the automotive publications published under the brand 'Malaysian Evo', for a disposal consideration of AUD640,000 (equivalent to RM2,048,000) to be satisfied entirely by the issuance of 4,000,000 new ordinary shares in iCar at an issue price of AUD0.16 (equivalent to RM0.51) per iCar Share.

(i) and (ii) are collectively referred to as the 'Disposals'.

On 27 July 2012, the Company completed the Disposals.

Upon completion of the Disposals, iCar became a subsidiary of the Company whereby the Company owned 75% equity interest in iCar. iCar subsequently undertook a listing exercise and was successfully listed on the Australian Securities Exchange ('ASX') on 11 September 2012. Immediately upon the completion of the listing of iCar on ASX, the Company's shareholding in iCar diluted to approximately 37.70%. As a result, iCar became an associate of the Group.

33. SIGNIFICANT EVENT SUBSEQUENT TO THE END OF THE REPORTING PERIOD

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.

34. EXPLANATION OF TRANSITION TO MFRS

The Group is a non-transitioning entity as defined by the MASB, and has adopted the MFRS Framework during the financial year ended 31 December 2012. Accordingly, these are the first financial statements of the Group prepared in accordance with MFRSs.

The accounting policies set out in Note 4 to the financial statements have been applied in preparing the financial statements of the Group for the financial year ended 31 December 2012, as well as comparative information presented in these financial statements for the financial year ended 31 December 2011 and in the preparation of the opening MFRS statement of financial position at 1 January 2011 (the date of transition of the Group to MFRSs).

The transition from FRSs to MFRSs had no impact on the financial statements of the Group.

35. SUPPLEMENTARY INFORMATION ON REALISED AND UNREALISED LOSSES OR PROFITS

The retained earnings/(accumulated losses) as at the end of the reporting period may be analysed as follows:

	Group		Company	
	2012 RM	2011 RM	2012 RM	2011 RM
Total retained earnings/ (accumulated losses) of the Company and its subsidiaries:				
- Realised	(10,577,978)	235,404	(11,150,202)	(2,100,637)
- Unrealised	28,508,128	(158,156)	25,952,419	-
	17,930,150	77,248	14,802,217	(2,100,637)
Total share of accumulated losses from an associate:				
- Realised	(1,665,832)	-	-	-
	16,264,318	77,248	14,802,217	(2,100,637)
Less: Consolidation adjustments	(10,570,128)	407,131	-	-
Total retained earnings/ (accumulated losses)	5,694,190	484,379	14,802,217	(2,100,637)

ANALYSIS OF SHAREHOLDINGS
As at 15 May 2013

Authorised Share Capital	:	RM25,000,000.00
Issued and Paid-Up Capital	:	RM13,464,002
Class of Shares	:	Ordinary Shares of RM0.10 each
Voting Right	:	Every member of the Company, present in person or by proxy, shall have on a show of hands, one (1) vote or on a poll, one (1) vote for each share he holds
Number of Shareholders	:	871

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
Less than 100	12	1.38	220	0.00
100 to 1,000	110	12.63	78,376	0.06
1,001 to 10,000	450	51.66	2,700,700	2.00
10,001 to 100,000	260	29.85	8,519,723	6.33
100,001 – less than 5% of issued shares	37	4.25	32,518,176	24.15
5% and above of issued shares	2	0.23	90,822,825	67.46
Total	**871**	**100.00**	**134,640,020**	**100.00**

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDER

	No. of Shares Held			
Name of Substantial Shareholders	**Direct Interest**	**%**	**Indirect Interest**	**%**
Catcha Group Pte Ltd	78,713,525	58.46	-	-
Kensuke Tsurumaru	-	-	78,713,525[1]	58.46
Patrick Y-Kin Grove	-	-	78,713,525[1]	58.46
Lucas Robert Elliot	-	-	78,713,525[1]	58.46
Dr. Lim Yin Chow	-	-	12,109,300[2]	8.99
HSC Healthcare Sdn Bhd	12,109,300	8.99	-	-

Notes:

1 *Deemed interested by virtue of his interest in Catcha Group Pte Ltd pursuant to Section 6A of the Companies Act, 1965.*

2 *Deemed interested by virtue of his interest in HSC Healthcare Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.*

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS

	No. of Shares Held			
Name of Directors	**Direct Interest**	**%**	**Indirect Interest**	**%**
Dato' Larry Gan Nyap Liou @ Gan Nyap Liow	4,904,992	3.64	-	-
Mah Yong Sun	1,452,948	1.08	-	-
Kensuke Tsurumaru	-	-	78,713,525[1]	58.46
Patrick Y-Kin Grove	-	-	78,713,525[1]	58.46
Lucas Robert Elliot	-	-	78,713,525[1]	58.46
Dr. Lim Yin Chow	-	-	12,109,300[2]	8.99

Notes:

1 *Deemed interested by virtue of his interest in Catcha Group Pte Ltd pursuant to Section 6A of the Companies Act, 1965.*

2 *Deemed interested by virtue of his interest in HSC Healthcare Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.*

TOP THIRTY (30) SHAREHOLDERS

No	Names	Shares	%
1.	Catcha Group Pte. Ltd.	78,713,525	58.46
2.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for HSC Healthcare Sdn Bhd (PB)	12,109,300	8.99
3.	Justin Leong Ming Loong	6,663,800	4.95
4.	Star Publications (Malaysia) Berhad	6,636,000	4.93
5.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Gan Nyap Liou @ Gan Nyap Liow (PB)	4,904,992	3.64
6.	Tan Ah Loy @ Tan May Ling	2,040,000	1.52
7.	HSBC Nominees (Tempatan) Sdn Bhd Exempt an for Credit Suisse Ag (SG-CLT-T-OS PR)	1,472,948	1.09
8.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Syed Khalil Bin Syed Ibrahim (PB)	1,132,000	0.84
9.	Voon Tze Khay	1,100,000	0.82
10.	Wong Lai Khuan	1,100,000	0.82
11.	Alexander John Nasrullah Khan	701,474	0.52
12.	Ng Hon Kee	664,400	0.49
13.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Lim Kah Wui (PB)	533,069	0.40
14.	HLIB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Quek Kon Sean (CCTS)	500,000	0.37
15.	Carolyn Wong Tarnn Yoong	420,000	0.31
16.	Amanahraya Trustees Berhad Public Strategic Smallcap Fund	417,100	0.31
17.	Rielly Damon Shay	333,333	0.25
18.	Maimunah Binti Mohd Noor	313,778	0.23
19.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Muhamad Ramlan Bin Taib (E-KTU)	300,000	0.22
20.	Rodney John Brandenburg	300,000	0.22
21.	CIMSEC Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Seng Kern (JDB Tunggal-CL)	279,700	0.21
22.	CIMSEC Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Boon Sing	250,000	0.19
23.	Brian Alexis A/L Antonisamy	209,185	0.16
24.	Chong Su Chan	200,000	0.15
25.	Paul Antony Whiteway	200,000	0.15
26.	Lee Chee Chiang	196,000	0.15
27.	Chan Shook Fun	195,000	0.14
28.	Simon Robert Barnett	166,511	0.12
29.	Wong Wai Kuan	166,400	0.12
30.	ECML Nominees (Tempatan) Sdn. Bhd Pledged Securities Account for Tham Chi How (013)	160,000	0.12

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of CATCHA MEDIA BERHAD will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 27 June 2013 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.

   Please refer to the Explanatory Note

2. To approve the payment of Directors' fees for the financial year ended 31 December 2012.

   Ordinary Resolution 1

3. To re-elect Mr Kensuke Tsurumaru who is retiring pursuant to Article 85 of the Articles of Association of the Company.

   Ordinary Resolution 2

4. To re-elect Mr Mah Yong Sun who is retiring pursuant to Article 85 of the Articles of Association of the Company.

   Ordinary Resolution 3

5. To re-elect Mr Lucas Robert Elliott who is retiring pursuant to Article 92 of the Articles of Association of the Company.

   Ordinary Resolution 4

6. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration.

   Ordinary Resolution 5

As Special Business

To consider and, if thought fit, to pass the following resolutions:

7. RENEWAL OF AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES

   "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10 per centum of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."

   Ordinary Resolution 6

8. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

   "THAT approval be and is hereby given to the Company and its subsidiaries ("Group"), to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in Section 2.3 of the Circular to Shareholders dated 4 June 2013 which are necessary for the Group's day-to-day operations subject further to the following:

   (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;

8. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE") (continued)

   (ii) the approval is subject to annual renewal and shall only continue to be in force until:

      (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting of the Company at which the Proposed Shareholders' Mandate is approved, at which time it will lapse unless by a resolution passed at the Annual General Meeting the mandate is again renewed;

      (b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or

      (c) revoked or varied by resolution passed by the shareholders in general meeting,

      whichever is the earlier; and

   (iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Shareholders' Mandate in the Annual Report of the Company based on the following information:

      (a) the type of Recurrent Transactions entered into; and

      (b) the names of the related parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

   AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."

   Ordinary Resolution 7

9. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD
TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Secretaries

Date: 4 June 2013

NOTES :

1. A proxy may but need not be a Member or a qualified legal practitioner or an approved company auditor or a person approved by the Registrar and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company and there shall be no restriction as to the qualification of the proxy.

2. To be valid, this form, duly completed must be deposited with the Share Registrar of the Company, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor not less than forty eight (48) hours before the time for holding the meeting provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

3. A Member shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.

5. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

6. In respect of deposited securities, only members whose names appear on the Record of Deposits on 19 June 2013 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

7. The item 1 of the Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

8 Explanatory Note on the Special Business

Ordinary Resolution 6 on the Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares

The Ordinary Resolution 6 proposed, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisition.

Ordinary Resolution 7 on the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate

The Ordinary Resolution 7 proposed, if passed, will empower the Directors from the date of the Third Annual General Meeting, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. This authority unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company and subject always to provision (ii) of the resolution. The details of the recurrent related party transactions are set out in the Circular to the Shareholders dated 4 June 2013 which is dispatched together with this Annual Report.

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PROXY FORM
CATCHA MEDIA BERHAD
(Company No. 916943-W)
(Incorporated in Malaysia)

No. of Shareholdings	
CDS account No.	

I/We, ____

(name of shareholder as per NRIC, in capital letters) IC No./ID No./Company No. ______________________

of ____

____ (full address)

being a member of CATCHA MEDIA BERHAD, hereby appoint

Name of proxy as per NRIC, in capital letters	NRIC/Passport No.
Address	

or failing him / her

Name of proxy as per NRIC, in capital letters	NRIC/Passport No.
Address	

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Third Annual General Meeting of the Company, to be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 27 June 2013 at 11.00 a.m. and at any adjournment thereat. My/our proxies is/are to vote as indicated below:

No.	Resolution	For	Against
	ORDINARY BUSINESS		
Ordinary Resolution 1	To approve the payment of Directors' fees for the financial year ended 31 December 2012.		
Ordinary Resolution 2	To re-elect Mr Kensuke Tsurumaru who is retiring pursuant to Article 85 of the Articles of Association of the Company.		
Ordinary Resolution 3	To re-elect Mr Mah Yong Sun who is retiring under Article 85 of the Articles of Association of the Company.		
Ordinary Resolution 4	To re-elect Mr Lucas Robert Elliott who is retiring under Article 92 of the Articles of Association of the Company.		
Ordinary Resolution 5	To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration.		
	SPECIAL BUSINESS		
Ordinary Resolution 6	Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares.		
Ordinary Resolution 7	Proposed Renewal of Existing Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature		

[Please indicate with an "X" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.]

Dated this ______________ day of____________ 2013

____

Signature of Shareholder or Common Seal

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	Percentage
Proxy 1	%
Proxy 2	%
Total	100%

Affix Postage Stamp

THE COMPANY SECRETARY
Catcha Media Berhad (916943-W)
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

Notes:

1. A proxy may but need not be a Member or a qualified legal practitioner or an approved company auditor or a person approved by the Registrar and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company and there shall be no restriction as to the qualification of the proxy.

2. To be valid, this form, duly completed must be deposited with the Share Registrar of the Company, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor not less than forty eight (48) hours before the time for holding the meeting provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

3. A Member shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.

5. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 June 2013 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

CATCHA
MEDIA

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