

ASIA MEDIA GROUP BERHAD

(Company No: 813137-V)
(Incorporated in Malaysia)

Quarterly report on consolidated results for the 1st quarter ended 31 March 2013

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(These figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR TO	PRECEDING YEAR
	QUARTER	CORRESPONDING	DATE	CORRESPONDING
	31/03/2013	31/03/2012	31/03/2013	31/03/2012
	RM('000)	RM('000)	RM('000)	RM('000)
Revenue	11,663	10,852	11,663	10,852
Operating expenses	(8,027)	(6,487)	(8,027)	(6,487)
Other operating income	79	110	79	110
Profit from operations	3,715	4,475	3,715	4,475
Finance cost	(42)	(21)	(42)	(21)
Profit before taxation ("PBT")	3,673	4,454	3,673	4,454
Taxation	-	-	-	-
Profit for the period	3,673	4,454	3,673	4,454
Profit for the period attributable to:				
Equity holders of the parent	3,675	4,458	3,675	4,458
Non-controlling interests	(2)	(4)	(2)	(4)
	3,673	4,454	3,673	4,454
Earning before interest, taxation, depreciation and amortisation ("EBITDA")	5,792	5,557	5,792	5,557
Earning Per Share (Sen)				
(a) Basic	0.73	1.96	0.73	1.96
(b) Fully diluted	N/A	N/A	N/A	N/A

Notes:

(1) Other Income and Expenses highlights

	INDIVIDUAL QUARTER	CUMULATIVE QUARTER
	CURRENT YEAR QUARTER	CURRENT YEAR TO DATE
	31/03/2013 RM('000)	31/03/2013 RM('000)
Interest income	78	78
Other income (exclude interest income)	1	1
Finance cost	(42)	(42)
Depreciation and amortisation	(2,155)	(2,155)

There are no provision for and write off of receivables, provision for and write off of inventories, gain or loss on disposal of quoted or unquoted investments or properties, impairment of assets and foreign exchange gain or loss for current quarter and financial year to date.

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(2) The following is a reconciliation of PBT to EBITDA:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/2013	31/03/2012	31/03/2013	31/03/2012
	RM('000)	RM('000)	RM('000)	RM('000)
PBT	3,673	4,454	3,673	4,454
Amortisation	73	70	73	70
Depreciation	2,082	1,122	2,082	1,122
Finance costs	42	21	42	21
Interest income	(78)	(110)	(78)	(110)
EBITDA	<u>5,792</u>	<u>5,557</u>	<u>5,792</u>	<u>5,557</u>

(3) The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the audited financial statements of Asia Media Group Berhad ("Company") and its subsidiaries ("Group") for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to this interim financial report.

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(These figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/2013	31/03/2012	31/03/2013	31/03/2012
	RM('000)	RM('000)	RM('000)	RM('000)
Profit for the period	3,673	4,454	3,673	4,454
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	<u>3,673</u>	<u>4,454</u>	<u>3,673</u>	<u>4,454</u>
Total comprehensive income attributable to:				
Equity holders of the parent	3,675	4,458	3,675	4,458
Non-controlling interest	<u>(2)</u>	<u>(4)</u>	<u>(2)</u>	<u>(4)</u>
	<u>3,673</u>	<u>4,454</u>	<u>3,673</u>	<u>4,454</u>

Note:

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to this interim financial report.

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CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Unaudited as at 31/03/2013 RM('000)	As at preceding year financial year end (audited) 31/12/2012 RM('000)
PROPERTY, PLANT AND EQUIPMENT	69,286	71,270
DEVELOPMENT COSTS	45	49
INTANGIBLE ASSETS	2,125	2,042
GOODWILL ON CONSOLIDATION	2,571	2,571
CURRENT ASSETS		
Trade Receivables	7,860	7,950
Other Receivables and Prepaid Expenses	5,897	5,897
Deferred Expenditure	20	20
Fixed Deposits Placed with Licenced Banks	177	177
Cash and Bank Balances	13,202	12,439
	27,156	26,483
CURRENT LIABILITIES		
Short Term Borrowings	4,530	4,530
Hire Purchase Creditor	9	12
Trade Payables	2,285	1,034
Tax Liabilities	8	8
Other Payables and Accrued Expenses	6,593	12,746
	13,425	18,330
NET CURRENT ASSETS / (LIABILITIES)	13,731	8,153
	87,758	84,085
FINANCED BY:		
Share Capital	50,160	50,160
Share Premium	-	-
Retained Earnings	33,268	29,593
	83,428	79,753
Non-Controlling Interests	131	133
TOTAL EQUITY	83,559	79,886
NON CURRENT LIABILITIES		
Other Payables	-	-
Hire Purchase Creditor	29	29
Deferred Tax liability	4,170	4,170
	87,758	84,085
Net assets per share attributable to ordinary equity holders of the parent (sen)	16.63	15.90

Note:

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to this interim financial report.

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(These figures have not been audited)

	<-----Attributable to Equity Holders of the Company----->				Non-Controlling Interests	Total Equity
	Share Capital	Share Premium	Retained Earnings	Total		
	RM('000)	RM('000)	RM('000)	RM('000)	RM('000)	RM('000)
3 months period ended 31 March 2013						
Balance as at 1 January 2013	50,160	-	29,593	79,753	133	79,886
Issuance of share during the period	-	-	-	-	-	-
Minority interests arising from subscription of shares in a subsidiary company	-	-	-	-	-	-
Total comprehensive income / (loss) for the period	-	-	3,675	3,675	(2)	3,673
Balance as at 31 March 2013	<u>50,160</u>	<u>-</u>	<u>33,268</u>	<u>83,428</u>	<u>131</u>	<u>83,559</u>
3 months period ended 31 March 2012						
Balance as at 1 January 2012	22,800	11,411	25,290	59,501	147	59,648
Total comprehensive income / (loss) for the period	-	-	4,458	4,458	(4)	4,454
Share issue expense	-	(39)	-	(39)	-	(39)
Balance as at 31 March 2012	<u>22,800</u>	<u>11,372</u>	<u>29,748</u>	<u>63,920</u>	<u>143</u>	<u>64,063</u>

Note:

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to this interim financial report.

ASIA MEDIA GROUP BERHAD

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CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

(These figures have not been audited)

	3 months ended 31/03/2013	3 months ended 31/03/2012
	RM('000)	RM('000)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	3,673	4,454
Adjustments for:		
Amortisation of development cost	6	7
Amortisation of intangible assets	67	63
Depreciation of property, plant and equipment	2,082	1,122
Interest income	(78)	(110)
Finance cost	42	21
Gain on disposal of property, plant and equipment	-	-
Over provide of short term deposit interest	-	-
Under provide of fixed deposit interest	-	-
Operating profit before working capital changes	5,792	5,557
Changes in working capital:		
Net change in current assets	90	(965)
Net change in current liabilities	(4,902)	(1,691)
Cash generated from operations	980	2,901
Interest received	78	110
Interest paid	(42)	(21)
Tax paid	-	-
Net cash from / (used in) operating activities	1,016	2,990
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(100)	(3,347)
Proceeds from disposal of property, plant and equipment	-	-
Additions in intangible assets	(150)	(149)
Subscription of shares in a subsidiary company	-	-
Net cash used in investing activities	(250)	(3,496)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from drawdown of credit facilities	1,800	1,000
Uplift of fixed deposits	-	442
Repayment of term loan	-	-
Repayment of hire purchase	(3)	(3)
Repayment of short term borrowings	(1,800)	-
Hire purchase on motor vehicle	-	-
New issuance - share capital	-	-
New issuance - share premium	-	-
Share issue expenses	-	(39)
Placement of fixed deposits as security	-	-
Net cash from financing activities	(3)	1,400
NET INCREASE IN CASH AND CASH EQUIVALENTS	763	894
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	12,439	12,586
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	13,202	13,480

Note:

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to this interim financial report.

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NOTES

A NOTES TO THE INTERIM FINANCIAL REPORT

A 1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The quarterly financial report ended 31 March 2012 is unaudited and has been prepared in accordance with Financial Reporting Standards ("FRS") 134 "Interim Financial Reporting" and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2012. The explanatory notes attached to the quarterly financial report provide an explanation on events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2012.

The accounting policies and methods of computation adopted by the Group in the quarterly financial report are consistent with those adopted in the audited financial statements of the Group for the financial year ended 31 December 2012. The Group adopted the Malaysian Financial Reporting Standards Framework ("MFRS Framework") relevant to the Group as explained below:

Convergence of the FRS Framework in Malaysia with the IFRS Framework issued by the IASB

On 19 November 2011, Malaysian Accounting Standard Board ("MASB") issued a new MASB approved accounting framework, the MFRS Framework.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer ("Transitioning Entities").

The Group and the Company will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 December 2012. In presenting its first MFRS financial statements, the Group and the Company will be required to restate the comparative financial statements to amounts reflecting the application of the MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening undistributed income.

The adoption of the MFRSs does not have any significant impact on the interim financial statements of the Group and the Company.

A2 Audit report of preceding annual financial statements

The auditors' report on the preceding year's audited financial statements of the Group was not subject to any qualification.

A3 Seasonal or cyclical factors

The Group's business operations were not subject to any seasonal or cyclical changes.

A4 Unusual items affecting assets, liabilities, equity, net income or cash flows

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

A5 Material changes in estimates

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

A6 Debt and equity securities

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

A7 Dividend paid

There were no dividends paid during the current financial quarter under review.

A8 Segment information

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR	PRECEDING YEAR
	QUARTER	CORRESPONDING	TO DATE	CORRESPONDING
	31/03/2013	QUARTER	31/03/2013	PERIOD
	RM('000)	31/03/2012	RM('000)	31/03/2012
		RM('000)		RM('000)
REVENUE				
Air Time	1,789	1,589	1,789	1,589
Programme Sponsorship	3,674	3,437	3,674	3,437
Creative & Production	6,200	5,826	6,200	5,826
	<u>11,663</u>	<u>10,852</u>	<u>11,663</u>	<u>10,852</u>
	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR	PRECEDING YEAR	CURRENT YEAR	PRECEDING YEAR
	QUARTER	CORRESPONDING	TO DATE	CORRESPONDING
	31/03/2013	QUARTER	31/03/2013	PERIOD
	RM('000)	31/03/2012	RM('000)	31/03/2012
		RM('000)		RM('000)
PROFIT BEFORE TAXATION				
Air Time	1,223	1,195	1,223	1,195
Programme Sponsorship	2,075	2,150	2,075	2,150
Creative & Production	296	999	296	999
	<u>3,594</u>	<u>4,344</u>	<u>3,594</u>	<u>4,344</u>
Other operating income	79	110	79	110
	<u>3,673</u>	<u>4,454</u>	<u>3,673</u>	<u>4,454</u>

Indirect costs attributable to Air Time, Programme Sponsorship and Creative & Production segments are based on revenue contributed by each segment at the rate of 15%, 32% and 53% respectively in the current financial quarter under review.

A9 Valuation of property, plant and equipment

The Group has not carried out any valuation on its property, plant and equipment.

A10 Material events subsequent to the end of the quarter

There were no material events subsequent to the current financial quarter ended 31 March 2013 up to the date of this report which is likely to substantially affect the results of the operations of the Group.

A11 Changes in the composition of the Group

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

A12 Contingent liabilities

There were no contingent liabilities as at the end of the current financial quarter under review.

A13 Capital commitments

There were no capital commitments as at the end of the current financial quarter under review.

A14 Significant related party transactions

There were no significant related party transactions as at the end of the current financial quarter under review.

A15 Cash and cash equivalents

	As at 31/03/2013
	RM('000)
Fixed deposits placed with licenced banks	177
Cash and bank balances	<u>13,202</u>
	<u>13,379</u>
Less: Fixed deposit pledged to licensed banks	<u>(177)</u>
	<u>13,202</u>

B EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

B1 Review of performance

For the current quarter ended 31 March 2013, the Group recorded revenue of RM11.663 million and a profit before tax of RM3.673 million compared to RM10.852 million in revenue and a profit before tax of RM4.454 million for the preceding year corresponding quarter ended 31 March 2012. The raise in revenue was mainly attributable to the increase in customers' demand for the financial period ended ("FPE") 31 March 2013. The lower in profitability mainly caused by the higher depreciation charged in current quarter ended 31 March 2013.

The revenue of Air Time segment in the current financial quarter increased by RM0.200 million (12.59%) to RM1.789 million as compared to the preceding year corresponding quarter, due to higher budget allocated in Air Time segment by existing and new customers of the Group.

The revenue of Programme Sponsorship segment in the current financial quarter increased by RM0.237 million (6.90%) to RM3.674 million as compared to the preceding year corresponding quarter, due to the increase in demand by existing and new customers of the Group.

The revenue of Creative and Production segment in the current financial quarter increased by RM0.374 million (6.42 %) to RM6.200 million as compared to the preceding year corresponding quarter, due to the higher demand on creative and production work from the existing and new customers of the Group.

B2 Variation of results against preceding quarter

For the quarter ended 31 March 2013, the Group recorded a profit before tax of RM3.673 million compared to a profit before tax of RM2.970 million for the preceding quarter ended 31 December 2012. This was mainly due to higher sales volume generated by the Group in the current quarter.

B3 Prospects

Based on the above and barring any unforeseen circumstances, the Board of Directors is of the opinion that the prospects for the Group for the next quarter will remain favourable due to increase in customers' demand.

B4 Profit forecast and profit guarantee

The Group has not provided any profit forecast or profit guarantee during the financial quarter under review.

B5 Taxation

The taxation for the current financial quarter under review and year to date is as follow:-

	Current Year Quarter 31/03/2013 RM('000)	Current Year To Date 31/03/2013 RM('000)
Taxation based on short term deposit interest received	-	-

Asia Media Sdn Bhd has been awarded Multimedia Super Corridor status. Accordingly, there is no tax charge on the business income for the financial quarter under review as Asia Media Sdn Bhd has been granted pioneer status under the Promotion of Investments (Amendment) Act, 1986.

B6 Corporate proposals

(i) Proposed Rights Issue of Shares with Warrants and Proposed Exemption

On 21st February 2013, the Company announced that it proposes to undertake the following:

- proposed renounceable rights issue of up to 752,400,000 new shares ("Rights Shares") on the basis of one Rights Share for every one existing share held, together with up to 188,100,000 free new warrants 2013/2018 ("Additional Warrants") on the basis of one Additional Warrant for every four Rights Shares subscribed at an entitlement date to be determined later ("Proposed Rights Issue of Shares with Warrants");
- proposed exemption for Wong SK Holdings Sdn. Bhd. ("WHSB") and persons acting in concert with WHSB ("PACs") from the obligation to undertake a mandatory take-over offer for all the remaining shares and convertible securities in the Company not already owned by WHSB and the PACs under Paragraph 16.1 of Practice Note 9 of the Malaysian Code on Take-Overs and Mergers, 2010 ("Proposed Exemption");
- proposed increase in the authorised share capital of the Company from RM100,000,000 comprising 1,000,000,000 shares to RM200,000,000 comprising 2,000,000,000 shares ("Proposed Increase in Authorised Share Capital"); and
- proposed amendment to the Memorandum of Association of the Company as a consequence of the Proposed Increase in Authorised Share Capital ("Proposed Amendment").

On 7th March 2013, the Company announced that Controller of Foreign Exchange (via Bank Negara Malaysia) had, vide its letter dated 1st March 2013, approved the issuance of the Additional Warrants to the non-resident shareholders of AMEDIA pursuant to the Proposed Rights Issue of Shares with Warrants.

On 22nd March 2013, the Company announced that Bursa Securities has vide its letter dated 21st March 2013, approved the listing of and quotation for the Rights Shares, Additional Warrants and the new shares to be issued pursuant to the exercise of the Additional Warrants and/or adjusted warrants 2013/2018 on the Main Market of Bursa Securities pursuant to the Proposed Rights Issue of Shares with Warrants.

On 11th April 2013, the Company announced that Bursa Securities had, vide its letter dated 11th April 2013, approved the extension of time to issue and despatch the circular to shareholders within seven (7) days from the date of receipt of the SC's consent on the independent advice letter pursuant to the Proposed Exemption.

B7 Group's borrowings and debt securities

	As at 31/03/2013 RM('000)
Secured:	
Short term borrowings	
Revolving Credit	4,530
Hire purchase	9
	4,539
Long term borrowings	
Hire purchase	29
Total borrowings	4,568

B8 Off balance sheet financial instruments

There were no off balance financial instruments as at the date of this report.

B9 Material litigations

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

B10 Dividends

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

B11 Earnings per share**(a) Basic earnings per share**

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

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/2013 RM('000)	31/03/2012 RM('000)	31/03/2013 RM('000)	31/03/2012 RM('000)
Earning attributable to ordinary equity holders of the parent	3,675	4,458	3,675	4,458
Weighted average number of ordinary shares in issue ('000)	501,600	228,000	501,600	228,000
Basic earnings per share (sen)	0.73	1.96	0.73	1.96

(b) Diluted earnings per share

The fully diluted earnings per share have not been presented as there is no diluted effect for the shares.

B12 Realised and Unrealised Retained Earnings

The following analysis of realised and unrealised retained earnings at the legal entity level is 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 Securities Listing Requirements, as issued by the Malaysian Institute of Accountants whilst the disclosure at the Group level is based on the prescribed format by the Bursa Malaysia Securities Berhad.

	As at 31/03/2013 RM('000)	As at 31/12/2012 (audited) RM('000)
Retained earnings/(losses) of the Company and its subsidiaries		
- Realised	37,480	33,807
- Unrealised	(4,170)	(4,170)
	33,310	29,637
Less: Consolidation adjustments	(42)	(44)
Total retained earnings as per Consolidated Statements of Financial Position	33,268	29,593

B13 Authorisation for issue

This quarterly report was authorised for issue by the Board of Directors on 24 April 2013.