

Unaudited Financial Statement and Dividend Announcement – For Quarter 1 FY2019 from 1 January 2019 to 31 March 2019

PART - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

- 1(a) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

Unaudited Consolidated Income Statement

	Group		
	As at 31-Mar-19	As at 31-Mar-18	Increase / (Decrease)
	S\$	S\$	%
Revenue	739,580	538,567	37%
Cost of sales	(247,798)	(65,321)	279%
Administrative expenses	(453,756)	(663,021)	-32%
Other income - net	14,891	223,704	-93%
Other expenses - net	(11,757)	-	nm
Profit / (Loss) from operations	41,160	33,929	21%
Finance income	18	14	29%
Finance costs	(18,209)	(33,272)	-45%
Profit / (Loss) before tax	22,969	671	nm
Income tax expense	-	14,678	nm
Profit / (Loss) after tax	22,969	15,349	50%
Profit / (Loss) attributable to:			
Owners of the Company	40,166	81,432	-51%
Non-controlling interest	(17,197)	(66,083)	-74%
	22,969	15,349	50%

nm = not meaningful

Unaudited Consolidated Statement of Comprehensive Loss

	Group		
	As at 31-Mar-19	As at 31-Mar-18	Increase / (Decrease)
	S\$	S\$	%
Profit / (Loss) after tax	22,969	15,349	50%
Other comprehensive (loss)/income, net of tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations	(7,459)	14,906	nm
Other comprehensive loss) / income for the period, net of tax	(7,459)	14,906	nm
Total comprehensive (loss)/income for the period	15,510	30,255	-49%
Total comprehensive (loss)/income attributable to:			
Owners of the Company	32,707	96,338	-66%
Non-controlling interest	(17,197)	(66,083)	-74%
	15,510	30,255	-49%

nm = not meaningful

Notes to the Statement of Comprehensive Income

	Group	
	As at 31-Mar-19	As at 31-Mar-18
	S\$	S\$
Depreciation and amortisation expenses	(24,851)	(137,348)
Fair value gain on financial liability, at fair value through profit or loss	-	83,368
Finance income	18	14
Finance costs	(18,209)	(33,272)
Foreign exchange (loss)/gain - net	(11,757)	130,179
Write back of impairment loss on trade and other receivables	14,702	-

1(b)(i) A statement of financial position (issuer and group), together with a comparative statement as at end of the immediately preceding financial year

	Group		Company	
	As at 31 March 2019	As at 31 December 2018	As at 31 March 2019	As at 31 December 2018
	S\$	S\$	S\$	S\$
ASSETS				
Current Assets				
Cash and bank balances	62,702	476,057	20,304	24,753
Trade receivables	239,435	-	-	-
Other current assets	5,321,740	5,521,235	4,813,179	4,813,730
Amount due from subsidiaries	-	-	(281,542)	-
Total Current Assets	5,623,877	5,997,292	4,551,941	4,838,483
Non-Current Assets				
Investments in subsidiaries	-	-	5	5
Financial assets, available-for-sale	2	2	-	-
Property, plant and equipment	10,501	35,339	4,396	21,585
Intangible assets	250,000	250,000	-	-
Other non-current assets	372	6,820	-	-
Total Non-Current Assets	260,875	292,161	4,401	21,590
Total Assets	5,884,752	6,289,453	4,556,342	4,860,073
Current Liabilities				
Trade and other payables	10,166,769	10,350,277	5,462,000	6,344,318
Financial guarantee contracts	8,042,356	8,042,356	8,042,356	8,042,356
Put Options liabilities	24,500,000	24,500,000	24,500,000	24,500,000
Borrowings	920,109	1,156,812	289,092	258,328
Total Current Liabilities	43,629,234	44,049,445	38,293,448	39,145,002
Non-Current Liabilities				
Financial liability, at fair value through profit or loss	2,459,353	2,459,353	-	-
Total Non-Current Liabilities	2,459,353	2,459,353	-	-
Total Liabilities	46,088,587	46,508,798	38,293,448	39,145,002
Equity Attributable to Owners of the Company				
Share capital	120,312,067	120,312,067	120,312,067	120,312,067
Accumulated losses	(150,775,727)	(150,815,893)	(155,269,092)	(155,816,915)
Foreign currency translation reserve	557,500	564,959	85,919	85,919
Other reserve	(10,429,690)	(10,429,690)	-	-
Equity component of convertible notes	1,134,000	1,134,000	1,134,000	1,134,000
Total Shareholders' Funds	(39,201,850)	(39,234,557)	(33,737,106)	(34,284,929)
Non-controlling Interests	(1,001,985)	(984,788)	-	-
Total Equity	(40,203,835)	(40,219,345)	(33,737,106)	(34,284,929)
Total Liabilities and Equity	5,884,752	6,289,453	4,556,342	4,860,073

1(b)(ii) Aggregate amount of group's borrowings and debt securities

(A) Amount repayable in one year or less, or on demand

As at 31 March 2019		As at 31 December 2018	
S\$	S\$	S\$	S\$
Secured	Unsecured	Secured	Unsecured
405,534	514,575	1,156,812	-

(B) Amount repayable after one year

As at 31 March 2019		As at 31 December 2018	
S\$	S\$	S\$	S\$
Secured	Unsecured	Secured	Unsecured
-	-	14,334	-

(C) Whether the amounts are secured or unsecured

The amounts are secured by plant and equipment, personal guarantee from key management personnel, the proceeds from sales of media content and debenture on assets.

(D) Details of any collateral:

- (1) The Group's motor vehicles are purchased under Hire Purchase and are secured by the said vehicles.
- (2) The Company is a corporate guarantor to a fund managed by a former subsidiary for the fund's investee company secured redeemable notes. The Company has a back to back indemnity from the former subsidiary for the amount guaranteed by the Company and is working towards the eventual release of the corporate guarantee. The company has made a provision for the corporate guarantee expenses amounting to US\$6,040,770 in Year 2016. The group has entered into a deed of settlement with Philip Asia on 18 May 2018 and shall make an aggregate payment of S\$2 million ("Total Settlement Amount") to Phillip Asia. To date the Company have settled a sum of SGD200,000 based on the repayment schedule in the deed.
- (3) Term loans are granted to subsidiaries which are secured by personnel guarantees from key management personals and proceeds from sales of media content and debenture on assets.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

	Group	
	Quarter Ended 31 March 2019	Quarter Ended 31 March 2018
	S\$	S\$
Cash flows from operating activities:		
(Loss)/Profit before tax	22,969	671
Adjustments for:		
Depreciation and amortisation expenses	24,851	137,348
Fair value loss / (gain) on financial liability, at fair value through	-	(83,368)
Finance costs	18,209	33,272
Finance income	(18)	(14)
Write back of impairment loss on other receivables	(14,702)	-
Unrealised foreign currency loss/(gain)	4,298	89,550
Operating cash flows before changes in working capital	55,607	177,459
Changes in working capital:		
Trade and other receivables and other current assets	(18,790)	(129,835)
Trade and other payables	(112,096)	(326,957)
Net cash (used in)/from operations	(75,279)	(279,333)
Income tax paid	-	14,678
Net cash (used in)/from operating activities	(75,279)	(264,655)
Cash flows from investing activities:		
Interest received	18	14
Purchase of property, plant and equipment	-	(1,120)
Net cash from/(used in) investing activities	18	(1,106)
Cash flows from financing activities:		
Advances from related parties	51,489	-
Proceeds from borrowings	37,092	300,000
Repayment of borrowings	(265,503)	(264,864)
Repayment of finance leases	(8,349)	(15,159)
Advances from/(repayment to) former subsidiaries and related parties	(152,823)	104,976
Net cash (used in)/generated from financing activities	(338,094)	124,953
Net increase/(decrease) in cash and cash equivalents	(413,355)	(140,808)
Cash and cash equivalents at the beginning of the year	476,057	318,498
Cash and cash equivalent at the end of the quarter	62,702	177,690

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distribution to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

	Share Capital	Accumulated Losses	Foreign Currency Translation Reserve	Other Reserves	Fair Value Reserve	Equity Component of Convertible Notes	Total	Non-Controlling Interest	Total Equity
Group	S\$	S\$	S\$	S\$	S\$		S\$	S\$	S\$
<u>3 Months ended 31 March 2019</u>									
At 1 January 2019	120,312,067	(150,815,893)	564,959	(10,429,690)	-	1,134,000	(39,234,557)	(984,788)	(40,219,345)
(Loss) / Profit for the Year	-	40,166	-	-	-	-	40,166	(17,197)	22,969
Other comprehensive (loss)/income	-	-	(7,459)	-	-	-	(7,459)	-	(7,459)
Total comprehensive (loss)/income	-	40,166	(7,459)	-	-	-	32,707	(17,197)	15,510
Balance as at 31 March 2019	120,312,067	(150,775,727)	557,500	(10,429,690)	-	1,134,000	(39,201,850)	(1,001,985)	(40,203,835)
<u>3 Months ended 31 March 2018</u>									
At 1 January 2018	120,312,067	(150,881,190)	567,421	(10,429,690)	-	1,134,000	(39,297,392)	(993,564)	(40,290,956)
Loss for the Year	-	81,432	-	-	-	-	81,432	(66,083)	15,349
Other comprehensive (loss)/income	-	-	14,906	-	0	0	14,906	-	14,906
Total comprehensive (loss)/income	-	81,432	14,906	-	-	-	96,338	(66,083)	30,255
Balance as at 31 March 2018	120,312,067	(150,799,758)	582,327	(10,429,690)	-	1,134,000	(39,201,054)	(1,059,647)	(40,260,701)

	Share Capital	Accumulated Losses	Foreign Currency Translation Reserve	Equity Component of Convertible Notes	Total
Company	S\$	S\$	S\$	S\$	S\$
<u>3 Months ended 31 March 2019</u>					
At 1 January 2019	120,312,067	(155,816,915)	85,919	1,134,000	(34,284,929)
Loss for the Year	-	547,823	-	-	547,823
Total comprehensive loss	-	547,823	-	-	547,823
Balance as at 31 March 2019	120,312,067	(155,269,092)	85,919	1,134,000	(33,737,106)
<u>3 Months ended 31 March 2018</u>					
At 1 January 2018	120,312,067	(154,319,313)	85,919	1,134,000	(32,787,327)
Loss for the Year	-	32,908	-	-	32,908
Total comprehensive loss	-	32,908	-	-	32,908
Balance as at 31 March 2018	120,312,067	(154,286,405)	85,919	1,134,000	(32,754,419)

1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

The changes in the Company's paid-up capital were as follows:

Issued and fully paid (ordinary shares ("Shares"))	No. of Shares	Share Capital (S\$)
As at 1 January 2019	1,238,708,804	120,312,067
NIL	NIL	NIL
As at 31 March 2019	1,238,708,804	120,312,067

The number of Shares that may be issued on conversion of the outstanding convertibles is as follows:

As at 31 March 2019	No. of Shares that may be issued	Share Capital (S\$)
There are S\$0.85 million shares that may be issued on conversion of all the outstanding convertibles. The remaining convertible notes of S\$48.75 million which has yet to drawn down. For illustrative purposes, the table shows the number of Shares to be issued assuming full conversion of the convertible notes at the conversion price of S\$0.0016. There are no treasury shares as at the end of the current financial period and as at end of the immediately preceding financial year.	31,000,000,000	49,600,000

1(d)(iii) The total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year

	As at 31 March 2019	As at 31 December 2018
Total number of issued shares	1,238,708,804	1,238,708,804
Less: Treasury Shares	Nil	Nil
Total number of issued shares excluding treasury shares	1,238,708,804	1,238,708,804

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on

Not applicable.

2. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard).

The financial results of the Group for the year ended 31 March 2019 have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

The financial results of the Group for the year ended 31 March 2019 have not been audited or reviewed

4. **Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has applied the same accounting policies and methods of computation as in the most recently audited financial statements as at 31 December 2017.

5. **If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the changes.**

The Group has adopted the same accounting policies and method of computations in the financial statements for the current financial period reported as in the last audited financial statements, as well as all the applicable Financial Reporting Standards ("FRS") which became effective for the financial year beginning on or after 1 January 2019. The adoption of these new and revised FRS has no material effect for the current financial period.

6. **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends**

Earnings per share

	Group	
	Quarter ended 31 March 2019	Quarter ended 31 March 2018
Profit/(Loss) per ordinary share for the year after deducting any provision for preference dividend:-		
Basic and fully diluted		
Group (Singapore cents)	0.00	0.01
Weighted average number of ordinary shares for the purposes of computing basic and diluted earnings per share	1,238,708,804	1,238,708,804
Profit/(Loss) attributable to owners of the Company (\$\$)	40,166	81,432

7. **Net asset value (for the issuer and the group) per ordinary share based on issued share capital of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year**

	As at 31 March 2019	As at 31 December 2018
Net asset value per ordinary share based on existing issued share capital at the end of the period :-		
(i) Based on number of ordinary shares		
Group (Singapore cents)	(3.16)	(3.17)
Company (Singapore cents)	(2.72)	(2.77)
Number of shares in issue applicable to net asset value per ordinary share	1,238,708,804	1,238,708,804

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

(a) **Income Statement**

Revenue

For Q1 FY2019, revenue increased by 37% or by S\$0.2 million from S\$0.5 million in Q1 FY2018 to S\$0.7 million in Q1 FY2019 mainly due to higher revenue recorded in media sales.

Profit/(Loss) before tax

The Group recorded a profit before tax of approximately S\$0.02 million in Q1 FY2019. The profit before tax in Q1 FY2019 increased by S\$0.02 million as compared to the corresponding quarter in Q1 FY2018 as the Group recorded better revenue in media sales and lower costs based on the cost control exercise implemented by management.

Comprehensive income / (loss)

The Group recorded other comprehensive income of approximately S\$0.02 million in Q1 FY2019 and approximately S\$0.03 million in Q1 FY2018 respectively.

The other comprehensive income in Q1 FY2019 and Q1 FY2018 were mainly due from the exchange differences on translation of foreign exchanges.

Expenses

- (1) **Cost of sales** in Q1 FY2019 mainly attributable to the media contents cost for the media sales.
- (2) **Administrative expenses** decreased by approximately of S\$0.2 million in Q1 FY2019 as compared to Q1 FY2018 mainly due to operations being streamlined, costs containment exercise implemented by management and lower rental paid as compared to the corresponding quarter in Q1 FY2018.
- (3) **Other income** decreased by approximately of S\$0.2 million in Q1 FY2019 as compared to Q1 FY2018 mainly due to foreign exchange and fair value gain on financial liabilities recognized in Q1 FY2018.
- (4) **Finance income** comprised of interest income from bank deposits.
- (5) **Finance cost** decreased by S\$0.01 million in Q1 FY2019 as compared to Q1 FY2018. It was due to the decrease in interest expenses on borrowings as some of the borrowings have been fully repaid.

	Q1 FY2019	Q1 FY2018	Variance
	S\$'000	S\$'000	S\$'000
Interest expenses on borrowings	0	11	11
Interest expenses on advances from other payables	18	22	4
Total	18	33	15

(b) **Consolidated Balance Sheet and Cash Flow:**

The **net current liabilities** of the Group was approximately S\$38.0 million as at 31 March 2019 as compared to S\$38.1 million at 31 December 2018.

The subscription agreement was signed on 2 October 2015 for the issuance of 1% unsecured equity linked redeemable structured convertible notes due 2018. We have drawdown a total of S\$1.25 million as a working capital for the group. The remaining convertible notes of S\$48.75 million has yet to be drawn down.

The decrease of approximately S\$0.1 million in net current liabilities was primarily due to:

- 1a. **Cash and Cash Equivalent** decreased by approximately S\$0.4 million. This was due to the Group having used S\$0.1 million in its operating activities, and S\$0.3 million in its financing activities.

The cash used in financing activities of S\$0.3 million was due mainly due to net repayment of borrowings.

- 1b. The **trade receivables** increased by S\$0.2 million were mainly due to the balance to be collected from media section.
- 1c. The decrease in **other current assets** was mainly due to the reclassification of account to costs of sales in Unaudited Consolidated Income Statement.
- 1d. **Trade and other payables** decreased by approximately S\$0.2 million. This was mainly due to repayment made to former subsidiaries and advances made by director for working capital for the Group.
- 1e. **Borrowings** refer to the current portion of the bank term loans, hire purchase creditors and third party loans.

The net non-current assets of the Group as at 31 March 2019 remained consistent with preceding financial year as at 31 December 2018.

- 2a. **Property, plant and equipment** refers to the depreciation charged for the quarter.
- 2b. **Borrowings** refer to the convertible notes and long term portion of the bank term loans for hire purchase creditors and third party loans.
- 2c. **Financial liability, at fair value through profit or loss** refer to the long term portion of the economic right on quoted securities payable to former subsidiary. The decrease was due to fair value gain recognized for the quarter.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

No forecast or prospect statement was made previously.

10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting year and the next 12 months

As mentioned in our company announcements dated 1 March 2019 and 21 March 2019, the Company has decided to move the school to Pasir Ris. The size of the new school is approximately 5000 sq ft in size and is located in an area with heavy concentration of young families. Currently, we are finalizing the lease terms and also doing up the necessary renovation of the school. We target to open the new school by end of Q3 2019.

The Company is still working towards a resumption of trading for our shares. However, this is subject to the Company's fulfilment of conditions that the SGX-ST will impose as it deems fit in its discretion.

11. Dividend

(a) Current Financial Year Reported On 31 March 2019.

Any dividend declared for the current financial year reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding year of the immediately preceding financial year?

No dividend has been declared for the corresponding year of the immediately preceding financial year ended 31 December 2018.

(c) Date payable

Not Applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect

No dividend has been recommended or declared by the Company for 31 March 2019 due to the current performance and financial of the Group.

13. Summary of Interested Person Transactions

Summary of Interested Person Transactions for the financial period ended 31 March 2019.

There is no general mandate on Interested Person Transactions.

The aggregate value of interested person transactions for the period ended 31 March 2019 is as follows:

Name of interested person and nature of transactions	Group			
	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transaction conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 excluding (excluding transactions less than S\$100,000)	
	Quarter ended 31 March 2019	Quarter ended 31 March 2018	Quarter ended 31 March 2019	Quarter ended 31 March 2018
Datuk Jared Lim Chih Li	N.A.	N.A.	N.A.	N.A.
Mr. Ng Teck Wah	N.A.	N.A.	N.A.	N.A.

Material Contracts

Save as disclosed above, there were no other material contracts of the Company and its subsidiaries involving the interests of the Managing Director, any director or controlling shareholders for the year ended 31 March 2019.

14. Confirmation pursuant to the Rule 705(5) of the listing manual

To the best of our knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited interim results of the Group for the 3 months ended 31 March 2019 to be false and misleading in any material aspect.

15. Confirmation pursuant to the Rule 720(1) of the listing manual

The Company has procured the undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the listing manual.

BY ORDER OF THE BOARD

Datuk Jared Lim Chih Li
Managing Director
15 May 2019

Jaleeludeen Bin Abu Baker
Audit Committee Chairman
15 May 2019