JobStreet Corporation Berhad

Annual Report 2014

CONTENTS

GROUP PERFORMANCE HIGHLIGHTS

Financial Year Ended 31 December	* 2010	2011	** 2012	** 2013	** 2014
Operating Results (RM million)					
Revenue	117.1	139.9	160.8	177.7	186.3
Results from operating activities	50.4	54.5	63.7	80.1	86.4
Profit before tax	55.2	59.8	77.0	84.8	96.6[⌖]
Profit after tax	43.1	45.5	61.4	66.0	72.5[⌖]
Profit attributable to owners of the Company	41.0	43.3	58.3	61.4	69.3[⌖]
Net cash generated from operations	43.0	49.9	53.4	62.9	68.9
Key Balance Sheet Data (RM million)					
Total assets	202.3	239.1	274.7	315.2	300.3
Issued and paid-up share capital	63.7	64.0	63.0	63.5	70.8
Equity attributable to owners of the Company	164.5	188.3	214.6	249.4	275.6
No. of ordinary shares in issuance (no. of shares, million) ^	636.8	640.2	630.0	635.1	708.0
Share Information and Valuation					
Basic earnings per share (sen) ^	6.51	6.80	9.11	9.71	289.55[α]
Diluted earnings per share (sen) ^	6.33	6.65	8.96	9.55	289.55[α]
Net dividend per share (sen) ^	3.25	3.50	4.625	7.50	272.65[♎]
Share price as at 31 December (RM) ^	1.49	1.12	1.10	2.48	0.47
Net dividend yield (%)	2.18	3.14	4.20	3.02	2.45[∞]
Financial Ratios					
Return on equity (%)	24.91	23.02	27.18	24.63	25.15
Current ratio	2.1	2.2	2.2	2.4	5.7
Net asset value per share (RM) ^	0.26	0.29	0.34	0.39	0.39
Operating margin (%)	43.07	38.94	39.64	45.07	46.39
Net profit margin (%)	34.99	30.99	36.28	34.57	37.22[⌖]

* Adjusted for the application of MFRS 3, Business Combinations, from 30 September 2004.

** The results from the Group's continuing operations and discontinued operations are presented separately in the Statement of Profit or Loss and Other Comprehensive Income.

^ The comparatives for the financial year ended 31 December 2010 to 31 December 2012 have been restated to account for the effect of the subdivision of every ordinary share of RM0.20 each into two ordinary shares of RM0.10 each which was completed on 5 September 2013.

♎ Included the proposed final single tier dividend of 0.65 sen per ordinary shares of RM0.10 each which is subject to the approval of shareholders at the forthcoming Annual General Meeting.

⌖ Excluded the gain on disposal of the online job portal business to SEEK Asia Investments Pte. Ltd., net of transaction costs, of RM1,881.22 million.

α Included the gain on disposal of the online job portal business to SEEK Asia Investments Pte. Ltd., net of transaction costs, of RM1,881.22 million.

∞ Excluded the special dividend of RM2.65 per ordinary share of RM0.10 each which was paid on 24 December 2014.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Datuk Ali bin Abdul Kadir
Independent Non-Executive Chairman

Tan Sri Dato' Dr Lin See Yan
Independent Non-Executive Director

Chang Mun Kee
Executive Director, Founder & CEO

Ng Kay Yip
Non-Independent Non-Executive Director

Lim Chao Li
Non-Independent Non-Executive Director

AUDIT AND RISK COMMITTEE

Tan Sri Dato' Dr Lin See Yan
Chairman, Independent Non-Executive Director

Datuk Ali bin Abdul Kadir
Member, Independent Non-Executive Chairman

Lim Chao Li
Member, Non-Independent Non-Executive Director

NOMINATION COMMITTEE

Datuk Ali bin Abdul Kadir
Chairman, Independent Non-Executive Chairman

Tan Sri Dato' Dr Lin See Yan
Member, Independent Non-Executive Director

Ng Kay Yip
Member, Non-Independent Non-Executive Director

REMUNERATION COMMITTEE

Tan Sri Dato' Dr Lin See Yan
Chairman, Independent Non-Executive Director

Lim Chao Li
Member, Non-Independent Non-Executive Director

Ng Kay Yip
Member, Non-Independent Non-Executive Director

EMPLOYEE SHARE OPTION SCHEME ("ESOS") COMMITTEE

Datuk Ali bin Abdul Kadir
Chairman, Independent Non-Executive Chairman

Lim Chao Li
Member, Non-Independent Non-Executive Director

Ng Kay Yip
Member, Non-Independent Non-Executive Director

AUDITORS

KPMG (AF 0758)
Chartered Accountants
Level 10, KPMG Tower
8 First Avenue
Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name : JOBST
Stock Code : 0058

COMPANY SECRETARIES

Tai Yit Chan (MAICSA 7009143)
Choong Lee Wah (MAICSA 7019418)

REGISTERED OFFICE

Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-77201188
Fax: 03-77201111

HEAD OFFICE

Wisma JobStreet.com
No. 27, Lorong Medan Tuanku 1
(Off Jalan Sultan Ismail)
50300 Kuala Lumpur
Tel: 03-21760333
Fax: 03-27111190

REGISTRAR

Boardroom Corporate Services (KL) Sdn Bhd (3775-X)
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-77201188
Fax: 03-77201111

WEBSITE

www.jcbnext.com

CORPORATE STRUCTURE
as at 18 May 2015

JobStreet Corporation Berhad

- 100% **Autoworld.com.my Sdn. Bhd.**
- 60% **JobStreet Asean Business Consulting Kabushiki Kaisha**
- 100% **JobStreet.com India Pvt. Limited**
- 100% **Enerpro Pte. Ltd.**
- 100% **JS Overseas Holdings Ltd.**
- 49% **JobStreet Recruitment (Thailand) Co., Ltd.**
- 21.13% **Innity Corporation Berhad**
- 23.04% **104 Corporation (Taiwan)**

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dear Shareholders,

It is our pleasure, on behalf of the Board of Directors to present the Annual Report and Audited Financial Statements of JobStreet Corporation Berhad ("JCB" or "the Group") for the financial year ended 31 December 2014.

The year 2014 that has passed was a significant one for the Group. It was the culmination of an era which started all the way back in 1995 when Mark began the journey that led to the founding of the JobStreet.com job portal in Malaysia and ended with the conclusion of the sale of the online job portal business to SEEK on 20 November 2014. The sale allowed the Group to unlock substantial value in the business which was returned to you, our shareholders, via the payment of the special dividend of RM2.65 per share on 24 December 2014.

When JCB was listed on Mesdaq on 29 November 2004, our initial market capitalisation was only approximately RM100 million with shareholder's equity of approximately RM30 million. Through the decade since then to the end of 2014, we have generated and returned to shareholders well over RM2 billion directly by way of dividends. We are thankful for the success we have enjoyed and for your support as this era comes to a close.

2014 IN REVIEW

The Group continued to account for the earnings of the online job portal business for 10+ months as the sale to SEEK was only concluded on 20 November 2014. Buoyed by a fairly accommodative regional and global economic environment, the Group has maintained its track record of year-on-year growth in 2014. The Group's revenue had increased 4.8% to RM186.3 million compared with RM177.7 million in 2013. Online job posting services, accounted up to 19 November 2014, contributed RM142.1 million in revenue to the Group in 2014, representing 2.2% growth despite excluding part of November and full December sales. Singapore, Philippines and Indonesia were the primary growth drivers as far as online job posting sales were concerned.

During the year, the Group had also received a dividend-in-specie from Cinderella Media Group Ltd, a company that the Group had invested in since 2008, which was accounted for as revenue. The dividend-in-specie comprised of shares in 1010 Printing Group Ltd to the value of RM14.8 million. Dividends from the Group's Available-for-Sale equity investments and distribution income from the Group's unit trust investments, which were accounted for as revenue, totalled RM19.1 million in 2014, up by 343.2%.

In tandem with the growth in the online job posting revenue, the Group's results from operating activities increased by 7.9% to RM86.4 million in 2014. Staff costs had increased by 15.9% as a result of a special bonus payment to all staff of the Group upon the completion of the sale to SEEK. We would like to take this opportunity to thank all staff of the JobStreet group for their commitment and dedication all these years, without which the JobStreet.com brand would not have become what it is today and the sale to SEEK would not have become a reality. They are a special group of professionals and we wish them all the best in their careers with SEEK.

Our associate, 104 Corporation, continued to perform within expectations. Revenue grew by 12.0% to NT$2.46 billion on the strength of its online services and temporary staffing business, which are primarily focused in Taiwan. Its net profit attributable to shareholders increased by 28.6% to NT$310.6 million. 104 Corporation has recently announced a dividend of NT$7 per ordinary share for the 2014 financial year, which will be paid out after the company's AGM on 24 June 2015. Our share of the dividend will be NT$53.4 million or approximately RM6.3 million. We are pleased with the performance of 104 Corporation.

Our other associate, Innity Corporation Berhad, continued with its expansion plan by entering the Taiwan market in 2014. Revenue decreased by 4.9% to RM44.2 million mainly due to lower sales in Malaysia, Singapore and Indonesia. However, its operations in Philippines, Vietnam and Hong Kong continue to record growth. Its financial results reflected its primary focus during this phase on investing in expansion and product development with net profit attributable to shareholders of only approximately RM0.7 million.

The financial performance of the Group in 2014 was also affected by several one-off items. During the year, the Group had realised some of its shareholdings in Cinderella Media Group Ltd, recognising a profit of RM2.4 million. The Group had also provided RM2.8 million for impairment on its investment in a start-up business which operates mobile apps and sites promoting hotel room deals. The Group had also written-off loans outstanding from JobStreet Recruitment (Thailand) Co., Ltd amounting to RM4.2 million in view of the closure of the business in Thailand as part of the disposal of the JobStreet.com business to SEEK.

Overall, the Group's net profit attributable to shareholders for 2014 amounted to RM1.951 billion and this was primarily boosted by the gain on the disposal of the online job portal business to SEEK of RM1.881 billion. Earnings per share amounted to approximately RM289.55 per share. The Board has declared dividends totalling RM2.72 to date including the special dividend of RM2.65 per share. Excluding the special dividend and including the proposed final dividend of 0.65 sen per ordinary shares of RM0.10 each, we have returned approximately 76% of 2014 profits (excluding the gain on disposal of the online job portal business to SEEK) to shareholders consistent with our announced dividend policy.

Our financial position continued to strengthen with shareholders' equity of RM275.6 million as at 31 December 2014 compared with RM249.4 million at the end of the previous year. This includes distributable reserves of RM52.4 million in the Company. Our cash reserves and short term investments in money market funds amounted to RM138.0 million, with zero debt, at the end of 2014. Apart from cash and short term investments, we also have another RM51.5 million invested in Cinderella Media Group Ltd, 1010 Printing Group Ltd, Asiatravel.com Holdings Ltd as well as quoted securities under a managed portfolio. As at 31 December 2014, the Group also had 7,953,800 treasury shares all of which were subsequently cancelled in April 2015.

GOING FORWARD

The Board and senior management remain committed to identify new investment opportunities that could contribute to the earnings of the Group moving forward. Although we like the digital media and online space, we will keep our options open. We would like to add in a caveat though that it may take time to identify good investment opportunities at acceptable valuations. In addition, the management is committed through November 2015 to provide transition services to the SEEK Asia Group under the terms of the Transition Services Agreement entered in conjunction with the sale of the online job portal business to SEEK. In the interim, the Group will depend on the financial performance of its associates, 104 Corporation and Innity, the performance of its investments in Hong Kong as well as deriving rental income from the Group's properties in Kuala Lumpur and Johor. We will also invest to build up the Group's existing Autoworld business.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

The Group continues to endorse principles of sustainability in its business operations and corporate activities. We acknowledge the importance of looking after the interest of our other stakeholders – our employees, our customers, vendors, the community at large and the environment. Looking after the interests of certain stakeholders at the expense of others would only bring negative consequences to our business. We operate by the "Do Good, Do Well" principle where we believe success ultimately comes as we conduct ourselves as good corporate citizens and constantly serve the society that we operate in. As an example, Mark now serves on the boards of the Malaysian Global Innovation & Creativity Centre (MAGIC) and Endeavor Malaysia and helps these organisations in their efforts to spur the growth of entrepreneurial talent and start-up businesses. As we seek to acquire new businesses, we will remain committed to the principles of sustainability and ensure these principles and practices are extended across all business operations of the Group.

APPRECIATION

At this juncture, we would like to take this opportunity to thank all employees of the JobStreet.com business for their contribution, in one way or another, which had made the sale of the online job portal business to SEEK a success. We wish you all the best in your careers and future exploits in the SEEK Asia Group. This is especially the case for Suresh Thirugnanam who has served as our Chief Operating Officer since 2000. His leadership, passion, and partnership have been instrumental in the growth and success of JCB. We would also like to record our appreciation to all our valued customers, candidates, partners, business advisers and shareholders for your continued support during the past year. Thank you in particular for your patience and trust. And last but not least, on behalf of the Board, we would like to thank Suresh and Rocky Yang Chi Kuan who have stepped down from the Board on 31 December 2014, for their invaluable contributions and insights during their tenure as directors.

DATUK ALI BIN ABDUL KADIR
Chairman

MARK CHANG MUN KEE
Founder and Chief Executive Officer

PROFILE OF DIRECTORS

Datuk Ali bin Abdul Kadir

Independent Non-Executive Chairman

Datuk Ali bin Abdul Kadir, a Malaysian aged 66, was appointed to the Board on 1 October 2004. Datuk Ali is Chairman of the Nomination and ESOS Committees, and a member of the Audit and Risk Committee. He is Fellow of the Institute of Chartered Accountants in England and Wales ("ICAEW"), member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. He is also Honorary Advisor to ICAEW City Chapter, Honorary Fellow of the Institute of Chartered Secretaries and Administrators (UK) and the Malaysian Institute of Directors.

Datuk Ali is currently the Chairman of the Financial Reporting Foundation, Board Member of the Labuan Financial Services Authority and member of the Academic Advisory Panel of the Companies Commission of Malaysia. Datuk Ali is Chairman of Privasia Technology Berhad and Board Member of Glomac Berhad and Citibank Berhad.

Datuk Ali was appointed as Chairman of the Securities Commission of Malaysia on 1 March 1999 and served in that capacity until 29 February 2004. He also served on a number of national-level committees including the Foreign Investment Committee, the Oversight Committee of National Asset Management Company (Danaharta). Prior to his appointment to the Securities Commission, he was the Executive Chairman and Partner of Ernst & Young and its related firms. He was also the former President of the Malaysian Association (now Institute) of Certified Public Accountants, chairing both its Executive Committee and Insolvency Practices Committee and co-chairing the Company Law Forum. He was a member of the Malaysian Audit Oversight Board. He was appointed as an Adjunct Professor in the Accounting and Business Faculty, University of Malaya in 2008 and retired in August 2011. He was then appointed to the Advisory Board of the same Faculty.

On the international front, Datuk Ali was the Chairman of the International Organisation of Securities Commissions' (IOSCO) Asia Pacific Regional Committee and the Islamic Capital Market Working Group, and a member of IOSCO's Executive Committee. In addition, he was also a Trustee of the Accounting and Auditing Organisation for Islamic Financial Institutions and Force of nature Aid Foundation; and the Advisor to the Sri Lanka Securities and Exchange Commission in 2006 for their Capital Market Strategic Plan.

Tan Sri Dato' Dr Lin See Yan

Independent Non-Executive Director

Tan Sri Dato' Dr. Lin See Yan, a Malaysian aged 76, is an Independent Non-Executive Director of the Company and was appointed to the Board of Directors on 1 October 2004. Tan Sri Dr. Lin is also the Chairman of the Audit and Risk and Remuneration Committees, and a member of the Nomination Committee.

Qualified as Malaysia's first Chartered Statistician, Tan Sri Dr. Lin graduated from the University of Malaya in Singapore and Harvard University (where he received 3 degrees, including a PhD in Economics). He is also a British Chartered Scientist (London), Research Professor at Sunway University, Professor of Economics (Adjunct), Universiti Utara Malaysia, Professor of International Finance and Business (Adjunct), Universiti Malaysia Sabah, an Eisenhower Fellow and a Fellow of the IMF Institute (Washington DC), Royal Statistical Society (London), Malaysian Institute of Bankers, Malaysian Insurance Institute (Hon.), Malaysian Institute of Management and Malaysian Economic Association. He is also a Distinguished Fellow of the Institute of Strategic and International Studies.

Prior to 1998, he was Chairman/President and CEO of Pacific Bank and for 14 years previously, Deputy Governor of Bank Negara Malaysia, having been a central banker for 34 years. Tan Sri Dr. Lin continues to serve the public interest; some current appointments include: Member of the Prime Minister's Economic Council Working Group, Member of the Competition Appeal Tribunal, as well as member of select Committees on Higher Education; Economic Advisor, Associated Chinese Chambers of Commerce and Industry of Malaysia; Member, Asian Shadow Financial Regulatory Committee;

Tan Sri Dato' Dr Lin See Yan (cont'd)

Governor, Asian Institute of Management, Manila; Director, Monash University Malaysia and Chairman Emeritus, Harvard Graduate School Alumni Council at Harvard University in Cambridge (USA) as well as President, Harvard Club of Malaysia. In addition, he is a Trustee of the Tun Ismail Ali Foundation (PNB), Harvard Club of Malaysia Foundation, Malaysian Economic Association Foundation, Jeffrey Cheah Foundation and Program Pertukaran Fellowship Perdana Menteri Malaysia.

Tan Sri Dr. Lin advises and sits on the Boards of a number of publicly listed companies including Ancom Berhad, Genting Berhad, IGB REIT Management Sdn. Bhd., Wah Seong Corporation Berhad and Sunway Berhad and a number of private business enterprises in Malaysia, Singapore and Indonesia.

Chang Mun Kee

Executive Director, Founder and CEO

Mr. Chang Mun Kee, a Malaysian aged 50, is an Executive Director of JobStreet and founder of the JobStreet Group. He has also been its Chief Executive Officer since its inception and a Director of the Company since its incorporation. Mr. Chang obtained his Bachelor of Science in Mechanical Engineering from the University of Texas, Austin, USA in 1988 and a Master of Science in Mechanical Engineering from the Massachusetts Institute of Technology, USA in 1990. Prior to founding MOL Online Sdn Bhd in 1995 and subsequently JobStreet.com Sdn Bhd in 1997, he was with Kendall International, a US healthcare company, for 5 years, starting as a process engineer in 1990 before being promoted to manufacturing manager in 1992 and regional director of sales and marketing for Malaysia in 1994. He left Kendall International in 1996 to establish JobStreet.com Sdn Bhd which expanded regionally under his direction. He currently sits on the Boards of Innity Corporation Berhad, Vitrox Corporation Berhad and 104 Corporation, Taiwan.

Ng Kay Yip

Non-Independent Non-Executive Director

Mr. Ng Kay Yip, a Malaysian aged 49, is a Non-Executive Director and co-founder of the JobStreet Group. He has been a Director of the Company since its incorporation and is a member of the Nomination, Remuneration and ESOS Committees. Mr. Ng graduated in 1988 with a Bachelor of Science in Electrical Engineering from the School of Engineering and Applied Science, University of Pennsylvania and a Bachelor of Science in Economics from the Wharton School of Business, University of Pennsylvania. In 1990, he obtained a Master of Science in Electrical Engineering from Massachusetts Institute of Technology. While completing his education in the United States, he worked as a research officer with Bell Communications Research. Since 1990, he has been the executive director of the Maran group of companies, a family business that is involved in timber, property and construction. He does not hold any other directorship of public companies.

Lim Chao Li

Non-Independent Non-Executive Director

Mr. Lim Chao Li, a Malaysian aged 49, is a Non-Executive Director and co-founder of the JobStreet Group. He was appointed to the Board of Directors on 1 October 2004 and is a member of the Audit and Risk, Remuneration and ESOS Committees. Mr. Lim graduated with degrees from the University of Pennsylvania's School of Engineering and Applied Science and the Wharton School. He has worked for Deloitte & Touche and Johnson & Johnson. He is currently with the Hotel Equatorial Group, a family business that is involved in hospitality and property. He also serves as Chair of the Council of Governors of the Alice Smith School in Malaysia. He does not hold any other directorship of public companies.

STATEMENT OF CORPORATE GOVERNANCE

The Board is fully committed to developing and maintaining high standards of corporate governance by implementing the principles and recommendations of the Malaysian Code of Corporate Governance 2012 (“the Code”). It recognizes that the principles of good corporate governance and business integrity are fundamental to the goals of enhancing shareholder value and protecting the interests of all stakeholders.

The Board is pleased to provide the following statement, which outlines how the Company has applied the principles of the Code and the extent that it has followed the recommendations of the Code.

A. BOARD OF DIRECTORS

Composition of the Board

The Board consists of five members, comprising one Independent Non-Executive Chairman, one Executive Director who is also the Chief Executive Officer, two Non-Independent Non-Executive Directors and one Independent Non-Executive Director. A brief profile of each Director is presented on pages 8 to 9 of this Annual Report. Collectively, the Board members provide an effective Board with a mix of industry-specific knowledge and broad business, financial, regulatory and technical experience. Furthermore, there is effective check and balance on the Board, with approximately three quarters of the Board members being Non-Executive Directors. The Board is satisfied that the current Board composition fairly reflects the interests of minority shareholders in the Company and provides the appropriate balance and size to govern the Company effectively.

The responsibilities of the Chairman and the Chief Executive Officer are clearly divided in accordance with the requirements of the Code. The Board is led by Datuk Ali bin Abdul Kadir as the Independent Non-Executive Chairman. He is responsible for running the Board and ensuring that all Directors receive sufficient information to enable them to participate actively in Board decisions. Datuk Ali bin Abdul Kadir is also the Senior Independent Non-Executive Director designated to clarify matters or enquiries that may be raised by shareholders or investors. Executive management is led by Chang Mun Kee as the Chief Executive Officer who is responsible for the day to day management of the business as well as the implementation of Board policies and decisions.

The Independent Non-Executive Directors on the Board are of sufficient caliber and experience to bring objectivity, balance and independent judgment to Board decisions. They constitute approximately one third of the membership of the Board. This helps to ensure that the highest standards of corporate governance, ethical conduct and integrity are maintained by the Company to the benefit of all stakeholders.

Board Responsibilities

The Board has overall responsibility for the performance of the Group. This includes strategic planning, overseeing financial and operational performance, monitoring risk management processes, ensuring there is an appropriate succession plan for the Directors and senior management, merger and acquisition activities and reviewing the adequacy of internal control systems. The Board is guided by a Charter which sets out the practices and processes in the discharge of its responsibilities; the matters it has reserved for consideration and decision-making; the authority it has delegated to the Chief Executive Officer, including the limits which the CEO can execute the authority; and provides guidance on the division of responsibilities between the Board and CEO.

The Board has adopted and implemented a Code of Ethics (“the Code”) for Directors of the Company and its subsidiaries. This Code is intended to focus the Board and each Director on areas of ethical risk, provide guidance to Directors to help them recognise and deal with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability. The Code establishes a standard of ethical behaviour for Directors based on acceptable belief and values. It also includes guidance on relationship with shareholders, employees, creditors and customers and the standard of conduct with regards to social responsibilities and the environment.

The Board further acknowledges its role in establishing a corporate culture comprising ethical conduct within the Group. Senior management and employees are guided by policies on acceptable conduct and ethics contained in the Group's employee handbook.

Board Meetings and Supply of Information to the Board

The Board plans at least four scheduled meetings annually, with additional meetings to be held, as and when necessary. All proceedings of the Board Meetings and its deliberations in terms of the issues discussed, and the conclusions in discharging its duties and responsibilities are minuted which are then circulated to all Directors for their perusal prior to confirmation of the minutes at the following Board meeting.

Directors receive a set of Board papers prior to each Board meeting. This is to enable the Directors to study matters to be discussed and obtain further explanations, where necessary, before the meeting. Directors also have full access, whether as full Board or in their individual capacity, to all information and senior management within the Group including that relating to financial, operational and technology matters

The Directors may also obtain independent advice, whether as full Board or in their individual capacity, where necessary, in the furtherance of their duties and at the Group's expense.

Finally, Directors have direct access to the advice and the services of the Company Secretaries who are responsible for ensuring that Board procedures are followed. The Board believes that the current Company Secretaries are capable of carrying out their duties to ensure effective functioning of the Board. The removal and appointment of a successor, as permitted under their terms of appointment, is a matter for the Board to decide. The Company Secretaries ensures that all Board meetings are properly convened and that accurate and proper records of the deliberations, proceedings and resolutions passed are recorded and maintained in the statutory register at the registered office of the Company.

The Board met four (4) times for the financial year ended 31 December 2014 and the summary of attendance at the Board Meetings held is as follows:

	Number of Board Meetings	
Directors	**Held**	**Attended**
Datuk Ali bin Abdul Kadir (Chairman)	4	4
Tan Sri Dato' Dr. Lin See Yan	4	4
Chang Mun Kee	4	4
Ng Kay Yip	4	4
Lim Chao Li	4	4

Appointments and Re-Election to the Board

The Nomination Committee comprised of the following members:

Chairman	:	Datuk Ali bin Abdul Kadir *(Independent Non-Executive Chairman)*
Members	:	Tan Sri Dato' Dr Lin See Yan *(Independent Non Executive Director)*
		Ng Kay Yip *(Non-Independent Non-Executive Director)*

The Nomination Committee consists entirely of Non-Executive Directors with the majority being independent. The Committee identifies and recommends to the Board suitable candidates for appointment to the Board and Board Committees. In recommending candidates whether men or women for appointment to the Board, the Committee assesses the candidates' background, experience, competencies, existing commitments and the ability to contribute and add diversity (including gender diversity) to the Board. On appointment, Non-Executive Directors are briefed on the Group's business and the competitive environments in which it operates. The Company will also arrange for the newly appointed Director to attend the Mandatory Accreditation Programme.

The Committee is also responsible for assessing on an annual basis, the effectiveness of the Board, its Committees and the contribution of each individual Director including Independent Non-Executive Directors as well as the Chief Executive Officer. The Board, through the Nomination Committee, annually reviews its required mix of skills, knowledge, experience and other qualities, including core competencies which Non-Executive Directors bring to the Board and candidates' ability to discharge their responsibilities. All assessments and evaluations carried out by Nomination Committee in the discharge of all its functions are properly documented.

The Nomination Committee is satisfied that the size, structure and composition of the Board remained appropriate and concluded that the Board and Board Committees generally have a good mix of skills, knowledge, experience and professional qualifications required to contribute positively to the Group and is operating in an effective manner and that each Director continues to make effective contributions to the work of the Board. The Nomination Committee also noted Recommendation 3.2 of the Code which states that the tenure of an independent director should not exceed a cumulative term of nine years and upon completion of the nine years, an independent director may continue to serve on the board subject to the director's re-designation as a non-independent director. In addition, Recommendation 3.3 of the Code states that the board must justify and seek shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than nine years. Datuk Ali bin Abdul Kadir and Tan Sri Dato' Dr Lin See Yan have served as Independent Non-Executive Directors on the Board since 2004. The Nomination Committee, having conducted the performance evaluation and assessment of Datuk Ali Kadir and Tan Sri Dato' Dr. Lin, recommended that they continue to serve as Independent Non-Executive Directors of the Company and for Recommendations 3.2 and 3.3 of the Code not to be adopted. This was also on the basis that the Nomination Committee was satisfied that both Datuk Ali and Tan Sri Dr. Lin have met the independence guidelines as set out in the Listing Requirements and that their objective judgments have not been compromised by their long tenures on the Board.

In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to re-election by shareholders at the first opportunity after their appointment. The Articles also provide that at least one-third of the Board is subject to re-election at regular intervals and at least once in every three years.

The Nomination Committee recommended to the Board on the endorsement of the retiring Directors, Tan Sri Dato' Dr. Lin See Yan and Chang Mun Kee, for re-appointment and re-election at the forthcoming 11th Annual General Meeting.

During the financial year under review, one (1) meeting was held and attended by all its members.

A summary of activities undertaken by the Nomination Committee during the financial year are as follows:

(i) Reviewed and assessed the performance and effectiveness of the Board and the respective Board Committees as a whole and the respective contributions of each individual Director for the year 2013;
(ii) Proposed to recommend to the Board the re-election/re-appointment of Directors who would be due to retire at the next Annual General Meeting;
(iii) Assessed the independence of the Independent Non-Executive Directors and to recommend to the Board for Datuk Ali Kadir and Tan Sri Dato' Dr Lin to continue to act as Independent Directors of the Company; and
(iv) Reviewed the training undertaken by individual Directors.

Directors Remuneration

The Remuneration Committee is comprised the following members:

Chairman : Tan Sri Dato' Dr Lin See Yan *(Independent Non-Executive Director)*
Members : Lim Chao Li *(Non-Independent Non-Executive Director)*
Ng Kay Yip *(Non-Independent Non-Executive Director)*

The Remuneration Committee is responsible for recommending to the Board the remuneration framework for Directors as well as reviewing the remuneration package for Executive Directors and senior management. The policy practiced on Directors' remuneration is to provide the remuneration packages needed to attract, retain and motivate Directors of the quality required to manage the business of the Group and to align the interests of the Directors with those of the shareholders, without paying more than is necessary for this purpose.

None of the Executive Directors participated in any way in determining their individual remuneration. Executive Directors' remuneration is linked to their performance.

The Board as a whole determines the fees for the services of Non-Executive Directors with individual Directors abstaining from decisions in respect of their individual remuneration. In deciding an appropriate level of fees for each Non-Executive Director, the Board will take into consideration the responsibility and time commitments based on the number of expected Board meetings, special meetings and the time required for reading Board and other papers, whether as Independent Directors or otherwise, and the membership and chairmanship of Board Committees.

The Remuneration Committee meets as and when required. For the financial year under review, one (1) meeting was held and was attended by all its members.

Further details of Directors' remuneration are set out below and in Note 19 to the financial statements:

	Executive Directors RM'000	**Non-Executive Directors RM'000**
Salaries and other emoluments	1,756	-
Fees	-	217
Total	**1,756**	**217**

The number of Directors whose total remuneration fell within specified bands were as follows:

Range of Remuneration	**No. of Directors**	
	Executive	**Non-Executive**
< RM50,000	-	2
RM 50,001 – RM 100,000	-	2
RM 1,000,001 – RM 1,050,000	1	-
Total	**1**	**4**

The Board has chosen to disclose the remuneration in bands pursuant to the Listing Requirements as separate and detailed disclosures of individual director's remuneration will not add significantly to the understanding and evaluation of the Company's governance.

Directors' Training

All Directors have attended and completed the Mandatory Accreditation Programme (MAP) conducted by Bursatra Sdn Bhd in compliance with the Listing Requirements.

In addition, during the financial year under review, all Directors attended various forums, programmes, workshops and seminars as follows:-

1. Islamic Wealth management Symposium 2014 by Labuan IBFC
2. IFRS for SMEs by the Malaysian Accounting Standards Board
3. Global Islamic Finance Forum by Suruhanjaya Sekuriti

4. FIDE Programme (Financial Instrument Directors' Education) by ICLIF
5. Managing Stakeholders' Expectations in the Fast Changing Business Trends Towards Value Creation by PNB Investment Institute Sdn Bhd
6. Panelist at the Inaugural Conference of the Jeffrey Cheah Institute on Southeast Asia on "Human Capital Needs for the 21st Century: The Role of Higher Education"
7. Keynote speaker at a luncheon talk on "Current Economic Situation in Malaysia" by the Hawaii Asia Pacific Association
8. Roundtable discussion on Financial Reporting by the Malaysian Accounting Standards Board
9. Speaker at the 2014 Shanghai Forum on "Economic Globalization and the Choice of Asia – Asia Transforms: Identifying New Dynamics" by Fudan University
10. 2nd Asian Business Conference 2014: "2015 Approaching: Priming for ASEAN Integration" by the Asian Institute of Management
11. Singapore Institute of Directors Conference 2014 on "Towards the New Capitalism"
12. Keynote speaker at the International Conference on Contemporary Economic Issues 2014 by Universiti Sains Malaysia
13. Story Power: Relearning Our Most Effective Organizational Tool
14. Professional Certification in Criminology
15. Investment Decision and Behavioral Finance
16. 104 Board Training on CSR Presentation
17. Governance for School Boards
18. GST Briefing by BDO Tax Services
19. Wharton Forum, Beijing
20. Google Apps for Education Summit 2014
21. Strategic Management for Construction Industry
22. GST training by The Institute of Taxation Sdn Bhd

The Directors are also encouraged to attend other training programmes as may be prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities") from time to time to enable them to discharge their responsibilities as directors more effectively.

Board Committees

The Board delegates certain responsibilities to the Board Committees to assist in the discharge of its responsibilities. The role of Board Committees is to advise and make recommendations to the Board. Standing committees of the Board include the Nomination Committee, the Audit and Risk Committee (please refer to the Audit and Risk Committee Report set out on pages 18 to 24 of this Annual Report), the Remuneration Committee and the ESOS Committee.

B. SHAREHOLDERS AND STAKEHOLDERS

It is integral to the Group's philosophy on enhancing corporate governance and encouraging accountability and transparency that it maintains an active dialogue with its shareholders and stakeholders such as potential investors, analysts, customers and members of the public, with the intention of presenting as clear and complete picture of the Group's performance as possible.

Shareholders and stakeholders are kept abreast on the financial performance and major developments in the Group mainly through the following means of communication:

- Quarterly and annual reports
- Announcements made to Bursa Malaysia Securities Berhad
- The Company's general meetings
- The Group's website, www.jcbnext.com

Corporate Disclosure Policy

The Group strives to maintain its corporate credibility and instill investor confidence in the Group by practising a structured approach in corporate disclosure and investor relations activities. The Group has formalised a Corporate Disclosure Policy which sets out the principles of communication and disclosure, handling of material and confidential information, step-by-step disclosure process, various mediums of communication approved by the Board and policies and procedures with regards to the handling of material information, confidential information, rumours and reports and forward-looking information.

Investor Relations

As part of the Group's investor relations programme, discussions will be held between senior management and analysts/investors throughout the year. When necessary, presentations based on permissible disclosures are made to explain the Group's performance. Price-sensitive information about the Group is, however, not disclosed in these exchanges until after the prescribed announcement to Bursa Securities has been made.

Annual General Meeting (AGM)

The Company's AGM provides a vital platform for both private and institutional shareholders to share viewpoints and acquire information on issues relevant to the Group. At the AGM, shareholders will be encouraged to raise questions on the resolutions being proposed or on the Group's business operations in general. The Notice of the AGM and related documents are issued to the shareholders at least twenty-one days before the meeting.

To keep the media informed, the Group will disseminate copies of the annual report to all relevant press.

The Group's Website, www.jcbnext.com

The Group's website, www.jcbnext.com, provides an alternative communications avenue, targeted at presenting an overview of the Group's business, management, operations, governance as well as updates on financial performance not just to shareholders but all other stakeholders comprising jobseekers, customers, employees and members of the public. The website is updated continually. In addition, the Group's website provides a facility for shareholders and stakeholders to register themselves to receive email alerts of new information posted on the website.

C. ACCOUNTABILITY AND AUDIT

Financial Reporting

In presenting the annual and quarterly reports, the Board aims to present a balanced and comprehensive assessment of the Group's position and prospects. The Audit and Risk Committee assists the Board in overseeing the Group's financial reporting processes and the quality of its financial reporting. The Statement by Directors pursuant to Section 169 of the Companies Act, 1965 is set out on page 113 of the Annual Report and the Statement explaining the Directors' responsibility for preparing the annual audited financial statements pursuant to paragraph 15.26 (a) of the Listing Requirements is set out below.

Internal Control

The Board has overall responsibility of maintaining a system of internal controls, which provides reasonable assurance of effective and efficient operations and compliance with laws and regulations as well as with internal policies and procedures.

The Board recognizes that risks cannot be fully eliminated. As such, the systems, processes and procedures being put in place are aimed at minimizing and managing them and to provide reasonable and not absolute assurance against material misstatement, loss or fraud.

Whistle-Blowing Policy

To enhance corporate governance practices across the Group, a whistle-blowing policy was adopted which provides directors, officers, employees and stakeholders of the Group with an avenue to report suspected improprieties such as illegal or unlawful conduct, contravention of the Group's policies and procedures, acts endangering the health or safety of any individual, public or employee, and any act of concealment of improprieties. The aim of this policy is to encourage the reporting of such matters in good faith, with the confidence that the person filing the report, to the extent possible, be protected from reprisal, victimization, harassment or subsequent discrimination.

Any person who wishes to report a suspected impropriety may submit his/her report to the Audit and Risk Committee via jcbwhistle@gmail.com. This is a secure email address accessible only by the Audit and Risk Committee members.

Relationship with Auditors

The Company's external auditors, Messrs KPMG have continued to report to members of the Company on their findings which are included as part of the Company's financial reports with respect to this financial year's audit on the statutory financial statements. In doing so, the Company has established a transparent arrangement with the auditors to meet their professional requirements. The role of the Audit and Risk Committee in relation to the external auditors is set out in the Audit and Risk Committee Report on pages 18 to 24 of the Annual Report.

The Audit and Risk Committee also has explicit authority to communicate directly with the internal auditors.

Directors' Responsibilities in Respect of Financial Statements

The Directors are required by the Companies Act, 1965 to prepare financial statements which give a true and fair view of the state of affairs of the Group and of the Company as at the end of each financial year and of the results and cash flows of the Group and of the Company for the financial year then ended. The Directors ensure that suitable accounting policies have been used and applied consistently, and that reasonable and prudent judgments and estimates have been made, in the preparation of the financial statements. The Directors also ensure that applicable approved accounting standards have been followed. The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy the financial position of the Group and of the Company and to enable them to ensure that the financial statements comply with the Companies Act, 1965.

D. OTHER INFORMATION

The following information provided is in respect of the financial year ended 31 December 2014.

Share Buybacks

The Company had obtained its shareholders' approval at the Company's Annual General Meeting held on 25 June 2014 in respect of the share buy-back of up to 10% of the issued and paid up share capital of the Company.

During the financial year under review, the Company had bought back from the open market 7,953,800 of its issued Ordinary Shares of RM0.10 each ("JCB Shares") listed on the Main Market and retained as treasury shares. A monthly breakdown of treasury shares bought back during the financial year under review is set out below:

Month	No. of shares	Consideration paid (RM)*	Minimum price paid (RM)	Maximum price paid (RM)	Average price paid (RM)
August 2014	2,189,600	5,753,334	2.59	2.63	2.62
September 2014	5,000,000	13,479,919	2.63	2.70	2.69
December 2014	764,200	214,882	0.28	0.28	0.28
Total	**7,953,800**	**19,448,135**	**0.28**	**2.70**	**2.44**

* Including transaction costs

Subsequent to the financial year under review, the Company had, on 14 April 2015, cancelled a total of 7,953,800 ordinary shares of RM0.10 each retained as treasury shares.

Options, Warrants or Convertible Securities

The Company had one Employee Share Options Scheme (ESOS) in existence during the financial year. Details of the scheme are as follows:-

	No. of options over ordinary shares of RM0.10 each		
	Directors and Chief Executives	**Eligible Employees**	**Total**
Total number of options granted	27,700,000	63,529,000	91,229,000
Total number of options exercised/ lapsed	(27,700,000)	(63,529,000)	(91,229,000)
Total options outstanding	-	-	-

Pursuant to the Company's ESOS Bye-Laws, not more than 50% of the shares available under the scheme shall be allocated, in aggregate, to directors and senior management. Since the commencement of the scheme, 30.4% of the shares/options granted under the scheme have been granted to directors and senior management.

The movement in the number of options offered to take up unissued ordinary shares of RM0.10 each and the option price pursuant to the Company's ESOS is set out in the Directors' Report on page 31 of the Annual Report.

Pursuant to paragraph 9.25 and Part A of Appendix 9C (27) of the Listing Requirements, the breakdown of the options offered to and exercised by the Non-Executive Directors in respect of the ESOS during the financial year under review is set out as below:

	Number of options over ordinary shares of RM0.10 each			
The Company	**At 1.1.2014**	**Granted**	**Exercised**	**At 31.12.2014**
Datuk Ali bin Abdul Kadir	280,000	-	280,000	-
Tan Sri Dato' Dr Lin See Yan	280,000	-	280,000	-
Total	560,000	-	560,000	-

Apart from the aforementioned, no warrants or convertible securities were issued during the financial year under review.

Sanctions and/or Penalties

There were no sanctions or penalties imposed on the Company and its subsidiaries, directors or management by the relevant regulatory bodies during the financial year under review.

Non-Audit Fees

The amount of fees for non-audit related work paid or payable to the external auditors and its affiliates by the Group for the financial year ended 31 December 2014 was RM439,000.

Material Contracts

During the financial year under review, there were no material contracts entered into by the Company and its subsidiaries which involved Directors' or major shareholders' interests.

Recurrent Related Party Transactions

The Group did not have any recurrent related party transactions of revenue or trading nature during the financial year under review, which exceeded the materiality threshold stipulated in Paragraph 10.09 (2)(b) of the Listing Requirements.

AUDIT AND RISK COMMITTEE REPORT

MEMBERSHIP AND ATTENDANCE

Chairman : Tan Sri Dato' Dr Lin See Yan *(Independent Non-Executive Director)*
Members : Datuk Ali bin Abdul Kadir *(Independent Non-Executive Chairman)*
Lim Chao Li *(Non-Independent Non-Executive Director)*

The Audit and Risk Committee ("ARC") held five (5) meetings during the financial year. The attendance of the Committee members was as follows: -

Committee Members	**Number of meetings attended during ARC Members' tenure in office**
Tan Sri Dato' Dr Lin See Yan (Chairman)	5/5
Datuk Ali bin Abdul Kadir	5/5
Lim Chao Li	5/5

During the financial year, the ARC has met with the external auditors twice without the Executive Board members and management present.

TERMS OF REFERENCE

1. COMPOSITION

The ARC shall be appointed by the Directors from among their number (pursuant to a resolution of the Board of Directors) and shall be composed of not fewer than three (3) members (none of whom shall be Executive) of whom the majority shall be Independent Directors.

All the members shall be financially literate and at least one (1) member of the ARC:

a) must be a member of the Malaysian Institute of Accountants; or

b) if he is not a member of the Malaysian Institute of Accountants, he must have at least three years' working experience and:

   i) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
   ii) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or

c) must be a person who fulfills such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad.

The members of the ARC shall elect a chairman from among their number who is an Independent Director. No alternate Director of the Board shall be appointed as a member of the Committee.

In the event the elected Chairman is not able to attend a meeting of the ARC, a member of the ARC shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Director.

A member of the ARC who wishes to retire or resign should provide sufficient written notice to the Board of Directors so that a replacement may be appointed before he leaves.

If a member of the ARC resigns, dies or for any other reason ceases to be a member resulting in the number of members being reduced to below three, the Board of Directors shall, within two (2) months, but in any case not later than three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

1. COMPOSITION (CONT'D)

The term of office and performance of the ARC and each of the members shall be reviewed by the Board at least once every three years to determine whether the ARC and its members have carried out their duties in accordance with their terms of reference.

2. FUNCTIONS

The ARC has the overall responsibility for overseeing the risk management activities of the Company and its subsidiaries (the "Group"), approving appropriate risk management procedures and measurement methodologies across the organisation. Its primary functions are as follows:

(i) To review the appointment and performance of external auditors, the audit fee, any question of resignation or dismissal, any letter of resignation from the external auditors and whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment before making recommendations to the Board of Directors and recommend the nomination of a person or persons as external auditors;

(ii) To review the adequacy of existing external audit arrangements, with particulars emphasis on the scope and quality of the audit;

(iii) To ensure that the internal audit function is independent of the activities it audits and the internal auditors shall report directly to the Committee. The head of internal audit shall be responsible for the regular review and/or appraisal of the effectiveness of the risk management, internal control and governance processes within the Company;

(iv) To take cognisance of resignations of internal audit staff members (for in-house internal audit function) or the internal audit service provider (for out-sourced internal audit function) and provide the resigning staff member or the internal audit service provider an opportunity to submit his reasons for resigning;

(v) To review the adequacy of the internal audit scope and plan, including the internal audit programme; functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;

(vi) To review the quarterly results and financial statements of the Company with both the external auditors, if applicable, and management, prior to the approval by the Board of Directors, focusing particularly on:-

   a) Any changes in accounting policies and practices
   b) Significant adjustments arising from the audit;
   c) The going concern assumption;
   d) Compliance with accounting standards and other legal requirements;

(vii) To review the external auditors' audit report;

(viii) To review any management letter sent by the external auditors to the Company and the management's response to such letter;

(ix) To review the assistance given by the Company's officers to the external auditors;

(x) To ensure management's compliance with the Listing Requirements and all relevant legislations, guidelines and regulations issued by regulatory authorities;

(xi) To review proposals and plans to meet compliance;

2. FUNCTIONS (CONT'D)

(xii) To review management's action plans to effect any proposals to meet and maintain required standards and guidelines;

(xiii) To review all areas of significant financial risk and the arrangements in place to contain those risks to acceptable levels; and

(xiv) To review all related-party transactions and potential conflict of interests situations;

(xv) To prepare reports, if the circumstances arise or at least once (1) a year, to the Board of Directors summarising the activities or work performed in fulfilling the ARC's primary responsibilities, including details of relevant training attended by each ARC Member;

(xvi) To review the adequacy and effectiveness of the Group's risk management activities and internal control procedures as well as any internal control issues identified by the external and internal auditors;

(xvii) To ensure the implementation of the objectives outlined in the Enterprise Risk Management Framework and compliance with them;

(xviii) To evaluate the process of the Group has in place for assessing and continuously improving internal controls and systems, particularly those related to areas of significant business risk;

(xix) To review risk management reports particularly the significant risk observations and risk response and ensure that appropriate action plan is in place to mitigate the risk;

(xx) To report to the Board any significant risk observations that warrants the Board's attention;

(xxi) To provide routine quarterly reporting and update the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals;

(xxii) To work with the Group Financial Controller and Group Internal Audit Department in the preparation of the Statement on Internal Control for inclusion in the Company's Annual Report and to recommend the same for the approvals of the Board; and

(xxiii) All other matters delegated by the Board of Directors.

The Chairman of the ARC shall engage on a continuous basis with senior management, such as the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Head of Internal Audit and the external auditors in order to be kept informed of matters affecting the Group.

3. ACCESS

The ARC shall:-

(i) Have explicit authority to investigate any matters within its terms of reference;

(ii) Have the resources which it needs to perform its duties;

(iii) Have full and unrestricted access to any information which it requires in the course of performing its duties;

3. ACCESS (CONT'D)

(iv) Have unrestricted access to the Chief Executive Officer and any other senior management staff of the Group;

(v) Have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;

(vi) Be able to obtain independent professional or other advice in the performance of its duties at the cost of the Company;

(vii) Be able to invite outsiders with relevant experience to attend its meetings if necessary; and

(viii) Be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Board of Directors and employees of the Company, whenever deemed necessary.

Where the ARC is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements, the ARC shall promptly report such matter to Bursa Malaysia Securities Berhad.

4. MEETINGS

The ARC shall meet at least four (4) times a year and such additional meetings, as the Chairman shall decide in order to fulfil its duties. Upon the request of the external auditors or internal auditors (if any), the Chairman of the ARC shall convene a meeting of the Committee to consider any matters that the auditors believe should be brought to the attention of the Directors or shareholders.

The Company Secretary or other appropriate senior official shall act as Secretary of the ARC and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting and taking attendance for the ARC meeting. The Secretary shall also be responsible for keeping the minutes of ARC and circulating them to committee members and to the other members of the Board of Directors.

In order to form a quorum for the meeting, the majority of members present must be independent directors. The Chief Financial Officer, the Head of Internal Audit and a representative of the external auditors shall normally attend meetings. Other Board members and employees may attend the ARC Meeting upon the invitation of the Committee. However, at least twice a year the ARC shall meet with the external auditors without executive Board members, management and employees present.

The Company must ensure that other directors and employees attend any particular ARC meeting only at the ARC's invitation, specific to the relevant meeting.

5. ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Enterprise Risk Management Framework is adopted for the Group to have a common strategic and formal approach to risk management so as to improve decision making, enhance outcomes and accountability.

6. RISK MANAGEMENT REPORT

Structure and Roles:-

BOARD OF DIRECTORS	Oversight responsibilities over all key risks.
ARC	Reviewing the effectiveness of the Group's risk management activities for assessing and continuously improving internal controls and systems, particularly those related to key business risks.
RISK MANAGEMENT STEERING / WORKING COMMITTEES (RMWC)	Responsible for the management of key risks in all business units and ensuring that necessary control mechanisms and improvement initiatives are delivered effectively.
BUSINESS UNIT HEADS	Responsible for the management of selected strategic risks and oversight responsibilities over operational risks.

7. REPORTING PROCEDURES

The ARC shall assist the Board in preparing the following for publication in the Company's Annual Report, including details of relevant training attended by each Committee member:-

(a) A summary of the activities of the ARC;

(b) Statement on the Group's corporate governance practices with reference to the Malaysian Code of Corporate Governance 2012.;

(c) Statement on the Board's responsibility for preparing the annual audited financial statements; and

(d) Statement about the state of internal control of the Group.

On the risk management reporting process, the various RMWCs will perform a quarterly risk management process and thereafter present the risk management report to the ARC quarterly. The ARC will then present the risk management report to the Board on a quarterly basis.

SUMMARY OF ACTIVITIES

The ARC convened five (5) times during the financial year to review quarterly reports and annual financial statements prior to submission to the Board for consideration and approval, focusing particularly on significant acquisitions, unusual events, compliance with accounting standards and other legal requirements.

SUMMARY OF ACTIVITIES (CONT'D)

A summary of other activities undertaken by the Committee are as follows: -

(a) Reviewed with the external auditors, the Group's audit plan for the year prior to the commencement of the annual audit;

(b) Reviewed the financial statements, the audit report, and issues arising from the audits with the external auditors;

(c) Reviewed the unaudited quarterly financial statements of the Company and recommended the same for approval to the Board, upon being satisfied that inter-alia the financial reporting and disclosure requirements of the relevant authorities have been complied with;

(d) Met with the external auditors twice without Executive Board members and management present;

(e) Reviewed the adequacy of the scope, function, competency and resources of the internal audit function;

(f) Reviewed the internal control issues identified by the internal auditors as well as management's response to the recommendations and the implementation of agreed action plans;

(g) Met with the internal auditors once without Executive Board members and management present;

(h) Reviewed related party transactions and the adequacy of the Group's procedures in identifying, monitoring, reporting and reviewing related party transactions; and

(i) Reviewed the proposed disposal of JobStreet.com Pte. Ltd. and Agensi Pekerjaan JS Staffing Services Sdn. Bhd. to SEEK Asia Investments Pte. Ltd. and the proposed distribution.

The ARC appointed the Chief Executive from PKF Advisory Sdn. Bhd., an independent firm of professionals, as the Head of Internal Audit in August 2008. Through discussions with management, the Head of Internal Audit is tasked to lead discussions and work sessions in identifying key risk areas and directing internal audit efforts towards those risk areas, and thereafter report directly to the ARC to preserve the independence of the internal audit function. The appointment of the Head of Internal Audit does not preclude the ARC, Board of Directors and Management from implementing board policies on risk and control. In fulfilling its responsibilities, the ARC, Board of Directors and management identifies and evaluates the risks faced by the Group, and design, operate and monitor a suitable system of internal control which implements the policies adopted by the Board of Directors.

All employees have responsibility for internal control as part of their accountability for achieving objectives. Employees as a whole should have the necessary knowledge, skills, information and authority to establish, operate and monitor the system of internal control. This will require an understanding of the business, the Group's objectives, the industries and markets which it operates in and the risks it faces.

The Head of Internal Audit will be responsible to review and appraise the effectiveness of the risk management, internal control and governance process within the Company. In addition, he will also be responsible to enhance the quality assurance and improvement programme of the internal audit function. The results will be officially presented to the ARC at least once a year.

ARC TRAINING

During the financial year under review, members of the ARC attended training programmes on various subject matters such as corporate governance, risk management, economy, taxation and other business related programmes to enable them to discharge their responsibilities as members of the ARC more effectively.

INTERNAL AUDIT FUNCTION

The Internal Audit function has been outsourced to an external professional firm of consultants. During the financial year, the consultants have executed internal audit reviews in accordance to the strategic internal audit plan on the following processes:-

a) Best Practices of Corporate Governance Review;

b) Review of the Group's risk and internal control processes;

c) Procurement, payment and accounts payable functions of JobStreet Company Limited (Vietnam);

d) Human Resource and Payroll Functions of the Group; and

e) Key operational areas of Autoworld.com.my Sdn Bhd

The total fees incurred in supporting the Internal Audit Function for the financial year amounted to approximately RM63,000.00.

Further to the above, the ARC reviewed and deliberated on the internal audit reports prepared by the internal auditors during each quarter, including recommendations for corrective actions, management's response and actions taken to improve the Group's system of internal controls and operating procedures.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

This statement on risk management and internal control has been prepared in compliance to the Main Market Listing Requirements of Bursa Securities and with reference to the "Statement on Risk Management & Internal Control – Guidelines for Directors of Public Listed Companies" which outlines the processes to be adopted by the Board in reviewing the adequacy and effectiveness of the risk management and internal control system of the Group.

BOARD RESPONSIBILITIES

The Board recognizes the importance of a sound system of internal control and risk management to safeguard shareholders' investment and the Group's assets. The Board has overall responsibility for the Group's system of risk management and internal control including the establishment of an appropriate control environment as well as reviewing its adequacy and integrity.

However, there are limitations that are inherent in any system of internal control and that such systems are designed to manage and control risks appropriately rather than to eliminate them. Accordingly, internal controls can only provide reasonable and not absolute assurance against material misstatement or loss. Notwithstanding this, the Board requires that the procedures and controls in place are subject to regular review as part of an ongoing process for identifying, evaluating and managing the significant risks faced by the Group.

As part of its review process, the Board will continue taking necessary measures to strengthen its internal control system to address any weaknesses identified.

INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORK

During the year, the Group monitored significant risks and risk mitigation strategies on an ongoing basis through its Enterprise Risk Management steering committee, management and Board meetings. Under the purview of the Chief Executive Officer, the respective head of each operating subsidiary and department of the Group are empowered with the responsibility of managing their respective operations.

In addition, the Audit and Risk Committee constantly reviews and improves on the existing risk management framework for identifying, evaluating and managing significant risks faced by the Group. In view of a constantly evolving environment and competitive landscape, the Board is committed in maintaining a system of internal control and risk management that comprises the following control environment, key processes and monitoring systems:

- Audit and Risk Committee reviews the adequacy and effectiveness of the Group's risk management and internal control procedures as well as any internal control issues identified by the external and internal auditors;
- A risk-mapping and on-going business process review that assists the management to continuously identify significant risks associated with key processes within a changing business and operating environment;
- An annual budgeting process that establishes monthly budgets for each business unit against which performance is monitored on an ongoing basis;
- Weekly and monthly business reports and management accounts are submitted by the respective business units for review by senior management;
- Disaster recovery plans including technical infrastructure monitoring processes to help ensure the risk of system outages is minimized;
- Segregation of duties and limits of authority are practiced to ensure accountability and responsibility;
- Clear, formalised and documented internal policies and procedures are in place to ensure compliance with internal controls and relevant laws and regulations;
- Employee handbook which contains, amongst others, the Company's policies on acceptable conduct and ethics;

- Quarterly internal audits which focuses on compliance with policies and procedures and evaluates the effectiveness and efficiency of the Group's internal control system;
- Whistle-blowing policy which provides directors, officers, employees and stakeholders of the Group with an avenue to report suspected improprieties such as illegal or unlawful conduct, contravention of the Group's policies and procedures, acts endangering the health or safety of any individual, public or employee, and any act of concealment of improprieties

INTERNAL AUDIT REVIEW

The Audit and Risk Committee is tasked by the Board with the duty of reviewing and monitoring the adequacy and effectiveness of the Group's system of internal control and risk management. In carrying out its responsibilities, the Committee relies on the support of an external professional firm of consultants appointed by the Committee, which carries out internal audits on various operating units within the Group on a quarterly basis. These audits review the internal controls in the key activities of the Group's business based on a 2-year detailed internal audit plan approved by the Audit and Risk Committee. Based on these audits, the Internal Auditors provide the Committee with periodic reports highlighting observations, recommendations and management action plans to improve the system of internal control. In addition, subsequent to the year under review, the Internal Auditors performed a review of the Group's risk management and internal control processes and presented its findings and recommendations for improvement to the Audit and Risk Committee. No major deficiencies were noted.

ASSOCIATED COMPANIES AND JOINTLY-CONTROLLED ENTITIES

The Group's system of internal controls does not cover associated companies and jointly-controlled entities.

WEAKNESSES IN INTERNAL CONTROLS THAT RESULT IN MATERIAL LOSSES

There were no material losses or contingencies requiring disclosure in the annual report under review as a result from weaknesses in internal control.

CONCLUSION

The Board is satisfied that the system of internal control and risk management that is in place for the year under review and up to the date of approval of this Statement, given the current size of the Group's operations, industry dynamics and competitive landscape, is adequate and effective.

The Board has received written assurances from the CEO and CFO as well as the Head of Internal Audit and the Group's Risk Management Steering Committee that the Group's risk management and internal control system is in place and operating adequately and effectively, in all material aspects, based on the risk management approach adopted by the Group.

This statement has been made in accordance with the resolution passed in the Board of Directors' meeting held on 19 May 2015.

FINANCIAL STATEMENTS

DIRECTORS' REPORT
for the financial year ended 31 December 2014

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 2014.

PRINCIPAL ACTIVITIES

The principal activities of the Company are the provision of interactive marketing services and investment holding, whilst the principal activities of the subsidiaries are as stated in Note 4 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Profit for the year attributable to:		
Owners of the Company	1,950,533,665	1,828,404,862
Non-controlling interests	3,212,570	-
	1,953,746,235	1,828,404,862

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review.

DIVIDENDS

Since the end of the previous financial year, the Company declared and paid:

i) a fourth interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM11,181,659 in respect of the financial year ended 31 December 2013 on 27 March 2014;

ii) a first interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM11,503,985 in respect of the financial year ended 31 December 2014 on 3 July 2014;

iii) a final single tier dividend of 0.50 sen per ordinary share of RM0.10 each amounting to RM3,539,769 in respect of the financial year ended 31 December 2013 on 7 August 2014;

iv) a second interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM12,350,873 in respect of the financial year ended 31 December 2014 on 18 September 2014;

v) a third interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM12,263,373 in respect of the financial year ended 31 December 2014 on 24 December 2014;

vi) a special single tier dividend of RM2.65 per ordinary share of RM0.10 each amounting to RM1,857,025,131 in respect of the financial year ended 31 December 2014 on 24 December 2014; and

vii) a fourth interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM12,250,000 in respect of the financial year ended 31 December 2014 which was declared on 24 February 2015 and paid on 27 March 2015. This dividend has not been accounted for in the financial statements.

DIVIDENDS (CONT'D)

The Directors recommend the payment of a final single tier dividend of 0.65 sen per ordinary share of RM0.10 each amounting to RM4,550,000 in respect of the financial year ended 31 December 2014. This is computed based on the outstanding issued and paid-up share capital as at 31 December 2014, and subject to the approval of shareholders at the forthcoming Annual General Meeting. The proposed final dividend has not been accounted for in the financial statements.

DIRECTORS OF THE COMPANY

Directors who served since the date of the last report are:

Datuk Ali bin Abdul Kadir
Tan Sri Dato' Dr. Lin See Yan
Lim Chao Li
Ng Kay Yip
Chang Mun Kee
Suresh A/L Thirugnanam (resigned with effect from 31 December 2014)
Yang Chi - Kuan (resigned with effect from 31 December 2014)

DIRECTORS' INTERESTS

The interests and deemed interests in the ordinary shares and options over shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end (including the interests, if any, of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares of RM0.10 each			
	At 1.1.2014	Acquired/ Options exercised	Disposed	At 31.12.2014
Interests in the Company:				
Datuk Ali bin Abdul Kadir	3,420,000	280,000	-	3,700,000
Tan Sri Dato' Dr. Lin See Yan	6,620,000	280,000	-	6,900,000
Lim Chao Li	48,566,130	-	-	48,566,130
Ng Kay Yip	52,346,620	1,200,000	-	53,546,620
Chang Mun Kee	63,800,754	800,000	-	64,600,754

	Number of ordinary shares of RM0.10 each			
	At 1.1.2014	Acquired	Disposed	At 31.12.2014
Deemed interests in the Company:				
Datuk Ali bin Abdul Kadir	210,000	-	-	210,000
Chang Mun Kee	10,000,000	3,000,000	-	13,000,000

	Number of options over ordinary shares of RM0.10 each			
	At 1.1.2014	Granted	Exercised	At 31.12.2014
Interests in the Company:				
Datuk Ali bin Abdul Kadir	280,000	-	(280,000)	-
Tan Sri Dato' Dr. Lin See Yan	280,000	-	(280,000)	-
Chang Mun Kee	800,000	-	(800,000)	-

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements or the fixed salary of a full time employee of the Company or of related corporations) 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.

There were no arrangements during and at the end of the financial year which had the object of enabling 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 apart from the issue of the Employee Share Option Scheme.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company increased its issued and paid-up ordinary share capital from RM63,512,486 to RM70,795,380 by way of issuance of 72,828,940 new ordinary shares of RM0.10 each, as follows:-

i) 522,200 new ordinary shares of RM0.10 each were issued at an issue price of RM2.29 per ordinary share pursuant to the acquisition of the remaining 19% equity interest of JS Vietnam Holdings Pte Ltd;

ii) 6,000,000 new ordinary shares of RM0.10 each were issued at an issue price of RM2.29 per ordinary share pursuant to the acquisition of the remaining 40% equity interest of PT JobStreet Indonesia;

iii) 49,400,000 new ordinary shares of RM0.10 each were issued at an issue price of RM2.44 per ordinary share pursuant to the acquisition of the remaining 40% equity interest of JobStreet.com Philippines, Inc.; and

iv) 16,906,740 new ordinary shares of RM0.10 each were issued for cash arising from the exercise of Employee Share Options at a weighted average exercise price of approximately RM0.66 per ordinary share.

There were no other changes in the authorised, issued and paid-up capital of the Company during the financial year except as disclosed above and in the share buy-back note.

There were no debentures issued 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 apart from the issue of options pursuant to the Employee Share Option Scheme.

Employee Share Option Scheme

At an Extraordinary General Meeting held on 5 October 2004, the Company's shareholders approved the establishment of an Employee Share Option Scheme ("ESOS") involving up to 10% of the issued share capital of the Company at any time during the existence of the ESOS, to the Directors and eligible employees of the Group.

OPTIONS GRANTED OVER UNISSUED SHARES (CONT'D)

Employee Share Option Scheme (cont'd)

The salient features of the scheme are as follows:-

i) Eligible employees are those who have been confirmed as employees of the Group at the date of the offer. Employees include both Executive Directors and Non-Executive Directors.

ii) The option is personal to the grantee and is non-assignable.

iii) The options granted may be exercised at such year that may be stipulated by the option committee within the duration of the scheme upon giving notice in writing.

iv) The scheme shall be in force for a duration of five (5) years from the effective date of the implementation of the scheme.

v) The options granted may be exercised in full or in lesser number of ordinary shares provided that the number shall be in multiples of 100 shares.

The persons to whom the options have been granted have no right to participate by virtue of the options in any share issue of any other company within the Group.

On 23 November 2009, the Board of Directors of the Company had resolved to extend the duration of the scheme for another 5 years to 29 November 2014.

At an Extraordinary General Meeting held on 6 January 2010, the Company's shareholders approved the proposed amendments to the Bye-Laws of the ESOS to allow Directors of the Company to allot and issue new ordinary shares of RM0.10 each in the Company of up to 15% of the total issued and paid-up capital of the Company (excluding treasury shares) at any one time pursuant to the exercise of additional options.

The options offered to take up unissued ordinary shares of RM0.10 each and the option prices are as follows:

			Number of options over ordinary shares of RM0.10 each ('000)			
Date of offer	**Option price**	**Balance at 1.1.2014**	**Granted**	**Exercised**	**Lapsed**	**Balance at 31.12.2014**
29.11.2004	RM0.18	-	-	-	-	-
23.02.2006	RM0.45	430	-	(430)	-	-
28.03.2007	RM0.54	390	-	(390)	-	-
20.05.2008	RM0.77	556	-	(556)	-	-
11.01.2010	RM0.66	15,520	-	(15,230)	(290)	-
09.01.2013	RM1.05	300	-	(300)	-	-
		17,196	-	(16,906)	(290)	-

SHARE BUY-BACK

On 25 June 2014, the shareholders of the Company renewed their approval for the Company to buy-back its own shares. During the financial year, the Company bought back from the open market, 7,953,800 of its issued ordinary shares of RM0.10 each ("JobStreet Shares") listed on the Main Market of Bursa Malaysia Securities Berhad, at an average buy-back price of approximately RM2.44 per ordinary share. The total consideration paid for the share buy-back of JobStreet Shares by the Company during the financial year was RM19,383,590 and was financed by internally generated funds. The JobStreet Shares bought back are held as treasury shares in accordance with Section 67A Subsection 3(A)(b) of the Companies Act, 1965. Subsequent to the financial year end, the Company cancelled all its treasury shares held pursuant to Section 67A Subsection 3 (A)(a) of the Companies Act, 1965.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

i) all known bad debts have been written off and adequate provision made for doubtful debts, and

ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or

ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or

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

iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or

ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2014 have not been substantially affected by any item, transaction or event of a material and unusual nature other than the disposal of subsidiaries as disclosed in Note 16 nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

SIGNIFICANT EVENTS DURING THE YEAR

Significant events during the year are as disclosed in Note 30 to the financial statements.

SUBSEQUENT EVENTS

Subsequent events are as disclosed in Note 31 to the financial statements.

AUDITORS

The auditors, Messrs KPMG, have indicated their willingness to accept re-appointment.

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

NG KAY YIP

LIM CHAO LI

Date: 20 April 2015

STATEMENTS OF FINANCIAL POSITION
as at 31 December 2014

	Note	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Assets					
Property and equipment	3	14,773,100	14,747,516	15,063,581	420,479
Investments in subsidiaries	4	-	-	-	346,530
Investments in associates	5	94,541,629	91,285,688	83,744,287	83,744,287
Investment in a joint venture	6	-	-	-	-
Other investments	7	51,463,308	55,995,659	51,463,308	55,995,659
Total non-current assets		160,778,037	162,028,863	150,271,176	140,506,955
Other investments	7	2,103,228	12,124,811	2,103,228	12,124,811
Trade and other receivables	8	1,243,722	1,131,263	913,914	81,865,442
Prepayments and other assets		260,571	258,991	127,149	35,501
Cash and cash equivalents	9	135,932,869	3,648,245	134,976,003	1,023,850
		139,540,390	17,163,310	138,120,294	95,049,604
Assets classified as held for sale	10	-	136,015,570	-	20,481,542
Total current assets		139,540,390	153,178,880	138,120,294	115,531,146
Total assets		300,318,427	315,207,743	288,391,470	256,038,101
Equity					
Share capital		70,795,380	63,512,486	70,795,380	63,512,486
Reserves		204,840,541	185,839,998	194,216,085	163,300,412
Total equity attributable to owners of the Company	11	275,635,921	249,352,484	265,011,465	226,812,898
Non-controlling interests		144,133	2,370,821	-	-
Total equity		275,780,054	251,723,305	265,011,465	226,812,898
Liabilities					
Loan and borrowing	12	-	43,945	-	-
Deferred income	13	161,524	206,417	93,578	67,500
Trade and other payables	14	24,150,593	863,464	23,065,427	29,157,203
Current tax payables		226,256	6,134	221,000	500
		24,538,373	1,119,960	23,380,005	29,225,203
Liabilities classified as held for sale	10	-	62,364,478	-	-
Total current liabilities		24,538,373	63,484,438	23,380,005	29,225,203
Total liabilities		24,538,373	63,484,438	23,380,005	29,225,203
Total equity and liabilities		300,318,427	315,207,743	288,391,470	256,038,101

The notes on pages 43 to 112 are an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
for the year ended 31 December 2014

		Group		Company	
		2014	2013	2014	2013
	Note	RM	RM	RM	RM
Continuing operations					
Revenue	17	21,600,103	8,560,273	310,541,328	90,044,987
Other operating income		863,980	44,402	2,230,136	50,400
Advertising expenses		(65,400)	(74,250)	(65,400)	(74,250)
Contract and outsourcing cost		(235,279)	(291,600)	-	-
Depreciation of property and equipment		(221,553)	(122,921)	(216,267)	(19,009)
Rental of office and equipment		(172,097)	(179,647)	(30,720)	(1,800)
Staff costs	20	(6,692,346)	(1,899,086)	(3,858,975)	(128,547)
Telecommunication expenses		(43,001)	(53,375)	(2,529)	(1,152)
Travelling expenses		(90,956)	(57,246)	(28,271)	(314)
Other operating expenses		(3,406,249)	(2,090,601)	(2,698,556)	(1,241,507)
Results from operating activities		11,537,202	3,835,949	305,870,746	88,628,808
Interest income		5,924,017	121,085	5,903,983	52,051
Finance costs		(108)	(2,679)	-	-
(Loss)/Gain on changes of interest in an associate		-	(1,678,516)	-	-
Gain/(Loss) on financial assets classified as fair value through profit or loss		94,464	(860,148)	94,464	(860,148)
Gain on disposal of quoted investments		2,372,343	-	2,372,343	-
Gain on disposal of subsidiaries, net of transaction cost		-	-	1,527,501,449	-
Impairment loss on investments in subsidiaries		-	-	(1,932,199)	-
Impairment loss on amounts due from subsidiaries		-	-	(4,785,760)	-
Impairment loss on other investments		(2,795,280)	-	-	-
Amounts due from a joint venture written-off		(4,174,145)	-	(4,174,145)	-
Share of profit of equity accounted associates, net of tax		7,937,586	6,302,362	-	-
Share of loss of a joint venture net of tax		-	(70,176)	-	-
Profit before tax	18	20,896,079	7,647,877	1,830,850,881	87,820,711
Tax expense	21	(2,451,581)	(409,376)	(2,446,019)	(403,533)
Profit from continuing operations		18,444,498	7,238,501	1,828,404,862	87,417,178
Discontinued operations					
Profit from discontinued operations, net of tax	16	1,935,301,737	58,743,959	-	-
Profit for the year		1,953,746,235	65,982,460	1,828,404,862	87,417,178

	Note	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Profit for the year		1,953,746,235	65,982,460	1,828,404,862	87,417,178
Other comprehensive income, net of tax					
Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences for foreign operations		(448,653)	452,601	-	-
Fair value of available-for-sale financial assets		(7,450,383)	13,269,000	(7,450,383)	13,269,000
Available-for-sale financial assets – reclassified to profit or loss		(2,372,343)	-	(2,372,343)	-
Share of gain of equity accounted associates		181,014	4,411,960	-	-
Share of gain of equity accounted joint venture		-	748	-	-
Total other comprehensive income for the year, net of tax		(10,090,365)	18,134,309	(9,822,726)	13,269,000
Total comprehensive income for the year		1,943,655,870	84,116,769	1,818,582,136	100,686,178
Profit attributable to:					
Owners of the Company		1,950,533,665	61,415,450	1,828,404,862	87,417,178
Non-controlling interests		3,212,570	4,567,010	-	-
Profit for the year		1,953,746,235	65,982,460	1,828,404,862	87,417,178
Basic earnings per ordinary share based on profit attributable to owners of the Company (sen)	22				
from continuing operations		2.76	1.14		
from discontinued operations		286.79	8.57		
		289.55	9.71		
Diluted earnings per ordinary share based on profit attributable to owners of the Company (sen)	22				
from continuing operations		2.76	1.13		
from discontinued operations		286.79	8.42		
		289.55	9.55		
Total comprehensive income attributable to:					
Owners of the Company		1,940,390,020	79,696,203	1,818,582,136	100,686,178
Non-controlling interests		3,265,850	4,420,566	-	-
Total comprehensive income for the year		1,943,655,870	84,116,769	1,818,582,136	100,686,178

The notes on pages 43 to 112 are an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY
for the year ended 31 December 2014

Group	Note	Share capital RM	Share premium RM	Capital reserve RM	Capital redemption reserve RM	Translation reserve RM	Fair value reserve RM	Share option reserve RM	Treasury shares RM	Retained earnings RM	Total RM	Non-controlling interests RM	Total equity RM
		<---- Attributable to owners of the Company									---->		
		<---- *Non-distributable*							---->	*Distributable*			
At 1 January 2013		63,005,319	-	320,142	1,707,360	131,005	12,565,000	1,953,619	-	134,959,286	214,641,731	1,639,127	216,280,858
Foreign currency translation differences for foreign operations		-	-	-	-	599,045	-	-	-	-	599,045	(146,444)	452,601
Fair value of available-for-sale financial assets		-	-	-	-	-	13,269,000	-	-	-	13,269,000	-	13,269,000
Share of other comprehensive income of equity accounted associates		-	-	1,035,143	-	3,376,817	-	-	-	-	4,411,960	-	4,411,960
Share of other comprehensive income of equity accounted joint venture		-	-	-	-	748	-	-	-	-	748	-	748
Total other comprehensive income for the year		-	-	1,035,143	-	3,976,610	13,269,000	-	-	-	18,280,753	(146,444)	18,134,309
Profit for the year		-	-	-	-	-	-	-	-	61,415,450	61,415,450	4,567,010	65,982,460
Total comprehensive income for the year		-	-	1,035,143	-	3,976,610	13,269,000	-	-	61,415,450	79,696,203	4,420,566	84,116,769
Contributions by and distributions to owners of the Company													
Share options exercised	11	588,527	2,526,693	-	-	-	-	-	-	-	3,115,220	-	3,115,220
Treasury shares acquired	11	-	-	-	-	-	-	-	(1,139,646)	-	(1,139,646)	-	(1,139,646)
Share-based payments		-	-	-	-	-	-	541,021	-	-	541,021	-	541,021
Dividends	23	-	-	-	-	-	-	-	-	(47,502,045)	(47,502,045)	(4,265,734)	(51,767,779)
Total transactions with owners of the Company		588,527	2,526,693	-	-	-	-	541,021	(1,139,646)	(47,502,045)	(44,985,450)	(4,265,734)	(49,251,184)
Transfer to share premium for share options exercised		-	661,949	-	-	-	-	(661,949)	-	-	-	-	-
Transfer to retained earnings for share options lapsed		-	-	-	-	-	-	(18,548)	-	18,548	-	-	-
Cancellation of treasury shares	11	(81,360)	(1,139,646)	-	81,360	-	-	-	1,139,646	-	-	-	-
Issuance of new shares to non-controlling interests		-	-	-	-	-	-	-	-	-	-	576,862	576,862
At 31 December 2013		63,512,486	2,048,996	1,355,285	1,788,720	4,107,615	25,834,000	1,814,143	-	148,891,239	249,352,484	2,370,821	251,723,305
		Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11				

Group	Note	Share capital RM	Share premium RM	Capital reserve RM	Capital redemption reserve RM	Translation reserve RM	Fair value reserve RM	Share option reserve RM	Treasury shares RM	Retained earnings RM	Total RM	Non-controlling interests RM	Total equity RM
		<---- Attributable to owners of the Company ----											
		<---- *Non-distributable* ---->								*Distributable*			
At 31 December 2013/ 1 January 2014		63,512,486	2,048,996	1,355,285	1,788,720	4,107,615	25,834,000	1,814,143	-	148,891,239	249,352,484	2,370,821	251,723,305
Foreign currency translation differences for foreign operations		-	-	-	-	(501,933)	-	-	-	-	(501,933)	53,280	(448,653)
Fair value of available-for-sale financial assets		-	-	-	-	-	(7,450,383)	-	-	-	(7,450,383)	-	(7,450,383)
Reclassified to profit or loss		-	-	-	-	-	(2,372,343)	-	-	-	(2,372,343)	-	(2,372,343)
Share of other comprehensive income of equity accounted associates		-	-	124,331	-	56,683	-	-	-	-	181,014	-	181,014
Total other comprehensive income for the year		-	-	124,331	-	(445,250)	(9,822,726)	-	-	-	(10,143,645)	53,280	(10,090,365)
Profit for the year		-	-	-	-	-	-	-	-	1,950,533,665	1,950,533,665	3,212,570	1,953,746,235
Total comprehensive income for the year		-	-	124,331	-	(445,250)	(9,822,726)	-	-	1,950,533,665	1,940,390,020	3,265,850	1,943,655,870
Contributions by and distributions to owners of the Company													
Share options exercised	11	1,690,674	9,508,944	-	-	-	-	-	-	-	11,199,618	-	11,199,618
Treasury shares acquired	11	-	-	-	-	-	-	-	(19,383,590)	-	(19,383,590)	-	(19,383,590)
Share-based payments		-	-	-	-	-	-	193,355	-	-	193,355	-	193,355
Dividends	23	-	-	-	-	-	-	-	-	(1,907,864,790)	(1,907,864,790)	(2,359,886)	(1,910,224,676)
Total transactions with owners of the Company		1,690,674	9,508,944	-	-	-	-	193,355	(19,383,590)	(1,907,864,790)	(1,915,855,407)	(2,359,886)	(1,918,215,293)
Transfer to share premium for share options exercised		-	1,981,659	-	-	-	-	(1,981,659)	-	-	-	-	-
Transfer to retained earnings for share options lapsed		-	-	-	-	-	-	(25,839)	-	25,839	-	-	-
Acquisition of shares in subsidiaries		-	-	-	-	-	-	-	-	-	-	(165,882)	(165,882)
Issuance of new shares to non-controlling interests and changes in ownership interest in a subsidiary		5,592,220	129,879,618	-	-	(186,267)	-	-	-	(132,095,027)	3,190,544	(3,190,544)	-
Disposal of subsidiaries	16	-	-	-	-	(1,441,720)	-	-	-	-	(1,441,720)	223,774	(1,217,946)
At 31 December 2014		70,795,380	143,419,217	1,479,616	1,788,720	2,034,378	16,011,274	-	(19,383,590)	59,490,926	275,635,921	144,133	275,780,054
		Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11				

Company	Note	Share capital RM	Share premium RM	Capital redemption reserve RM	Fair value reserve RM	Share option reserve RM	Treasury shares RM	Retained earnings RM	Total equity RM
		<------ Attributable to owners of the Company						------>	
		<------ *Non-distributable*					------>	*Distributable*	
At 1 January 2013		63,005,319	-	1,707,360	12,565,000	1,953,619	-	91,880,872	171,112,170
Fair value of available-for-sale financial assets		-	-	-	13,269,000	-	-	-	13,269,000
Profit for the year		-	-	-	-	-	-	87,417,178	87,417,178
Total comprehensive income for the year		-	-	-	13,269,000	-	-	87,417,178	100,686,178
Contributions by and distributions to owners of the Company									
Share options exercised	11	588,527	2,526,693	-	-	-	-	-	3,115,220
Treasury shares acquired	11	-	-	-	-	-	(1,139,646)	-	(1,139,646)
Share-based payments		-	-	-	-	541,021	-	-	541,021
Dividends	23	-	-	-	-	-	-	(47,502,045)	(47,502,045)
Total transactions with owners of the Company		588,527	2,526,693	-	-	541,021	(1,139,646)	(47,502,045)	(44,985,450)
Transfer to share premium for share options exercised		-	661,949	-	-	(661,949)	-	-	-
Transfer to retained earnings for share options lapsed		-	-	-	-	(18,548)	-	18,548	-
Cancellation of treasury shares	11	(81,360)	(1,139,646)	81,360	-	-	1,139,646	-	-
At 31 December 2013		63,512,486	2,048,996	1,788,720	25,834,000	1,814,143	-	131,814,553	226,812,898
		Note 11	Note 11	Note 11	Note 11	Note 11	Note 11		

		<------ Attributable to owners of the Company ------>							
		<------ *Non-distributable* ------>						*Distributable*	
Company	**Note**	**Share capital RM**	**Share premium RM**	**Capital redemption reserve RM**	**Fair value reserve RM**	**Share option reserve RM**	**Treasury shares RM**	**Retained earnings RM**	**Total equity RM**
At 31 December 2013/1 January 2014		63,512,486	2,048,996	1,788,720	25,834,000	1,814,143	-	131,814,553	226,812,898
Fair value of available-for-sale financial assets		-	-	-	(7,450,383)	-	-	-	(7,450,383)
Available-for-sale financial assets – reclassified to profit or loss		-	-	-	(2,372,343)	-	-	-	(2,372,343)
Profit for the year		-	-	-	-	-	-	1,828,404,862	1,828,404,862
Total comprehensive income for the year		-	-	-	(9,822,726)	-	-	1,828,404,862	1,818,582,136
Contributions by and distributions to owners of the Company									
Share options exercised	11	1,690,674	9,508,944	-	-	-	-	-	11,199,618
Treasury shares acquired	11	-	-	-	-	-	(19,383,590)	-	(19,383,590)
Share-based payments		-	-	-	-	193,355	-	-	193,355
Dividends	23	-	-	-	-	-	-	(1,907,864,790)	(1,907,864,790)
Total transactions with owners of the Company		1,690,674	9,508,944	-	-	193,355	(19,383,590)	(1,907,864,790)	(1,915,855,407)
Transfer to share premium for share options exercised		-	1,981,659	-	-	(1,981,659)	-	-	-
Transfer to retained earnings for share options lapsed		-	-	-	-	(25,839)	-	25,839	-
Issuance of new shares to non-controlling interests		5,592,220	129,879,618	-	-	-	-	-	135,471,838
At 31 December 2014		70,795,380	143,419,217	1,788,720	16,011,274	-	(19,383,590)	52,380,464	265,011,465
		Note 11	Note 11	Note 11	Note 11	Note 11	Note 11		

The notes on pages 43 to 112 are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

for the year ended 31 December 2014

	Note	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Cash flows from operating activities					
Profit before tax					
- continuing operations		20,896,079	7,647,877	1,830,850,881	87,820,711
- discontinued operations	16	1,956,914,363	77,178,659	-	-
		1,977,810,442	84,826,536	1,830,850,881	87,820,711
Adjustments for:					
Depreciation of property and equipment		2,751,958	2,770,873	216,267	19,009
Property and equipment written off		1,217	4,124	-	-
Gain on disposal of property and equipment		(49,515)	(2,058)	-	-
Share-based payments		193,355	541,021	23,803	60,135
Share of loss after tax of joint venture		-	70,176	-	-
Share of profit after tax of equity accounted associates		(7,937,586)	(6,302,362)	-	-
Dividend income		(19,232,514)	(4,616,310)	(309,446,988)	(88,747,119)
Interest income		(6,929,693)	(1,256,567)	(5,903,983)	(52,051)
Finance costs		49,180	2,679	-	-
Investment distribution income		(195,280)	(838,135)	(61,697)	(236,060)
Impairment loss on investment in subsidiaries		-	-	1,932,199	-
Amounts due from a joint venture written off		4,174,145	-	-	-
Loss/(Gain) on changes of interest in an associate		-	1,678,516	-	-
(Gain)/Loss on disposal of investments in quoted shares		(2,372,343)	-	(2,372,343)	-
Gain on disposal of subsidiaries, net of transaction cost		(1,881,219,530)	-	(1,527,501,449)	-
Loss/(Gain) on financial assets classified as fair value through profit or loss		28,702	1,054,192	(94,464)	860,148
Impairment loss on other investments		2,795,280	-	-	-
Unrealised foreign exchange (gain)/loss		(755,148)	(84,375)	(545,121)	19,871
Operating profit/(loss) before working capital changes		69,112,670	77,848,310	(12,902,895)	(255,356)
Changes in trade and other receivables		5,545,151	(5,897,551)	879,649	(131,328)
Changes in prepayments and other assets		(238,410)	(580,222)	(91,648)	(31,151)
Changes in deferred income		9,284,520	5,583,125	26,078	54,807
Changes in trade and other payables		2,160,568	2,930,627	(24,859,798)	27,232,615
Cash generated from/(used in) operations		85,864,499	79,884,289	(36,948,614)	26,869,587
Income tax paid		(23,816,181)	(18,189,480)	(2,225,519)	(406,934)
Interest received		6,929,693	1,256,567	5,903,983	52,051
Finance costs paid		(49,180)	(2,679)	-	-
Net cash generated from/(used in) operating activities		68,928,831	62,948,697	(33,270,150)	26,514,704

	Note	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Cash flows from investing activities					
Investment distribution income received		195,280	838,135	61,697	236,060
Issuance of shares to non-controlling interests		-	576,862	-	-
Acquisition of other investments		(2,764,374)	(13,703,333)	(61,697)	(13,102,812)
Acquisition of property and equipment		(1,329,244)	(3,880,072)	(14,859,369)	-
Acquisition of intellectual property		(11)	-	-	-
Acquisition of a subsidiary, net of cash acquired		230,982	-	-	-
Acquisition of treasury shares		(19,383,590)	(1,139,646)	(19,383,590)	(1,139,646)
Proceeds from disposal of property and equipment		60,662	2,058	-	-
Proceeds from disposal of investments in quoted shares		16,204,988	-	6,886,636	-
Proceeds from disposal of other investments		37,493,505	-	15,194,665	-
Disposal of subsidiaries, net of cash disposed	16	1,851,737,665	-	1,702,174,410	-
Net cash flow from acquisition of subsidiary		-	-	(1,612,677)	-
Dividends received from a subsidiary		-	-	366,451,938	23,696,682
Dividends received from an associate		4,862,658	3,820,692	4,862,658	3,820,692
Dividends received from other investments		4,410,927	4,616,310	4,172,804	4,064,427
Net cash (used in)/from investing activities		1,891,719,448	(8,868,994)	2,063,887,475	17,575,403
Cash flows from financing activities					
Dividends paid to shareholders of the Company		(1,907,864,790)	(47,502,045)	(1,907,864,790)	(47,502,045)
Dividends paid to non-controlling interests		(2,365,407)	(5,231,000)	-	-
Proceeds from issuance of shares pursuant to the Employee Share Option Scheme		11,199,618	3,115,220	11,199,618	3,115,220
Repayment of borrowings		(40,996)	(130,333)	-	-
Net cash used in financing activities		(1,899,071,575)	(49,748,158)	(1,896,665,172)	(44,386,825)
Net increase in cash and cash equivalents		61,576,704	4,331,545	133,952,153	(296,718)
Cash and cash equivalents at beginning of the year		74,787,514	71,859,885	1,023,850	1,320,568
Effects of exchange rate fluctuations on cash held		(431,349)	(1,403,916)	-	-
Cash and cash equivalents at end of year	(i)	135,932,869	74,787,514	134,976,003	1,023,850

(i) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Deposits with licensed banks	25,674,074	46,223,385	25,500,000	-
Cash and bank balances	110,258,795	28,564,129	109,476,003	1,023,850
	135,932,869	74,787,514	134,976,003	1,023,850

The notes on pages 43 to 112 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

JobStreet Corporation Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:

REGISTERED OFFICE
Lot 6.05, Level 6
KPMG Tower, 8 First Avenue
Bandar Utama
47800, Petaling Jaya
Selangor Darul Ehsan

PRINCIPAL PLACE OF BUSINESS
Wisma JobStreet.com
No. 27, Lorong Medan Tuanku 1
(Off Jalan Sultan Ismail)
50300 Kuala Lumpur

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2014 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in associates and a joint venture. The financial statements of the Company as at and for the year ended 31 December 2014 do not include other entities.

The Company is principally engaged in the provision of interactive marketing services and investment holding while the principal activities of the other Group entities are as stated in Note 4 to the financial statements.

These financial statements were authorised for issue by the Board of Directors on 20 April 2015.

1. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 July 2014

- Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2011-2013 Cycle)*
- Amendments to MFRS 2, *Share-based Payment (Annual Improvements 2010-2012 Cycle)*
- Amendments to MFRS 3, *Business Combinations (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*
- Amendments to MFRS 8, *Operating Segments (Annual Improvements 2010-2012 Cycle)*
- Amendments to MFRS 13, *Fair Value Measurement (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)*
- Amendments to MFRS 116, *Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)*
- Amendments to MFRS 119, *Employee Benefits – Defined Benefit Plans: Employee Contributions*
- Amendments to MFRS 124, *Related Party Disclosures (Annual Improvements 2010-2012 Cycle)*
- Amendments to MFRS 138, *Intangible Assets (Annual Improvements 2010-2012 Cycle)*
- Amendments to MFRS 140, *Investment Property (Annual Improvements 2011-2013 Cycle)*

1. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (cont'd)

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2016

- Amendments to MFRS 5, *Non-current Assets Held for Sale and Discontinued Operations (Annual Improvements 2012-2014 Cycle)*
- Amendments to MFRS 7, *Financial Instruments: Disclosures (Annual Improvements 2012-2014 Cycle)*
- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*
- Amendments to MFRS 10, *Consolidated Financial Statements*, MFRS 12, *Disclosure of Interests in Other Entities* and MFRS 128, *Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception*
- Amendments to MFRS 11, *Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations*
- MFRS 14, *Regulatory Deferral Accounts*
- Amendments to MFRS 101, *Presentation of Financial Statements – Disclosure Initiative*
- Amendments to MFRS 116, *Property, Plant and Equipment* and MFRS 138, *Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortisation*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2016 (continued)

- Amendments to MFRS 116, *Property, Plant and Equipment* and MFRS 141, *Agriculture – Agriculture: Bearer Plants*
- Amendments to MFRS 119, *Employee Benefits (Annual Improvements 2012-2014 Cycle)*
- Amendments to MFRS 127, *Separate Financial Statements – Equity Method in Separate Financial Statements*
- Amendments to MFRS 134, *Interim Financial Reporting (Annual Improvements 2012-2014 Cycle)*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2017

- MFRS 15, *Revenue from Contracts with Customers*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2018

- MFRS 9, *Financial Instruments* (2014)

The Group and Company plans to apply the abovementioned accounting standards, amendments and interpretations:

- from the annual period beginning on 1 January 2015 for those accounting standards, amendments or interpretations that are effective for annual periods beginning on or after 1 July 2014, except for Amendments to MFRS 138 and Amendments to MFRS 140 and IC Interpretation which are not applicable to the Group and Company.

- from the annual period beginning on 1 January 2016 for those accounting standards, amendments or interpretations that are effective for annual periods beginning on or after 1 January 2016, except for MFRS 14, Amendments to MFRS 127 and Amendments to MFRS 134 which are not applicable to the Group and Company.

- from the annual period beginning on 1 January 2017 for those accounting standards, amendments or interpretations that are effective for annual periods beginning on or after 1 January 2017.

1. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (cont'd)

- from the annual period beginning on 1 January 2018 for those accounting standards, amendments or interpretations that are effective for annual periods beginning on or after 1 January 2018.

MFRS 15, *Revenue from Contracts with Customers*

MFRS 15 replaces the guidance in MFRS 111, *Construction Contracts*, MFRS 118, *Revenue*, IC Interpretation 13, *Customer Loyalty Programmes*, IC Interpretation 15, *Agreements for Construction of Real Estate*, IC Interpretation 18, *Transfers of Assets from Customers* and IC Interpretation 131, *Revenue - Barter Transactions Involving Advertising Services*.

The adoption of MFRS 15 will result in a change in accounting policy. The Company is currently assessing the financial impact that may arise from the adoption of MFRS 15.

MFRS 9, *Financial Instruments*

MFRS 9 replaces the guidance in MFRS 139, *Financial Instruments: Recognition and Measurement* on the classification and measurement of financial assets and financial liabilities, and on hedge accounting.

The adoption of MFRS 9 will result in a change in accounting policy. The Company is currently assessing the financial impact that may arise from the adoption of MFRS 9.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM, unless otherwise stated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements and have been applied consistently by Group entities, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group controls an entity when it is exposed, or has right, to variable returns from its involvement with the entity and has ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale of distribution. The cost of investment includes transaction costs.

(ii) Business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(iii) Acquisitions of non-controlling interests

The Group treats all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Basis of consolidation (cont'd)

(iv) Acquisitions from entities under common control

Business combinations arising from transfers of interests in entities that are under control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are restated. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within the Group equity and any resulting gain/loss is recognised directly in equity.

(v) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary from the consolidated statement of financial postion. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

(vi) Associates

Associates are entities, including unincorporated entities, in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses unless it is considered as held for sale or distribution. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decreases but does not result in a loss of significant influence, any retained interest is not re-measured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Basis of consolidation (cont'd)

(vi) Associates (cont'd)

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses. The cost of the investment includes transaction costs.

(vii) Joint arrangements

Joint arrangements are arrangements of which the Group has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' return.

Joint arrangements are classified and accounted for as follows:

- A joint arrangement is classified as "joint operation" when the Group or the Company has rights to the assets and obligations for the liabilities relating to an arrangement. The Group and the Company account for each of its share of the assets, liabilities and transactions, including its share of those held or incurred jointly with the other investors, in relation to the joint operation.
- A joint arrangement is classified as "joint venture" when the Group has rights only to the net assets of the arrangements. The Group accounts for its interest in the joint venture using the equity method. Investments in joint venture are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale of distribution. The cost of investment includes transaction costs.

(viii) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit and loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and the owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(ix) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted and joint venture associates 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 evidence of impairment.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments which are recognised in other comprehensive income.

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the foreign currency translation reserve ("FCTR") in equity.

(ii) Operations denominated in functional currencies other than Ringgit Malaysia

The assets and liabilities of operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at exchange rates at the end of the reporting period, except for goodwill and fair value adjustments arising from business combinations before 1 January 2012 (the date when the Group first adopted MFRS) which are treated as assets and liabilities of the Company. The income and expenses of foreign operations, are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the FCTR in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FCTR related to that foreign operation is reclassified to profit or loss as part of the profit or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Financial instruments

(i) Initial recognition and measurement

A financial asset or financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial instrument is recognised initially, at its 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 issue of the financial instrument.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract and the host contract is not categorised at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with the policy applicable to the nature of the host contract.

(ii) Financial instrument categories and subsequent measurement

The Group and the Company categorise financial instruments as follows:

Financial assets

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

Fair value through profit or loss category comprises financial assets that are held for trading, including derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial assets that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Other financial assets categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(b) Loans and receivables

Loans and receivables category comprises debt instruments that are not quoted in an active market.

Financial assets categorised as loans and receivables are subsequently measured at amortised cost using the effective interest method.

(c) Available-for-sale financial assets

Available-for-sale category comprises investment in equity and debt securities instruments that are not held for trading.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. Other financial assets categorised as available-for-sale are subsequently measured at their fair values with the gain or loss recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses arising from monetary items and gains and losses of hedged items

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Financial instruments (cont'd)

(ii) Financial instrument categories and subsequent measurement (cont'd)

(c) Available-for-sale financial assets (cont'd)

attributable to hedge risks of fair value hedges which are recognised in profit or loss.

On derecognition, the cumulative gain or loss recognised in other comprehensive income is reclassified from equity into profit or loss. Interest calculated for a debt instrument using the effective interest method is recognised in profit or loss.

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment (see Note 2(h)(i)).

Financial liabilities

All financial liabilities are subsequently measured at amortised cost other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments that do not have a quoted price in an active market for identical intruments whose fair values other wise cannot be reliably measured are measured at cost.

Other financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(iii) Financial guarantee contracts

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.

Fair value arising from financial guarantee contracts are classified as deferred income and is amortised to profit or loss using a straight-line method over the contractual period or, when there is no specified contractual period, recognised in profit or loss upon discharge of the guarantee. When settlement of a financial guarantee contract becomes probable, an estimate of the obligation is made. If the carrying value of the financial guarantee contract is lower than the obligation, the carrying value is adjusted to the obligation amount and accounted for as a provision.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Financial instruments (cont'd)

(iv) Regular way purchase or sale of financial assets

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 convention in the marketplace concerned.

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using trade date accounting. Trade date accounting refers to:

(a) the recognition of an asset to be received and the liability to pay for it on the trade date, and
(b) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

(v) Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to the cash flows from the financial asset expire or the control of the asset is not retained or substantially all of the risk and rewards of ownership of the financial assets are transferred to another party . On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in the profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the profit or loss.

(d) Property and equipment

(i) Recognition and measurement

Items of property and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes the cost of materials and direct labour.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

The cost of property and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between knowledgeable willing parties in an arm's length transaction after proper marketing wherein the parties has each acted knowledgeably, prudently and without compulsion. The fair value of other items of equipment is based on the quoted market prices for similar items when available and replacement cost when appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Property and equipment (cont'd)

(i) Recognition and measurement (cont'd)

When significant parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The gain or loss on disposal of an item of property and equipment is determined by comparing the proceeds from disposal with the carrying amount of property and equipment and is recognised net within "other operating income" and "other operating expenses" respectively in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property and equipment. Freehold land is not depreciated.

The estimated useful lives for the current and comparative periods are as follows:

Building	50 years
Computers	3 – 4 years
Furniture and fittings	5 – 10 years
Office equipment	3 – 5 years
Motor vehicles	10 years
Renovations	4 – 5 years

Depreciation methods, useful lives and residual values are reviewed at the end of the reporting period, and adjusted as appropriate.

(e) Leased assets

Operating leases

Leases, where the Group or the Company does not assume substantially all the risks and rewards of ownership are classified as operating leases and the leased assets are not recognised on the statement of financial position.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value with original maturities of three months or less, and are used by the Group and the Company in the management of their short term commitments.

(g) Non-current asset held for sale of distribution to owners

Non-current assets, or disposal group comprising assets and liabilities, that are expected to be recovered primarily through sale or distribution to owners rather than through continuing use, are classified as held for sale or distribution.

Immediately before classification as held for sale or distribution, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs of disposal.

Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale of distribution and subsequent gains and losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Property and equipment once classified as held for sale or distribution are not depreciated.

(h) Impairment

(i) Financial assets

All financial assets (except for financial assets categorised as fair value through profit or loss, investments in subsidiaries, investments in associates and investments in joint venture) are assessed at each reporting date whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an investment in an equity instrument, a significant or prolonged decline in the fair value below its cost is an objective evidence of impairment. If any such objective evidence exists, then the financial asset's recoverable amount is estimated.

An impairment loss in respect of loans and receivables is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of available-for-sale financial assets is recognised in profit or loss and is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and the asset's current fair value, less any impairment loss previously recognised. Where a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income, the cumulative loss in other comprehensive income is reclassified from equity to profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Impairment (cont'd)

(i) Financial assets (cont'd)

An impairment loss in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available-for-sale is not reversed through profit or loss.

If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed, to the extent that the asset's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss.

(ii) Other assets

The carrying amounts of other assets (except for deferred tax assets) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows 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 or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in the profit or loss. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the cash-generating unit (groups of cash-generating units) on a *pro rata* basis.

Impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the 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. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(i) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not remeasured subsequently.

(i) Ordinary shares

Ordinary shares are classified as equity.

(ii) Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares that are not subsequently cancelled are classified as treasury shares in the statement of changes in equity.

When treasury shares are distributed as share dividends, the cost of the treasury shares is applied in the reduction of the share premium account or distributable reserves, or both.

When treasury shares are sold or reissued subsequently, the difference between the sales consideration net of directly attributable costs and the carrying amount of the treasury shares is recognised in equity, and the resulting surplus or deficit on the transaction is presented in share premium.

(j) Employee benefits

(i) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses and paid annual leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) State plans

The Group's contributions to statutory pension funds are charged to profit or loss in the financial year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

(iii) Share-based payment transactions

The grant date fair value of share-based payment granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Employee benefits (cont'd)

(iii) Share-based payment transactions (cont'd)

For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of employee share options is measured using a trinomial lattice model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

(k) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(l) Revenue and other income

(i) Services rendered

Revenue is recognised in profit or loss upon performance of services, net of discounts and allowances.

The amount of unearned income from services to be rendered in future financial periods is disclosed as deferred income.

(ii) Dividend and investment distribution income

Dividend and investment distribution income are recognised in profit or loss on the date that the Group's or the Company's right to receive payment is established.

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss.

(m) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Borrowing costs (cont'd)

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(n) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the temporary differences that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(o) Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale or distribution, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement profit or loss and other comprehensive income is represented as if the operation had been discontinued from the start of the comparative period.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Earnings per ordinary share

The Group presents basic and diluted earnings per share data for its ordinary shares ("EPS").

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

(q) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. Operating segment's operating results are reviewed regularly by the chief operating decision maker, which in this case is the Chief Executive Officer of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

(r) Contingencies

(i) Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(ii) Contingent assets

When an inflow of economic benefits of an asset is probable where it arises from past events and where existence will be confirmed only by the occurrence or the non-occurrence of one or more uncertain future events not wholly within the control of the entity, the assets is not recognised in the statements of financial position but is being disclosed as a contingent asset. When the inflow of economic benefit is virtually certain, then the related asset is recognised.

(s) Fair value measurement

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial assets, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Fair value measurement (cont'd)

When measuring the fair value of an asset of a liability, the Group uses observable market data as far as possible. Fair value are categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: unobservable inputs for assets or liability.

The Group recognises transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfer.

3. PROPERTY AND EQUIPMENT

Group	Freehold land RM	Building RM	Computers RM	Furniture and fittings RM	Office equipment RM	Motor vehicles RM	Renovations RM	Total RM
Cost								
At 1 January 2013	9,500,000	4,888,000	9,856,079	3,450,674	2,252,028	153,650	1,785,128	31,885,559
Additions	-	-	3,497,687	66,393	159,598	-	156,394	3,880,072
Transfer to assets held for sale	-	-	(12,399,138)	(2,171,538)	(2,275,091)	(144,843)	(1,669,248)	(18,659,858)
Disposals	-	-	(27,051)	(6,071)	-	-	-	(33,122)
Written off	-	-	(308,927)	(10,996)	(29,330)	-	-	(349,253)
Exchange difference	-	-	(321,282)	(12,022)	(30,130)	(8,807)	(36,474)	(408,715)
At 31 December 2013/ 1 January 2014	9,500,000	4,888,000	297,368	1,316,440	77,075	-	235,800	16,314,683
Additions	-	-	110,763	-	4,840	-	131,739	247,342
Reclassification	-	-	-	(1,272,381)	-	-	1,272,381	-
Written off	-	-	(66,293)	-	(8,290)	-	-	(74,583)
Exchange difference	-	-	6,835	1,660	2,549	-	-	11,044
At 31 December 2014	9,500,000	4,888,000	348,673	45,719	76,174	-	1,639,920	16,498,486

3. PROPERTY AND EQUIPMENT (CONT'D)

Group	Freehold land RM	Building RM	Computers RM	Furniture and fittings RM	Office equipment RM	Motor vehicles RM	Renovations RM	Total RM
Depreciation								
At 1 January 2013	-	236,773	7,469,075	1,982,273	1,518,870	114,841	359,041	11,680,873
Depreciation for the year	-	107,396	1,858,107	315,697	279,164	10,102	200,407	2,770,873
Transfer of assets held for sale	-	-	(8,605,295)	(1,419,958)	(1,679,903)	(116,389)	(532,928)	(12,354,473)
Disposals	-	-	(27,051)	(6,071)	-	-	-	(33,122)
Written off	-	-	(308,885)	(10,513)	(25,731)	-	-	(345,129)
Exchange difference	-	-	(104,920)	(7,670)	(17,946)	(8,554)	(12,765)	(151,855)
At 31 December 2013/ 1 January 2014	-	344,169	281,031	853,758	74,454	-	13,755	1,567,167
Depreciation for the year	-	82,760	8,196	128,580	2,017	-	-	221,553
Reclassification	-	-	-	(939,500)	-	-	939,500	-
Written off	-	-	(66,293)	-	(8,290)	-	-	(74,583)
Exchange difference	-	-	7,142	1,608	2,499	-	-	11,249
At 31 December 2014	-	426,929	230,076	44,446	70,680	-	953,255	1,725,386
Carrying amounts								
1 January 2013	9,500,000	4,651,227	2,387,004	1,468,401	733,158	38,809	1,426,087	20,204,686
At 31 December 2013/ 1 January 2014	9,500,000	4,543,831	16,337	462,682	2,621	-	222,045	14,747,516
At 31 December 2014	9,500,000	4,461,071	118,597	1,273	5,494	-	686,665	14,773,100

3. PROPERTY AND EQUIPMENT (CONT'D)

Company	Freehold land RM	Building RM	Computers RM	Furniture and fittings RM	Office equipment RM	Renovations RM	Total RM
Cost							
At 1 January 2013/ 31 December 2013/ 1 January 2014	-	388,000	7,437	112,493	-	-	507,930
Additions	9,500,000	4,500,000	17,033	-	4,841	837,495	14,859,369
Reclassification	-	-	-	(112,493)	-	112,493	-
At 31 December 2014	9,500,000	4,888,000	24,470	-	4,841	949,988	15,367,299
Depreciation							
At 1 January 2013	-	37,507	-	30,935	-	-	68,442
Depreciation for the year	-	7,760	-	11,249	-	-	19,009
At 31 December 2013/ 1 January 2014	-	45,267	-	42,184	-	-	87,451
Depreciation for the year	-	82,760	4,522	-	845	128,140	216,267
Reclassification	-	-	-	(42,184)	-	42,184	-
At 31 December 2014	-	128,027	4,522	-	845	170,324	303,718
Carrying amounts							
At 1 January 2013	-	350,493	7,437	81,558	-	-	439,488
At 31 December 2013/ 1 January 2014	-	342,733	7,437	70,309	-	-	420,479
At 31 December 2014	9,500,000	4,759,973	19,948	-	3,996	779,664	15,063,581

4. INVESTMENTS IN SUBSIDIARIES

		Company	
		2014	2013
	Note	RM	RM
At cost:			
At 1 January		21,040,324	20,950,101
Increase	a	137,254,067	480,886
Disposal of subsidiaries	b	(156,149,940)	-
Transfer to a subsidiary		-	(390,663)
		2,144,451	21,040,324
Less: Accumulated impairment losses		(2,144,451)	(212,252)
		-	20,828,072
Transfer to assets held for sale	b	-	(20,481,542)
		-	346,530

Note a

The increase relates to:-

(i) acquisition of shares in JobStreet.com India Pvt. Ltd. and Enerpro Pte. Ltd. from JobStreet.com Pte. Ltd.;
(ii) issuance of new shares issued as consideration for the acquisition of non-controlling interests in JS Vietnam Holdings Pte. Ltd., PT JobStreet Indonesia and JobStreet.com Philippines, Inc.; and
(iii) share-based payment vested during the year which were subsequently capitalised as an increase in the investments in subsidiaries.

Note b

On 19 February 2014, the Group announced that it had entered into a conditional share sale agreement with SEEK Asia Investments Pte Ltd for the disposal of its online job portal business for an aggregate consideration of RM1,730,000,000 which was subsequently increased to RM1,890,000,000 on 19 August 2014. The proposal involved the disposal of the entire equity interests in JobStreet.com Pte. Ltd. ("JSPL") and its subsidiaries (other than Enepro Pte. Ltd. and JobStreet.com India Pvt. Ltd.) and Agensi Pekerjaan JS Staffing Services Sdn. Bhd.. The disposal was completed on 20 November 2014.

In the previous year, the investments in subsidiaries related to the disposal have been reclassified to assets held for sale.

4. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Principal activities	Effective ownership interest and voting interest 2014 %	Effective ownership interest and voting interest 2013 %
Autoworld.com.my Sdn. Bhd.	Malaysia	Automobile online advertising services	100	100
Enerpro Pte. Ltd. **	Singapore	Employment agencies and consultancy services	100	100
JobStreet.com India Pvt. Ltd. **	India	Online recruitment and human resource management services	100	100
JS Overseas Holdings Limited ***	British Virgin Islands	Dormant	100	100
JobStreet Asean Business Consulting Kabushiki Kaisha ***	Japan	Search and selection, staffing and career consultancy	60	60
JobStreet.com Pte. Ltd. ("JSPL") * and its subsidiaries:	Singapore	Online recruitment and human resource management services	-	100
JobStreet.com Sdn. Bhd.	Malaysia	Online recruitment and human resource management services	-	100
JobStreet.com Philippines Inc*	Philippines	Online recruitment and human resource management services	-	60
JobStreet.com Limited **	Hong Kong	Dormant	-	100
JobStreet.com Shared Services Sdn. Bhd.	Malaysia	General management and technical support services, research and development activities and human resource support	-	100
JS Vietnam Holdings Pte. Ltd. *	Singapore	Investment holding	-	81

4. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name of subsidiary	Country of incorporation	Principal activities	Effective ownership interest and voting interest 2014 %	2013 %
JS Recruitment Solutions Sdn. Bhd.	Malaysia	Staffing, business process outsourcing and consultancy services	-	100
PT JobStreet Indonesia **	Indonesia	Online recruitment and human resource management services	-	60
Agensi Pekerjaan JS Staffing Services Sdn. Bhd.	Malaysia	Private employment agency and consultancy services	-	100

* Audited by other member firms of KPMG International
** Audited by firms of auditors other than KPMG International
*** Consolidated using management accounts as there is no legal requirement for the entity to be audited

On 9 January 2014, JSPL entered into a conditional Share Sale Agreement with the non-controlling interest of JS Vietnam Holdings Pte. Ltd. ("JSVNH") to acquire 190,000 ordinary shares in JSVNH, for a consideration of RM1,195,838 satisfied entirely via the allotment and issuance of 522,200 new ordinary shares in the Company. The transaction was completed on 17 March 2014.

On 13 January 2014, JSPL entered into a conditional share sale agreement with the non-controlling interest of PT JobStreet Indonesia ("PTJS") to acquire 160 ordinary shares of USD1,000 each representing 40% of the total issued and paid-up share capital of PTJS, for a purchase price of RM13,740,000, satisfied entirely via the allotment and issuance of 6,000,000 new ordinary shares in the Company. The transaction was completed on 28 March 2014.

On 4 February 2014, the Company announced that it will reorganise its group structure with the transfer of the shareholdings in Enepro Pte. Ltd. and JobStreet.com India Pvt. Ltd. held by JobStreet.com Pte Ltd to the Company at their respective book values as at 31 December 2013. The reorganisation was completed on 5 March 2014.

On 19 February 2014, JSPL and the Company had entered into a conditional Share Sale Agreement with the non-controlling interest of JobStreet.com Philippines, Inc. ("JSPH") to acquire 5,645,600 ordinary shares of PHP1.00 each in JSPH representing 40% of the total issued and paid-up share capital of JSPH, for a purchase price of RM120,536,000, satisfied entirely via the allotment and issuance of 49,400,000 new ordinary shares in the Company. The transaction was completed on 30 June 2014.

Non-controlling interests in subsidiaries

As at 31 December 2014, the Group did not have any material non-controlling interests ("NCI").

4. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Non-controlling interests in subsidiaries (cont'd)

2013	**JobStreet.com Philippines Inc RM**	**PT JobStreet Indonesia RM**	**Other individually immaterial subsidiaries RM**	**Total RM**
NCI percentage of ownership interest and voting interest	40%	40%		
Carrying amount of NCI	1,372,923	115,156	882,742	2,370,821
Profit allocated to NCI	4,277,376	141,679	1,511	4,420,566

Summarised financial information before intra-group elimination

As at 31 December		
Non-current assets	1,637,353	684,474
Current assets	26,566,116	4,670,486
Current liabilities	(24,771,161)	(5,067,071)
Net assets	3,432,308	287,889
Year ended 31 December		
Revenue	36,600,377	9,235,676
Profit for the year	10,906,005	527,138
Other comprehensive expense	(212,563)	(172,942)
Total comprehensive income	10,693,442	354,196
Cash flow from operating activities	19,628,546	3,271,969
Cash flow used in investing activities	(233,507)	(286,724)
Cash flow used in financing activities	(12,830,582)	(610,692)
Net increase in cash and cash equivalents	6,564,457	2,374,553
Dividends paid to NCI	5,231,000	-

5. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2014 RM	2013 RM	2014 RM	2013 RM
At cost:				
Investments in associates:				
Quoted shares	83,744,287	83,744,287	83,744,287	83,744,287
Share of post-acquisition reserves	6,720,589	3,593,142	-	-
Post acquisition foreign exchange translation reserve	2,649,656	2,592,973	-	-
Post acquisition capital reserve	1,427,097	1,355,286	-	-
	94,541,629	91,285,688	83,744,287	83,744,287
Market value:				
Quoted shares in Malaysia	10,530,014	8,482,512	10,530,014	8,482,512
Quoted shares outside Malaysia	140,966,158	89,805,100	140,966,158	89,805,100

Details of material associates are as follows:

Name of entity	Principal activity	Principal place of business/Country of incorporation	Effective ownership interest and voting interest	
			2014	2013
Innity Corporation Berhad	Provider of interactive online marketing platforms and technologies for advertisers and publishers	Malaysia	21%	21%
104 Corporation	Provider of advertising and consultancy services	Taiwan	23%	23%

5. INVESTMENTS IN ASSOCIATES (CONT'D)

The following table summarises the information of the Group's material associates, adjusted for any difference in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates.

Summarised financial information

2014	Innity Corporation Berhad RM	104 Corporation RM
As at 31 December		
Non-current assets	5,432,733	22,584,807
Current assets	36,203,882	215,285,967
Non-current liabilities	(852,749)	(386,822)
Current liabilities	(14,157,368)	(90,535,453)
Non-controlling interest	529,883	(731,068)
Net assets	27,156,381	146,217,431
Year ended 31 December		
Profit for the year	656,952	33,214,418
Other comprehensive income	344,060	461,244
Total comprehensive income	1,001,012	33,675,662
Included in comprehensive income is		
Revenue	44,245,668	270,905,580

	Innity Corporation Berhad RM	104 Corporation RM	Total RM
Reconciliation of net assets to carrying amount			
As at 31 December			
Group's share of net assets	5,739,230	34,331,853	40,071,083
Goodwill	4,946,718	47,868,950	52,815,668
Effects of exchange rate fluctuations	-	1,654,878	1,654,878
Carrying amount in the statement of financial position	10,685,948	83,855,681	94,541,629
Group's share of results			
Year ended 31 December			
Group's share of profit	138,840	7,798,746	7,937,586
Group's share of comprehensive (expense)/income	72,714	108,300	181,014
	211,554	7,907,046	8,118,600
Other information			
Dividend received	-	4,862,658	

5. INVESTMENTS IN ASSOCIATES (CONT'D)

Summarised financial information (cont'd)

2013	**Innity Corporation Berhad RM**	**104 Corporation RM**
As at 31 December		
Non-current assets	4,726,299	23,602,590
Current assets	34,892,727	185,897,800
Non-current liabilities	(636,159)	(580,360)
Current liabilities	(13,355,058)	(74,912,970)
Non-controlling interest	527,559	(437,030)
Net assets	26,155,368	133,570,030
Year ended 31 December		
Profit for the year	2,438,656	24,646,406
Other comprehensive (expense)/income	(173,043)	18,946,043
Total comprehensive income	2,265,613	43,592,449
Included in comprehensive income is		
Revenue	46,514,965	241,775,710

	Innity Corporation Berhad RM	**104 Corporation RM**	**Total RM**
Reconciliation of net assets to carrying amount			
As at 31 December			
Group's share of net assets	5,527,676	31,362,243	36,889,919
Goodwill	4,946,718	47,868,950	52,815,668
Effects of exchange rate fluctuations	-	1,580,101	1,580,101
Carrying amount in the statement of financial position	10,474,394	80,811,294	91,285,688
Group's share of results			
Year ended 31 December			
Group's share of profit	515,386	5,786,976	6,302,362
Group's share of comprehensive (expense)/income	(36,571)	4,448,531	4,411,960
	478,815	10,235,507	10,714,322
Other information			
Dividend received	-	3,820,692	

6. INVESTMENT IN A JOINT VENTURE

	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
At cost:				
Investment in a joint venture:				
Unquoted shares	3,316,465	3,316,465	3,316,465	3,316,465
Impairment loss	-	-	(3,316,465)	(3,316,465)
Share of post-acquisition reserves	(3,155,673)	(3,155,673)	-	-
Post acquisition foreign exchange translation reserve	(160,792)	(160,792)	-	-
	-	-	-	-

JobStreet Recruitment (Thailand) Co., Ltd. ("JobStreet Thailand"), the only joint arrangement in which the Group participates, is principally engaged in online recruitment and human resource management services. JobStreet Thailand is structured as a separate vehicle and provides the Group rights to the net assets of the entity. Accordingly, the Group has classified the investment in JobStreet Thailand as a joint venture. During the year, JobStreet Thailand has ceased operations.

7. OTHER INVESTMENTS

	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Non-current				
Available-for-sale financial assets:				
- Overseas (Quoted shares)	51,463,308	55,995,659	51,463,308	55,995,659
- Overseas (Unquoted shares)	2,795,280	-	-	-
Less: Impairment loss	(2,795,280)	-	-	-
	-	-	-	-
	51,463,308	55,995,659	51,463,308	55,995,659
Current				
Financial assets at fair value through profit or loss – held for trading:				
- Malaysia (Quoted shares)	2,103,228	12,124,811	2,103,228	12,124,811
	53,566,536	68,120,470	53,566,536	68,120,470
Market value of quoted investments	53,566,536	68,120,470	53,566,536	68,120,470

8. TRADE AND OTHER RECEIVABLES

		Group		Company	
		2014	2013	2014	2013
	Note	RM	RM	RM	RM
Trade					
Trade receivables		474,455	737,345	312,836	272,739
Non-trade					
Amount due from subsidiaries	a	-	-	4,970,640	709,503
Less: Impairment losses		-	-	(4,785,760)	-
		-	-	184,880	709,503
Other receivables		769,267	393,918	416,198	21,200
		769,267	393,918	601,078	730,703
Dividend receivable		-	-	-	80,862,000
		769,267	393,918	601,078	81,592,703
		1,243,722	1,131,263	913,914	81,865,442

Note a
The amount due from subsidiaries is unsecured, interest free and repayable on demand.

9. CASH AND CASH EQUIVALENTS

	Group		Company	
	2014	2013	2014	2013
	RM	RM	RM	RM
Deposits with licensed banks	25,674,074	1,003,253	25,500,000	-
Cash and bank balances	110,258,795	2,644,992	109,476,003	1,023,850
	135,932,869	3,648,245	134,976,003	1,023,850

10. DISPOSAL GROUP HELD FOR SALE

On 19 February 2014, the Group announced that it had entered into a conditional share sale agreement with SEEK Asia Investments Pte Ltd for the disposal of its online job portal business for an aggregate consideration of RM1,730,000,000 which was subsequently increased to RM1,890,000,000 on 19 August 2014. The proposal involved the disposal of the entire equity interests in JobStreet.com Pte. Ltd. and its subsidiaries (other than Enepro Pte. Ltd. and JobStreet.com India Pvt. Ltd.) and Agensi Pekerjaan JS Staffing Services Sdn. Bhd..

The disposal was completed on 20 November 2014.

10. DISPOSAL GROUP HELD FOR SALE (CONT'D)

As at 31 December 2013, the assets and liabilities of the disposal group are as follows:

Breakdown of assets and liabilities of the disposal group

	Note	Group 2013 RM	Company 2013 RM
Assets classified as held for sale			
Property and equipment	a	6,305,385	-
Deferred tax assets		4,655,223	-
Short term investments		31,607,838	-
Trade and other receivables	b	20,581,614	-
Prepayments and other assets		1,706,241	-
Current tax assets		20,000	-
Cash and cash equivalents		71,139,269	-
Investments in subsidiaries	4	-	20,481,542
		136,015,570	20,481,542
Liabilities classified as held for sale			
Deferred tax liabilities		29,621	-
Deferred income		43,942,429	-
Trade and other payables		15,702,262	-
Current tax payables		2,690,166	-
		62,364,478	-

The carrying value of property and equipment of the disposal group is the same as its carrying value before it was being reclassified to current assets.

Cumulative income or expense recognised in other comprehensive income

The cumulative income or expense recognised in other comprehensive income relating to the disposal group as at 31 December 2013 was RM954,743.

Note a
Property and equipment held for sale comprise the following:

	Group 2013 RM
Cost	18,659,858
Accumulated depreciation	(12,354,473)
	6,305,385

Note b
Receivables are carried at cost less impairment loss of RM433,524.

11. CAPITAL AND RESERVES

Share capital

		Group and Company			
	Note	Amount 2014 RM	Number of shares 2014	Amount 2013 RM	Number of shares 2013
Authorised:					
Ordinary shares of RM0.10 each		100,000,000	1,000,000,000	100,000,000	1,000,000,000
Issued and fully paid:					
Ordinary shares RM0.10 each					
At 1 January		63,512,486	635,124,860	63,005,319	315,026,596
Issue of shares under employee share option scheme					
Ordinary shares of RM0.20 each	a	-	-	433,327	2,166,634
Ordinary shares of RM0.10 each	a	1,690,674	16,906,740	155,200	1,552,000
Share split	b	-	-	-	317,193,230
Cancellation of treasury shares		-	-	(81,360)	(813,600)
Issue of shares to non-controlling interests		5,592,220	55,922,200	-	-
At 31 December		70,795,380	707,953,800	63,512,486	635,124,860

Note a
In the previous year, prior to the subdivision of one ordinary share of RM0.20 each into two ordinary shares of RM0.10 each, 2,166,634 new ordinary shares of RM0.20 each were issued for cash arising from the exercise of Employee Share Options at a weighted average exercise price of approximately RM0.97 per ordinary share. Share option is disclosed in note 15.

Subsequently, 1,552,000 new ordinary shares of RM0.10 each were issued for cash arising from the exercise of Employee Share Options at a weighted average exercise price of approximately RM0.66 per ordinary share.

During the year, 16,906,740 new ordinary shares of RM0.10 each were issued for cash arising from the exercise of Employee Share Options at a weighted average exercise price of approximately RM0.66 per ordinary share.

Note b
On 5 September 2013, the Company completed the subdivision of every one ordinary share of RM0.20 each into two ordinary shares of RM0.10 each. On even date, 317,193,230 ordinary shares of RM0.20 each were subdivided into 634,386,460 ordinary shares of RM0.10 each.

The holders of ordinary shares are entitled to dividends as declared from time to time and are entitled to one vote per ordinary share at meetings of the Company and rank equally with regard to the Company's residual assets only to the extent of the par value of the shares. In respect of the Company's treasury shares that are held by the Group, all rights are suspended until those shares are reissued.

11. CAPITAL AND RESERVES (CONT'D)

Share premium

Share premium comprises the premium paid on subscription of shares in the Company over and above the par value of the shares.

Capital reserve

The capital reserve comprises the non-distributable share premium of the associated company.

Capital redemption reserve

The capital redemption reserve arises from the cancellation of treasury shares in accordance with Section 67A of the Companies Act, 1965.

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of the Group entities with functional currencies other than RM.

Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets until the investments are derecognised or impaired.

Share option reserve

The share option reserve comprises the cumulative value of employee services received for the issue of share options. When the option is exercised, the amount from the share option reserve is transferred to share premium. When the share options expire, the amount from the share option reserve is transferred to retained earnings.

Treasury shares

During the financial year, the Company purchased from the open market, 7,953,800 (2013: 406,800) of its issued ordinary shares of RM0.10 (2013: RM0.20) each ("JobStreet Shares") listed on the Main Market of Bursa Malaysia Securities Berhad at an average buy-back price of approximately RM2.44 (2013: RM2.80) per ordinary share. The total consideration paid for the share buy-back of JobStreet Shares by the Company during the financial year was RM19,383,590 (2013: RM1,139,646) and was financed by internally generated funds. The JobStreet Shares bought back were held as treasury shares in accordance with Section 67A Subsection 3(A)(b) of the Companies Act, 1965. Subsequent to the financial year end, the Company cancelled all its treasury shares held pursuant to Section 67A Subsection 3 (A)(a) of the Companies Act, 1965.

In the previous year, the Company had, on 29 November 2013, cancelled 813,600 treasury shares held and an amount equivalent to their nominal value was transferred to the capital redemption reserve in accordance with the requirement of Section 67A of the Companies Act, 1965.

12. LOAN AND BORROWING

	Group	
	2014	2013
	RM	RM
Current		
Unsecured bank loan ("JPY")	-	43,945
	-	43,945

In the previous year, the bank loan above referred to a government subsidised bank loan obtained by a subsidiary (denominated in Japanese Yen ("JPY"), which was unsecured and was endorsed with a personal guarantee given by a director of the subsidiary. There was no significant covenants associated with the government subsidised bank loan.

13. DEFERRED INCOME

		Group		Company	
		2014	2013	2014	2013
	Note	RM	RM	RM	RM
Prepaid services	a	161,524	206,417	93,578	67,500

Note a
Prepaid services comprise of services sold to customers in advance which are yet to be utilised.

14. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2014	2013	2014	2013
		RM	RM	RM	RM
Trade					
Trade payables		6,236	21,803	-	-
Non-trade					
Other payables and accrued expenses		24,144,357	841,661	23,065,427	710,761
Amount due to subsidiaries	a	-	-	-	28,446,442
		24,144,357	841,661	23,065,427	29,157,203
		24,150,593	863,464	23,065,427	29,157,203

Note a
In the previous year, the amount due to subsidiaries was unsecured, interest free and repayable on demand.

15. EMPLOYEE BENEFITS

Share-based payments arrangement

Share option programme (equity settled)

On 5 October 2004, the Company established a share option scheme that entitles the key management personnel and eligible employees of the Group to purchase shares in the Company. Pursuant to the scheme, options were granted to key management personnel and eligible employees on 29 November 2004, 23 February 2006, 28 March 2007, 20 May 2008, 11 January 2010 and 9 January 2013. In accordance with the scheme, the options are exercisable at the exercise price of the shares at the date of grant.

On 23 November 2009, the Board of Directors of the Company had resolved to extend the duration of the scheme for another 5 years to 29 November 2014.

Pursuant to the extension of the Scheme, the Company had obtained the shareholders' approval via an Extraordinary General Meeting held on 6 January 2010 to amend the Bye-Laws of the Employee Share Option Scheme.

The amendments of the Bye-Laws resulted in the aggregate numbers of ESOS options to be offered under the ESOS be increased from 10% to 15% of the issued and paid-up ordinary share capital.

The proposed amendments will allow more ESOS options to be granted to eligible employees to enable them to continue to be rewarded in recognition of their contribution to the Group.

The terms and conditions of the grants are as follows; all options are to be settled by physical delivery of shares:

Grant date/employees entitled	Number of instruments ^ '000	Vesting conditions	Contractual life of options
Options granted to key management personnel on 29 November 2004*	20,100	20.0% upon yearly service and achievement of individual targets	5 years #
Options granted to eligible employees on 29 November 2004*	24,570	20.0% upon yearly service and achievement of individual targets	5 years #
Options granted to eligible employees on 23 February 2006	7,574	25.0% upon yearly service and achievement of individual targets*	4 years #
Options granted to eligible employees on 28 March 2007	4,426	33.3% upon yearly service and achievement of individual target*	3 years #
Options granted to eligible employees on 20 May 2008	5,070	50.0% upon yearly service and achievement of individual target*	2 years #
Options granted to key management personnel on 11 January 2010	7,600	12.1% upon yearly service and remainder on achievement of individual target*	5 years

15. EMPLOYEE BENEFITS (CONT'D)

Share option programme (equity settled) (cont'd)

Grant date/employees entitled	Number of instruments ^ '000	Vesting conditions	Contractual life of options
Options granted to eligible employees on 11 January 2010	19,790	9.0% upon yearly service and remainder on achievement of individual target*	5 years
Options granted to eligible employees on 9 January 2013	2,100	14.3% upon yearly service and remainder on achievement of individual target*	2 years
Total share options	91,230		

^ Accounted for the adjustment of share split which was completed on 5 September 2013.

* The achievement of individual targets only applies to key management personnel and senior staff.

Pursuant to the extension of the Scheme, the contractual life of the options was extended to 29 November 2014.

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2014	Number of options ('000) 2014	Weighted average exercise price 2013	Number of options ('000) 2013
Outstanding at 1 January	RM0.66	17,196	RM1.22	11,466
Granted during the year				
- before share split	-	-	RM2.10	1,050
Lapsed during the year	RM0.66	(290)	RM1.86	(975)
Exercised during the year				
- before share split	-	-	RM0.97	(2,167)
- after share split	RM0.66	(16,906)	RM0.65	(1,552)
Share split	-	-	RM1.31	9,374
Outstanding at 31 December	-	-	RM0.66	17,196
Exercisable at 31 December	-	-	RM0.63	2,271

During the financial year, 16,906,740 (2013: 2,166,634 pre share split and 1,552,000 post share split) new ordinary shares of RM0.10 each were issued for cash arising from the exercise of Employee Share Options at a weighted average exercise price of approximately RM0.66 (2013: RM0.97 pre share split, RM0.65 post share split) per ordinary share.

There were no share options granted during the year.

15. EMPLOYEE BENEFITS (CONT'D)

Share option programme (equity settled) (cont'd)

In the previous financial year, the fair value of services received in return for share options granted is based on the fair value of share options granted, measured using a trinomial lattice model, with the following inputs:

Fair value of share options and assumptions	**Eligible employees 2013**
Fair value at grant date	0.36
Weighted average share price	2.33
Exercise price	2.10
Expected volatility (weighted average volatility)	32.78%
Option life (expected weighted average life)	1.89 years
Expected dividends	17 sen
Risk-free interest rate (based on Malaysian government bonds)	2.96%

Value of employee services received for issue of share options

		Group		**Company**	
	Note	**2014 RM**	**2013 RM**	**2014 RM**	**2013 RM**
Share options granted in 2010		23,803	60,135	23,803	60,135
Total expense recognised as share-based payments	20	23,803	60,135	23,803	60,135

16. DISCONTINUED OPERATIONS / DISPOSAL OF SUBSIDIARIES

On 19 February 2014, the Group announced that it had entered into a conditional share sale agreement with SEEK Asia Investments Pte Ltd for the disposal of its online job portal business for an aggregate consideration of RM1,730,000,000 which was subsequently increased to RM1,890,000,000 on 19 August 2014. The proposal involved the disposal of the entire equity interests in JobStreet.com Pte. Ltd. and its subsidiaries (other than Enepro Pte. Ltd. and JobStreet.com India Pvt. Ltd.) and Agensi Pekerjaan JS Staffing Services Sdn. Bhd. (collectively known as the "Disposal Group").

The disposal was completed on 20 November 2014.

16. DISCONTINUED OPERATIONS / DISPOSAL OF SUBSIDIARIES (CONT'D)

Profit attributable to the discontinued operations is as follows:

Results of discontinued operations

	Group 2014 RM	Group 2013 RM
Revenue	164,650,925	169,095,564
Other operating income	798,747	1,432,569
Advertising expenses	(3,684,015)	(4,919,942)
Contract and outsourcing cost	(9,343,567)	(12,336,630)
Depreciation of property and equipment	(2,530,405)	(2,647,952)
Rental of office and equipment	(1,238,980)	(1,691,170)
Staff costs	(57,406,130)	(52,185,258)
Telecommunication expenses	(1,934,259)	(1,839,862)
Travelling expenses	(794,897)	(1,108,563)
Other operating expenses	(13,656,024)	(17,561,535)
Results from operating activities	74,861,395	76,237,221
Interest income	1,005,676	1,135,482
Finance costs	(49,072)	-
Loss on financial assets classified as fair value though profit or loss	(123,166)	(194,044)
Results before tax	75,694,833	77,178,659
Tax expense	(21,612,626)	(18,434,700)
Results for the year, net of tax	54,082,207	58,743,959
Gain on disposal of subsidiaries	1,911,126,112	-
Transaction cost	(29,906,582)	-
Gain on disposal of subsidiaries, net of transaction cost	1,881,219,530	-
Profit for the year	1,935,301,737	58,743,959

16. DISCONTINUED OPERATIONS / DISPOSAL OF SUBSIDIARIES (CONT'D)

	Group	
	2014	2013
Profit before tax is arrived at after charging	RM	RM
Auditor's remuneration		
Statutory audit		
KPMG Malaysia		
- current year	89,320	98,000
- over provision in prior year	(11,300)	-
Other auditors	35,131	17,518
Overseas affiliates of KPMG Malaysia	142,396	142,865
Other services		
Local affiliates of KPMG Malaysia	-	141,260
Overseas affiliates of KPMG Malaysia	8,463	-
Impairment loss on trade receivables	189,465	56,344
Bad debts written off	140,866	30,757
Property and equipment written off	1,217	4,124
Contribution to state plans	4,087,918	4,022,008
Share-based payments	169,552	480,886
Depreciation of property and equipment	2,530,405	2,647,952
Finance cost	49,072	-
Realised foreign exchange loss	1,044,241	-
and crediting		
Bad debts recovered	28	-
Reversal of impairment loss on trade receivables	48,390	76,385
Gain on disposal of property and equipment	49,515	2,058
Realised foreign exchange gain	-	85,645
Unrealised foreign exchange gain	210,098	112,212
Investment distribution income	133,583	602,075
Grant income	85,003	12,977
Dividend income from quoted investment	238,122	551,883
Interest income	1,005,676	1,135,482
Rental income	17,726	3,658
Cash flows from/(used in) discontinued operations		
Net cash from operating activities	37,208,750	12,590,981
Net cash used in investing activities	31,077,061	(2,739,534)
Net cash used in financing activities	(68,931,717)	(5,231,000)
Net (decrease)/ increase in cash and cash equivalents	(645,906)	4,620,447

16. DISCONTINUED OPERATIONS / DISPOSAL OF SUBSIDIARIES (CONT'D)

	Group	
	2014 RM	2013 RM
The profit from discontinued operations are attributable as follows:-		
Profit attributable to:		
Owners of the Company	1,931,970,584	54,172,901
Non-controlling interests	3,331,153	4,571,058
Profit for the year	1,935,301,737	58,743,959

Effect of disposal on the financial position of the Group

	2014 RM
Equipment	5,269,484
Goodwill	3,262,486
Deferred tax assets	6,348,119
Trade and other receivables	13,528,941
Cash and cash equivalents	70,064,745
Trade and other payables	(16,085,831)
Unearned revenue	(53,147,112)
Net tax payable	(5,320,971)
Deferred tax liabilities	(11,105)
Retirement benefit liability	(875,950)
Minority interest	223,774
Translation reserve	(1,441,721)
Net asset and liabilities	21,814,859
Gain on sale of discontinued operations	1,911,126,112
Total disposal consideration	1,932,940,971
Cash and cash equivalents disposed of	(70,064,745)
Transaction costs paid	(11,138,561)
Net cash inflow	1,851,737,665

17. REVENUE

	Continuing operations		Discontinued operations (see Note 16)		Total	
	2014 RM	2013 RM	2014 RM	2013 RM	2014 RM	2013 RM
Group						
Services	2,544,014	4,259,786	164,650,925	169,095,564	167,194,939	173,355,350
Dividends from other investments	18,994,392	4,064,427	-	-	18,994,392	4,064,427
Investment distribution income	61,697	236,060	-	-	61,697	236,060
	21,600,103	8,560,273	164,650,925	169,095,564	186,251,028	177,655,837
Company						
Services	1,032,643	1,061,808	-	-	1,032,643	1,061,808
Dividends						
- from subsidiaries	285,589,938	80,862,000	-	-	285,589,938	80,862,000
- from an associate	4,862,658	3,820,692	-	-	4,862,658	3,820,692
- from other investments	18,994,392	4,064,427	-	-	18,994,392	4,064,427
Investment distribution income	61,697	236,060	-	-	61,697	236,060
	310,541,328	90,044,987	-	-	310,541,328	90,044,987

18. PROFIT BEFORE TAX

	Group		Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Profit before tax is arrived at after charging:				
Auditors' remuneration				
- Statutory audit				
KPMG Malaysia	80,550	79,000	70,000	70,000
Other auditors	17,875	16,754	-	-
- Other services				
KPMG Malaysia	212,579	16,000	212,579	16,000
Local affiliates of KPMG Malaysia	10,000	204,800	10,000	204,800
Other auditors	2,645	28,507	-	-
Depreciation	221,553	122,921	216,267	19,009
Finance cost	108	2,679	-	-
Impairment loss on trade receivables	6,847	41,553	5,300	-
Impairment loss on amounts due from subsidiaries	-	-	4,785,760	-
Impairment loss on other investments	2,795,280	-	-	-
Impairment loss on investment in subsidiaries	-	-	1,932,199	-
Net bad debts written off	7,603	98,546	-	6,300
Amounts due from a joint venture written off	4,174,145	-	4,174,145	-
Realised foreign exchange loss	101,624	70,350	126,089	39,728
Unrealised foreign exchange loss	-	27,834	-	19,871
and crediting:				
Gain on disposal of investments in quoted shares	2,372,343	-	2,372,343	-
Gain on disposal of subsidiaries	1,911,126,112	-	1,557,408,031	-
Grant income	28,656	-	-	-
Rental income from premises	237,647	-	1,495,261	50,400
Reversal of impairment loss on trade receivables	39,756	91,430	-	74,073
Unrealised foreign exchange gain	545,050	-	545,121	-
Interest income	5,924,017	121,085	5,903,983	52,051

19. KEY MANAGEMENT PERSONNEL COMPENSATION

The key management personnel compensations are as follows:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM	**RM**	**RM**	**RM**
Directors				
- Fees	217,500	217,500	217,500	217,500
- Remuneration	1,755,945	1,519,215	39,960	-
Total employees' short-term benefits	1,973,445	1,736,715	257,460	217,500
Other key management personnel:				
- Remuneration	1,595,634	1,913,537	414,410	-
	3,569,079	3,650,252	671,870	217,500

Other key management personnel comprises persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

20. STAFF COSTS

		Group		Company	
		2014	**2013**	**2014**	**2013**
	Note	**RM**	**RM**	**RM**	**RM**
Salaries and other employee benefits		6,459,047	1,661,166	3,777,354	60,200
Contributions to state plans		209,496	177,785	57,818	8,212
Share-based payments	15	23,803	60,135	23,803	60,135
		6,692,346	1,899,086	3,858,975	128,547

During the year, certain employees including key management personnel were transferred from the subsidiaries which were disposed to Seek Asia Investments Pte Ltd as disclosed in note 16, to the continuing operations of the Group.

21. TAX EXPENSE

	Group 2014 RM	Group 2013 RM	Company 2014 RM	Company 2013 RM
Continuing operation				
Tax expense on:				
- Continuing operations	2,451,581	409,376	2,446,019	403,533
- Discontinued operations	21,612,626	18,434,700	-	-
Total tax expense	24,064,207	18,844,076	2,446,019	403,533
Current tax expense				
Malaysia - current	12,421,000	11,246,310	1,821,000	27,300
- prior year	(150,550)	22,691	(592)	(7,061)
Overseas - current	13,450,797	9,060,912	625,611	383,294
- prior year	47,683	(1,095,449)	-	-
Total current tax recognised in profit or loss	25,768,930	19,234,464	2,446,019	403,533
Deferred tax expense				
Reversal of temporary differences	(1,704,723)	(390,388)	-	-
Total tax expense	24,064,207	18,844,076	2,446,019	403,533
Reconciliation of tax expense				
Profit for the year	1,953,746,235	65,982,460	1,828,404,862	87,417,178
Total tax expense	24,064,207	18,844,076	2,446,019	403,533
Share of profit of equity accounted associates and joint venture, net of tax	(7,937,586)	(6,232,186)	-	-
Adjusted profit before tax	1,969,872,856	78,594,350	1,830,850,881	87,820,711
Tax calculated using Malaysian tax rate of 25% (2013: 25%)	492,468,214	19,648,587	457,712,720	21,955,178
Effect of tax rates in foreign jurisdictions*	(527,949)	(749,277)	-	-
Effect of deferred tax assets (recognised)/ not recognised	1,468,620	(272,102)	575,436	-
Tax incentives	(566,263)	(1,244,072)	-	-
Non-taxable income	(476,703,246)	(1,347,944)	(459,830,195)	(22,259,810)
Non-deductible expenses	2,963,316	1,727,632	3,363,039	331,932
Taxes arising in foreign jurisdictions	5,064,382	2,154,010	625,611	383,294
	24,167,074	19,916,834	2,446,611	410,594
Over provided in prior year	(102,867)	(1,072,758)	(592)	(7,061)
Tax expense	24,064,207	18,844,076	2,446,019	403,533

* Subsidiaries operate in tax jurisdictions with different tax rates from Malaysia.

21. TAX EXPENSE (CONT'D)

Under the Multimedia Super Corridor ("MSC") status, the Company has been granted pioneer status under the Promotion of Investments Act, 1986 in respect of its internet related services. The income from pioneer activities of the Company is fully exempted from Malaysian income tax for five years from 19 May 2005 to 18 May 2010. The exemption has been extended to 18 May 2015.

Movement in temporary differences during the previous year

	At 1.1.2013 RM	Recognised in profit or loss RM	Exchange differences RM	Included in disposal group held for sale (Note 10) RM	At 31.12.2013 RM
Group					
Property and equipment	(913,434)	5,628	(2,762)	910,568	-
Provisions	715,636	6,860	3,611	(726,107)	-
Deferred income	4,432,163	377,900	-	(4,810,063)	-
	4,234,365	390,388	849	(4,625,602)	-

Unrecognised deferred tax assets

Deferred tax assets have not been recognised on the following items as it was not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom:

	Group	
	2014 RM	2013 RM
Deductible temporary difference	4,966,000	1,834,000
Tax losses carry-forward	4,553,000	1,267,000
Unabsorbed capital allowances	19,000	-
	9,538,000	3,101,000

The tax losses carry forward and unabsorbed capital allowances do not expire under current tax legislation.

22. EARNINGS PER ORDINARY SHARE

Basic earnings per ordinary share

The calculation of basic earnings per share at 31 December 2014 was based on the profit attributable to owners of the Company and a weighted average number of ordinary shares outstanding calculated as follows:

	Group 2014 RM	Group 2013 RM
Profit for the year attributable to owners of the Company		
- Continuing operations	18,563,081	7,242,549
- Discontinued operations	1,931,970,584	54,172,901
	1,950,533,665	61,415,450

Weighted average number of ordinary shares

	Group 2014	Group 2013
Issued ordinary shares at 1 January	635,124,860	630,053,192
Effect of treasury shares held	(2,396,573)	(632,452)
Effect of share options issued on 1 March 2013	-	851,602
Effect of share options issued on 30 May 2013	-	1,621,693
Effect of share options issued on 18 July 2013	-	205,890
Effect of share options issued on 26 August 2013	-	44,575
Effect of share options issued on 11 December 2013	-	89,293
Effect of share options issued on 5 March 2014	2,428,307	-
Effect of share options issued on 12 March 2014	721,093	-
Effect of share options issued on 26 March 2014	4,619,178	-
Effect of share options issued on 5 June 2014	7,144,986	-
Effect of share options issued on 27 June 2014	25,444,384	-
Effect of share options issued on 11 July 2014	564,046	-
Weighted average number of ordinary shares at 31 December	673,650,281	632,233,793

	Group 2014	Group 2013
Basic earnings per ordinary share (sen)		
- from continuing operations	2.76	1.14
- from discontinued operations	286.79	8.57
	289.55	9.71

22. EARNINGS PER ORDINARY SHARE (CONT'D)

Diluted earnings per share

The calculation of diluted earnings per ordinary share at 31 December 2014 was based on profit attributable to owners of the Company and a weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares, calculated as follows:

	Group	
	2014	**2013**
	RM	**RM**
Profit for the year attributable to owners of the Company		
- Continuing operations	18,563,081	7,242,549
- Discontinued operations	1,931,970,584	54,172,901
	1,950,533,665	61,415,450
Weighted average number of ordinary shares at 31 December	673,650,281	632,233,793
Effect of share options on issue	-	10,971,948
Weighted average number of ordinary shares (diluted) at 31 December	673,650,281	643,205,741

The average market value of the Company's shares for purpose of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding.

	Group	
	2014	**2013**
Diluted earnings per share (sen)		
- from continuing operations	2.76	1.13
- from discontinued operations	286.79	8.42
	289.55	9.55

23. DIVIDENDS

Dividends recognised in the current year by the Company are:

	Sen per share	Total amount RM	Date of payment
2014			
Fourth interim 2013 single tier	1.75 per 10 sen share	11,181,659	27 March 2014
First interim 2014 single tier	1.75 per 10 sen share	11,503,985	3 July 2014
Final 2013 single tier	0.50 per 10 sen share	3,539,769	7 August 2014
Second interim 2014 single tier	1.75 per 10 sen share	12,350,873	18 September 2014
Third interim 2014 single tier	1.75 per 10 sen share	12,263,373	24 December 2014
Special dividend 2014 single tier	RM2.65 10 sen share	1,857,025,131	24 December 2014
Total amount		1,907,864,790	
2013			
Fourth interim 2012 single tier	1.75 per 20 sen share	5,518,720	29 March 2013
Final 2012 single tier	2.75 per 20 sen share	8,703,690	28 June 2013
First interim 2013 single tier	3.50 per 20 sen share	11,077,425	28 June 2013
Second interim 2013 single tier	1.75 per 10 sen share	11,087,525	27 September 2013
Third interim 2013 single tier	1.75 per 10 sen share	11,114,685	26 December 2013
Total amount		47,502,045	

The Company had on 24 February 2015 declared a fourth interim single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM12,250,000 in respect of the financial year ended 31 December 2014 which was paid on 27 March 2015. This dividend has not been accounted for in the financial statements.

The Directors recommend the payment of a final single tier dividend of 0.65 sen per ordinary share of RM0.10 each amounting to RM4,550,000 in respect of the financial year ended 31 December 2014. This is computed based on the outstanding issued and paid-up share capital as at 31 December 2014, and subject to the approval of shareholders at the forthcoming Annual General Meeting. The proposed final dividend has not been accounted for in the financial statements.

24. OPERATING SEGMENTS

In presenting information on the basis of operating segments, segment revenue is based on geographical location of customers. For each of the geographical segment, the Group's Chief Executive Officer reviews internal management reports at least on a quarterly basis. Segment assets are based on the geographical location of the assets. The amounts of non-current assets do not include financial instruments (including investments in associates and joint venture) and deferred tax assets.

The Group comprises the following main geographical segments:

Malaysia
Singapore
Philippines

Other non-reportable segments comprise the location of customers of the following countries:

Hong Kong, Indonesia, Japan, British Virgin Islands and India ("Others").

Segment assets

The total of segment asset is measured based on all assets of a segment, as included in the internal management reports that are reviewed by the Group's Chief Executive Officer.

Segment total asset is used to measure the return of assets of each segment.

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Chief Executive Officer. Hence, no disclosure is made on segment liability.

Segment capital expenditure

Segment capital expenditure is the total cost incurred during the financial year to acquire property and equipment, and intangible assets other than goodwill.

24. OPERATING SEGMENTS (CONT'D)

2014	Malaysia RM	Singapore RM	Philippines RM	Others RM	Eliminations RM	Consolidated RM
Geographical segments						
Revenue from external customers	1,408,556	46,853	-	1,088,605	-	2,544,014
Dividends	309,446,988	-	-	-	(290,452,596)	18,994,392
Investment distribution income	61,697	-	-	-	-	61,697
Revenue from continuing operations	310,917,241	46,853	-	1,088,605	(290,452,596)	21,600,103
Discontinued operations						
Revenue from discontinued operations	112,826,708	48,845,799	36,048,273	9,530,759	(42,600,614)	164,650,925
Revenue for the year	423,743,949	48,892,652	36,048,273	10,619,364	(333,053,210)	186,251,028
Segment results						
Results from operating activities	312,300,895	(1,731,768)	-	(723,947)	(298,307,978)	11,537,202
Interest income	5,904,011	-	-	20,006	-	5,924,017
Finance costs	-	-	-	(108)	-	(108)
Gain on financial assets classified as fair value through profit or loss	94,464	-	-	-	-	94,464
Gain on disposal of quoted investments	2,372,343	-	-	-	-	2,372,343
Impairment loss on investments in subsidiaries	(1,932,199)	-	-	-	1,932,199	-
Impairment loss on amounts due from subsidiaries	(4,785,760)	-	-	-	4,785,760	-
Impairment loss on other investments	-	-	-	(2,795,280)	-	(2,795,280)
Amounts due from a joint venture written off	(4,174,145)	-	-	-	-	(4,174,145)
Share of profit of equity accounted associates	7,937,586	-	-	-	-	7,937,586
Profit before tax	317,717,195	(1,731,768)	-	(3,499,329)	(291,590,019)	20,896,079
Income tax expense	(2,446,019)	-	-	(5,562)	-	(2,451,581)
Profit from continuing operations	315,271,176	(1,731,768)	-	(3,504,891)	(291,590,019)	18,444,498
Discontinued operations						
Profit from discontinued operations, net of tax	30,658,040	67,355,386	12,417,968	944,622	(57,293,809)	54,082,207
Gain on disposal of subsidiary	1,881,219,530	-	-	-	-	1,881,219,530
Profit for the year	2,227,148,746	65,623,618	12,417,968	(2,560,269)	(348,883,828)	1,953,746,235

24. OPERATING SEGMENTS (CONT'D)

2014	Malaysia RM	Singapore RM	Philippines RM	Others RM	Eliminations RM	Consolidated RM
Segment assets						
- Continuing operations	298,843,260	349,278	-	1,186,180	-	300,378,718
Included in the measure of segment assets are:						
Continuing operations						
Investments in associates	94,541,629	-	-	-	-	94,541,629
Non-current assets other than financial instruments and deferred tax assets	14,770,653	37	-	2,410	-	14,773,100
Additions to non-current assets other than financial instruments and deferred tax assets	247,342	-	-	-	-	247,342
Depreciation of property and equipment	219,428	434	-	1,691	-	221,553
Discontinued operation						
Depreciation of property and equipment	1,793,642	91,080	275,234	370,449	-	2,530,405

24. OPERATING SEGMENTS (CONT'D)

2013	Malaysia RM	Singapore RM	Philippines RM	Others RM	Eliminations RM	Consolidated RM
Geographical segments						
Revenue from external customers	1,726,424	886,480	-	1,646,882	-	4,259,786
Dividends	88,747,119	-	-	-	(84,682,692)	4,064,427
Investment distribution income	236,060	-	-	-	-	236,060
Revenue from continuing operations	90,709,603	886,480	-	1,646,882	(84,682,692)	8,560,273
Discontinued operations						
Revenue from discontinued operations	121,651,259	47,369,135	36,600,377	9,235,676	(45,760,883)	169,095,564
Revenue for the year	212,360,862	48,255,615	36,600,377	10,882,558	(130,443,575)	177,655,837
Segment results						
Results from operating activities	88,572,920	105,331	-	(381,485)	(84,460,817)	3,835,949
Interest income	52,078	-	-	69,007	-	121,085
Finance costs	-	-	-	(2,679)	-	(2,679)
Loss on changes of interest in an associate	(1,678,516)	-	-	-	-	(1,678,516)
Loss on financial assets classified as fair value through profit or loss	(860,148)	-	-	-	-	(860,148)
Share of profit of equity accounted associates	6,302,362	-	-	-	-	6,302,362
Share of loss of a joint venture	(70,176)	-	-	-	-	(70,176)
Profit before tax	92,318,520	105,331	-	(315,157)	(84,460,817)	7,647,877
Income tax expense	(403,550)	-	-	(5,826)	-	(409,376)
Profit from continuing operations	91,914,970	105,331	-	(320,983)	(84,460,817)	7,238,501
Discontinued operations						
Profit from discontinued operations, net of tax	36,282,963	80,340,200	10,906,005	527,139	(69,312,348)	58,743,959
Profit for the year	128,197,933	80,445,531	10,906,005	206,156	(153,773,165)	65,982,460

24. OPERATING SEGMENTS (CONT'D)

2013	Malaysia RM	Singapore RM	Philippines RM	Others RM	Eliminations RM	Consolidated RM
Segment assets						
- Continuing operations	175,839,705	769,650	-	2,582,818	-	179,192,173
- Discontinued operations	47,858,611	36,478,694	46,101,073	5,577,192	-	136,015,570
	223,698,316	37,248,344	46,101,073	8,160,010	-	315,207,743
Included in the measure of segment assets are:						
Continuing operations						
Investments in associates	91,285,688	-	-	-	-	91,285,688
Non-current assets other than financial instruments and deferred tax assets	14,743,049	472	-	3,995	-	14,747,516
Additions to non-current assets other than financial instruments and deferred tax assets	6,600	-	-	1,581	-	8,181
Depreciation of property and equipment	120,964	424	-	1,533	-	122,921
Discontinued operation						
Non-current assets other than financial instruments and deferred tax assets	4,155,721	220,772	1,353,626	575,266	-	6,305,385
Additions to non-current assets other than financial instruments and deferred tax assets	2,978,304	100,384	245,773	547,430	-	3,871,891
Depreciation of property and equipment	1,870,750	129,227	359,870	288,105	-	2,647,952

25. FINANCIAL INSTRUMENTS

25.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

(a) Loans and receivables ("L&R");
(b) Fair value through profit or loss ("FVTPL") – Held for trading ("HFT");
(c) Available-for-sale financial assets ("AFS"); and
(d) Other financial liabilities measured at amortised cost ("OL").

2014	**Carrying amount RM**	**L&R RM**	**FVTPL -HFT RM**	**AFS RM**
Financial assets				
Group				
Other investments	53,566,536	-	2,103,228	51,463,308
Trade, other receivables and other assets (excluding prepayment)	1,416,116	1,416,116	-	-
Cash and cash equivalents	135,932,869	135,932,869	-	-
	190,915,521	137,348,985	2,103,228	51,463,308
Company				
Other investments	53,566,536	-	2,103,228	51,463,308
Trade, other receivables and other assets (excluding prepayment)	976,349	976,349	-	-
Cash and cash equivalents	134,976,003	134,976,003	-	-
	189,518,888	135,952,352	2,103,228	51,463,308

2014	**Carrying amount RM**	**OL RM**
Financial liabilities		
Group		
Trade and other payables	(24,150,593)	(24,150,593)
Company		
Trade and other payables	(23,065,427)	(23,065,427)

25. FINANCIAL INSTRUMENTS (CONT'D)

25.1 Categories of financial instruments (cont'd)

2013	**Carrying amount RM**	**L&R RM**	**FVTPL -HFT RM**	**AFS RM**
Financial assets				
Group				
Other investments	68,120,470	-	12,124,811	55,995,659
Trade, other receivables and other assets (excluding prepayment)	1,266,398	1,266,398	-	-
Cash and cash equivalents	3,648,245	3,648,245	-	-
	73,035,113	4,914,643	12,124,811	55,995,659
Company				
Other investments	68,120,470	-	12,124,811	55,995,659
Trade, other receivables and other assets (excluding prepayment)	81,868,542	81,868,542	-	-
Cash and cash equivalents	1,023,850	1,023,850	-	-
	151,012,862	82,892,392	12,124,811	55,995,659

2013	**Carrying amount RM**	**OL RM**
Financial liabilities		
Group		
Loan and borrowing	(43,945)	(43,945)
Trade and other payables	(863,464)	(863,464)
	(907,409)	(907,409)
Company		
Trade and other payables	(29,157,203)	(29,157,203)

25. FINANCIAL INSTRUMENTS (CONT'D)

25.2 Net gains and losses arising from financial instruments

	Group		Company	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Net gains/(losses) on:				
Fair value through profit or loss				
- held for trading	94,464	(860,148)	94,464	(860,148)
Available-for-sale financial assets				
- recognised in other comprehensive income	(9,822,726)	13,269,000	(9,822,726)	13,269,000
- recognised in profit or loss	(2,795,280)	-	(2,795,280)	-
- reclassified from equity to profit or loss	2,372,343	-	2,372,343	-
	(10,245,663)	13,269,000	(10,245,663)	13,269,000
Loans and receivables	2,218,436	(25,768)	(2,642,190)	60,225
Other liabilities	(108)	(2,679)	-	-
	(7,932,871)	12,380,405	(12,793,389)	12,469,077

25.3 Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

25.4 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers. The Company's exposure to credit risk arises principally from trade receivables, advances to subsidiaries and financial guarantees given to banks for credit facilities granted to a subsidiary.

Receivables

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.4 Credit risk (cont'd)

Receivables (cont'd)

Exposure to credit risk and credit quality

As at the end of the reporting period, the maximum exposure to credit risk arising from receivables is represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 180 days, which are deemed to have higher credit risk, are monitored individually.

The exposure of credit risk for trade receivables as at the end of the reporting period by geographic region was:

	Group	
	2014 RM	2013 RM
Malaysia	376,225	500,336
Singapore	-	70,740
Others	98,230	166,269
	474,455	737,345

The Group and Company maintains an ageing analysis in respect of trade receivables only. The ageing of trade receivables as at the end of the reporting period was:

Group	Gross RM	Impairment losses RM	Net RM
2014			
Not past due	273,424	-	273,424
Past due 1 - 30 days	121,415	(37,563)	83,852
Past due 31 - 180 days	111,087	-	111,087
Past due more than 180 days	34,304	(28,212)	6,092
	540,230	(65,775)	474,455
2013			
Not past due	255,611	(908)	254,703
Past due 1 - 30 days	193,382	(37,563)	155,819
Past due 31 - 180 days	326,883	-	326,883
Past due more than 180 days	60,153	(60,213)	(60)
	836,029	(98,684)	737,345

25. FINANCIAL INSTRUMENTS (CONT'D)

25.4 Credit risk (cont'd)

Receivables (cont'd)

Exposure to credit risk and credit quality (cont'd)

Company	Gross RM	Impairment losses RM	Net RM
2014			
Not past due	172,482	-	172,482
Past due 1 - 30 days	64,034	-	64,034
Past due 31 - 180 days	76,320	-	76,320
Past due more than 180 days	5,300	(5,300)	-
	318,136	(5,300)	312,836
2013			
Not past due	66,886	-	66,886
Past due 1 - 30 days	96,133	-	96,133
Past due 31 - 180 days	109,780	-	109,780
Past due more than 180 days	(60)	-	(60)
	272,739	-	272,739

The movements in the allowance for impairment losses of trade receivables during the financial year were:

	Group		Company	
	2014 RM	2013 RM	2014 RM	2013 RM
At 1 January	98,684	646,259	-	74,073
Transfer to assets held for sale	-	(449,968)	-	-
Impairment loss recognised	6,847	41,553	5,300	-
Impairment loss reversed	(39,756)	(91,430)	-	(74,073)
Impairment loss written off	-	(47,730)	-	-
At 31 December	65,775	98,684	5,300	-

The allowance account in respect of trade receivables is used to record impairment losses. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.4 Credit risk (cont'd)

Investments and other financial assets

Risk management objectives, policies and processes for managing the risk

Investments are allowed only in liquid securities and only with counterparties that have a credit rating equal to or better than the Group.

Exposure to credit risk and credit quality

As at the end of the reporting period, the Group has invested in domestic and overseas securities. The maximum exposure to the credit risk is represented by the carrying amounts in the statements of financial position.

In view of the sound credit rating of counterparties, management does not expect any counterparty to fail to meet its obligations.

The investments and other financial assets are unsecured.

Inter company balances

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured advances to subsidiaries. The Company monitors the results of the subsidiaries regularly.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

25.5 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loan and borrowing.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.5 Liquidity risk (cont'd)

Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

Group	Carrying amount RM	Contractual interest rate	Contractual cash flows RM	Within 1 year RM	1 - 5 years RM
2014					
Non-derivative financial liabilities					
Trade and other payables	24,150,593	-	24,150,593	24,150,593	-
2013					
Non-derivative financial liabilities					
Unsecured bank loan ("JPY")	43,945	2.5%	45,044	45,044	-
Trade and other payables	863,464		863,464	863,464	-
	907,409		908,508	908,508	-
Company					
2014					
Non-derivative financial liabilities					
Trade and other payables	23,065,427	-	23,065,427	23,065,427	-
2013					
Non-derivative financial liabilities					
Trade and other payables	29,157,203	-	29,157,203	29,157,203	-

25.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices will affect the Group's financial position or cash flows.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.6 Market risk (cont'd)

25.6.1 Currency risk

The Group is exposed to foreign currency risk on sales that are denominated in a currency other than the respective functional currencies of Group entities. The currency giving rise to this risk is primarily U.S. Dollar ("USD"). The Group does not hedge its currency risk.

Exposure to foreign currency risk

The Group's exposure to foreign currency (a currency which is other than the currency of the Group entities) risk, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Trade receivables ("USD")	-	5,794	-	5,794
Exposure in the statements of financial position	-	5,794	-	5,794

Currency risk sensitivity analysis

Foreign currency risk arises from Group entities which have a RM functional currency. The exposure to currency risk of Group entities which do not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

A 10% (2013: 10%) strengthening of the RM against the USD at the end of the reporting period would have increased/(decreased) equity and post-tax profit by the amounts shown below. This analysis is based on foreign currency exchange rate variance that the Group considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant.

	2014		2013	
	Equity RM	**Profit or loss RM**	**Equity RM**	**Profit or loss RM**
Group				
USD	-	-	(435)	(435)
Company				
USD	-	-	(435)	(435)

25. FINANCIAL INSTRUMENTS (CONT'D)

25.6 Market risk (cont'd)

25.6.1 Currency risk (cont'd)

Currency risk sensitivity analysis (cont'd)

A 10% (2013: 10%) weakening of RM against the USD at the end of the reporting period would have had equal but opposite effect on the USD to the amounts shown above, on the basis that all other variables remained constant.

25.6.2 Interest rate risk

The Group's and the Company's exposure to interest rate risk arises from interest-bearing borrowings and interest-earning assets respectively. The borrowings which have been taken to finance the working capital of subsidiary is subject to fixed interest rates. The Group does not hedge its interest rate risk. Investment in equity securities and short term receivables and payables are not significantly exposed to interest rate risk.

Deposits are placed with licensed banks with varying maturity dates.

Exposure to interest rate risk

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM	**RM**	**RM**	**RM**
Fixed rate instruments				
Financial assets				
Deposits with licensed banks	25,674,074	1,003,253	25,500,000	-
Financial liabilities				
Unsecured bank loan ("JPY")	-	(43,945)	-	-

Interest rate risk sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.6 Market risk (cont'd)

25.6.3 Other price risk

Other price risk arises from the Group's quoted investments.

Risk management objectives, policies and processes for managing the risk

Management of the Group monitors the quoted investments on a portfolio basis. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

Equity price risk sensitivity analysis

This analysis assumes that all other variables remain constant and the Group's short term and long term quoted investments moved in correlation with the stock exchange of Malaysia, Singapore and Hong Kong.

A 10% (2013: 10%) strengthening in the abovementioned stock exchanges and financial markets at the end of the reporting period would result in the following impact to equity and profit and loss:

	2014		2013	
	Equity RM	Profit or loss RM	Equity RM	Profit or loss RM
Group				
Long term other investments	5,146,331	-	5,026,637	-
Short term other investments	210,323	210,323	1,212,481	1,212,481
Company				
Long term other investments	5,146,331	-	5,026,637	-
Short term other investments	210,323	210,323	1,212,481	1,212,481

A 10% (2013: 10%) weakening in the abovementioned stock exchanges and financial markets would have had equal but opposite effect on equity and profit or loss respectively.

25. FINANCIAL INSTRUMENTS (CONT'D)

25.7 Fair value information

The carrying amounts of cash and cash equivalents, short term receivables and payables and short term borrowings approximate their fair values due to the relatively short term nature of these financial instruments.

The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair value and carrying amounts shown in the statement of financial position.

25.7.1 Fair value hierarchy

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
2014	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Group										
Financial assets										
Investments in quoted shares	53,566,536	-	-	53,566,536	-	-	-	-	53,566,536	53,566,536
2014										
Company										
Financial assets										
Investments in quoted shares	53,566,536	-	-	53,566,536	-	-	-	-	53,566,536	53,566,536

25. FINANCIAL INSTRUMENTS (CONT'D)

25.7.1 Fair value hierarchy (cont'd)

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
2013	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Group										
Financial assets										
Investments in quoted shares	68,120,470	-	-	68,120,470	-	-	-	-	68,120,470	68,120,470
2013										
Company										
Financial assets										
Investments in quoted shares	68,120,470	-	-	68,120,470	-	-	-	-	68,120,470	68,120,470

25. FINANCIAL INSTRUMENTS (CONT'D)

25.7.1 Fair value hierarchy (continued)

Policy on transfer between levels
The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Level 1 fair value
Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

Level 2 fair value
Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

Transfer between Level 1 and Level 2 fair values
There has been no transfer between Level 1 and Level 2 fair values during the financial year. (2013: no transfer in either direction)

Level 3 fair value
Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities.

In the previous year, the loans and borrowings used the discounted cashflow method to arrive at the fair value.

26. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Directors monitor and determine to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

27. CAPITAL COMMITMENTS

	Group		Company	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Property and equipment				
Contracted but not provided for:	69,438	578,849	69,438	7,437
Investments in subsidiaries				
Authorised but not contracted for:	-	135,471,838	-	-

28. CONTINGENT LIABILITIES – UNSECURED

	Group 2014 RM	Group 2013 RM
A former director of a subsidiary has filed a legal suit against the subsidiary for alleged wrongful dismissal. On 15 April 2015, a judgment requiring the subsidiary to pay JPY29 million with interest at a rate of 5% per annum from 3 May 2013, was awarded in favour of the former director. In the Directors' opinion, disclosure of any further information about the above matter would be prejudicial to the interests of the Group as the subsidiary intends to file an appeal.	973,000	-

29. RELATED PARTIES

Identity of related parties

For the purpose of these financial statements, parties are considered to be related to the Group if the Group or 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 Group or the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

The Group has related party relationship with its associates, subsidiaries and key management personnel.

Significant related party transactions

Related party transactions have been entered into the normal course of business under normal trade terms. The significant related party transactions of the Group and the Company, other than key management personnel compensation (see Note 19), are as follows:

	Transactions value year ended 31 December 2014 RM	2013 RM
Group		
Associate		
Sale of services	(204,725)	(130,115)
Company		
Subsidiaries		
Technical and management services charges	85,725	206,283
Rental expense	300	1,800
Rental income	(1,164,796)	(50,400)
Associate		
Sale of services	(92,225)	(35,000)

Balances with subsidiaries are as disclosed in Note 8 and Note 14.

30. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(a) On 9 January 2014, JobStreet.com Pte. Ltd. ("JSPL") entered into a conditional Share Sale Agreement with the non-controlling interest of JS Vietnam Holdings Pte. Ltd. ("JSVNH") to acquire 190,000 ordinary shares representing 19% of the issued and paid-up share capital of JSVNH, for a consideration of RM1,195,838, to be satisfied entirely via the allotment and issuance of 522,200 new ordinary shares in the Company. The transaction was completed on 17 March 2014.

(b) On 13 January 2014, JSPL entered into a conditional share sale agreement with the non-controlling interest of PT JobStreet Indonesia ("PTJS") to acquire 160 ordinary shares of USD1,000 each representing 40% of the total issued and paid-up share capital of PTJS, for a purchase price of RM13,740,000, to be satisfied entirely via the allotment and issuance of 6,000,000 new ordinary shares in the Company. The transaction was completed on 28 March 2014.

(c) On 4 February 2014, the Board of Directors of the Company announced the proposed reorganisation of the Group's structure with the proposed transfer of the shareholdings in Enerpro Pte. Ltd. ("Enerpro") and JobStreet.com India Private Limited ("JS India") held by JSPL to the Company at their respective book values as at 31 December 2013. The re-organisation was completed on 5 March 2014.

(d) On 19 February 2014, the Board of Directors of the Company announced the:-

(i) Proposed acquisition by JSPL from the non-controlling interest of JobStreet.com Philippines, Inc. ("JSPH") of the remaining 40% equity interest in JSPH, for a purchase price of RM120,536,000 to be satisfied entirely via the allotment and issuance of 49,400,000 new ordinary shares in the Company. The transaction was completed on 30 June 2014.

(ii) Conditional share sale agreement ("SSA") entered with SEEK Asia Investments Pte. Ltd. ("Seek Asia") for the disposal of its online job portal business for an aggregate consideration of RM1,730,000,000. The proposal involved the disposal of the entire equity interests in JSPL and its subsidiaries (other than Enerpro Pte. Ltd. and JobStreet.com India Pvt. Ltd.) and Agensi Pekerjaan JS Staffing Services Sdn. Bhd. ("Proposed Disposals").

(iii) Proposed distribution of approximately RM1,700,000,000 via a special cash dividend to the owners of the Company ("Proposed Distribution").

((i), (ii) and (iii) collectively known as the "Proposals")

The Proposals were approved by the shareholders at an Extraordinary General Meeting held on 14 May 2014.

On 19 August 2014, the Board of Directors of the Company announced that the Company, SEEK Asia and SEEK Limited had via an amendment letter ("Amendment Letter") agreed to revise the consideration for the Proposed Disposals to RM1,890,000,000 ("the Amended Disposal Consideration"). Following the disposal, the Board had proposed to distribute to shareholders a special cash dividend of RM2.65 per ordinary share ("Special Dividend").

30. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

On 20 November 2014, the Board of Directors of the Company announced that a total amount of RM1,562,800,000 had been paid by SEEK Asia to the Company in accordance with the SSA and the Amendment Letter. The balance of RM369,900,000, being the Set-Off Amount, would be set-off against the special cash dividend payable to Seek International Investment Pty. Ltd. who is a shareholder of the Company. In view of the above, the Proposed Disposals was completed on 20 November 2014 ("Closing") and subsequent to Closing, there would be a final settlement between the Company and SEEK Asia which would be determined and agreed between the parties ("Closing Date Financial Adjustment"). At the date of this report, the Closing Date Financial Adjustment has yet to be completed.

The Special Dividend was paid to shareholders on 24 December 2014.

31. SUBSEQUENT EVENTS

On 30 January 2015, the Board of Directors of the Company announced that the Company proposes to consolidate every five (5) ordinary shares of RM0.10 each in the Company into one (1) new ordinary share of RM0.50 each ("Proposed Share Consolidation"). The Proposed Share Consolidation has been approved by the shareholders at the Extraordinary General Meeting dated 20 April 2015.

32. SUPPLEMENTARY INFORMATION ON THE BREAKDOWN OF REALISED AND UNREALISED PROFITS OR LOSSES

The breakdown of the retained earnings of the Group and of the Company as at 31 December, into realised and unrealised profits, pursuant to Paragraphs 2.06 and 2.23 of Bursa Malaysia Main Market Listing Requirements, are as follows:

	Group		Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Total retained earnings of the Company and its subsidiaries				
- realised	34,270,968	126,697,304	52,311,027	132,404,571
- unrealised	(115,442)	10,410,540	69,437	(590,018)
	34,155,526	137,107,844	52,380,464	131,814,553
Total share of retained earnings of associated companies:				
- realised	5,742,635	2,765,264	-	-
- unrealised	(5,605)	(103,161)	-	-
	5,737,030	139,769,947	52,380,464	131,814,553
Total share of accumulated losses of joint venture:				
- realised	(3,155,674)	(3,155,674)	-	-
	36,736,882	136,614,273	52,380,464	131,814,553
Add: Consolidation adjustments	22,754,044	12,276,966	-	-
Total retained earnings	59,490,926	148,891,239	52,380,464	131,814,553

The determination of realised and unrealised profits is based on the Guidance of 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,* issued by Malaysian Institute of Accountants on 20 December 2010.

STATEMENT BY DIRECTORS

pursuant to Section 169(15) of the Companies Act, 1965

In the opinion of the Directors, the financial statements set out on pages 34 to 111 are 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 of 31 December 2014 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 32 on page 112 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.

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

NG KAY YIP

LIM CHAO LI

Date: 20 April 2015

STATUTORY DECLARATION

pursuant to Section 169(16) of the Companies Act, 1965

I, **Gregory Charles Poarch**, the officer primarily responsible for the financial management of JobStreet Corporation Berhad, do solemnly and sincerely declare that the financial statements set out on pages 34 to 112 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 above named in Kuala Lumpur on 20 April 2015.

GREGORY CHARLES POARCH

Before me:

Commissioner of Oaths

INDEPENDENT AUDITORS' REPORT

to the members of **JobStreet Corporation Berhad** (Company No. 641378-W) (Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Jobstreet Corporation Berhad, which comprise the statements of financial position as at 31 December 2014 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 34 to 111.

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 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 2014 and of their financial performance and cash flows for the 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 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 accounts and auditors' reports of all the subsidiaries of which we have not acted as auditors, which is indicated in Note 4 to the financial statements.

(c) We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes 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 material adverse comment made under Section 174 (3) of the Act.

Other Reporting Responsibilities

Our audit was made for the purpose of forming an opinion on the financial statements taken as a whole. The information set out in Note 32 on page 112 to the financial statements has been compiled by the Company as required by the Bursa Malaysia Securities Berhad Listing Requirements and is not required by the Malaysian Financial Reporting Standards or International Financial Reporting Standards. We have extended our audit procedures to report on the process of compilation of such information. In our opinion, the information has been properly compiled, in all material aspects, 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.

Other Matters

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.

KPMG
Firm Number: AF 0758
Chartered Accountants

Abdullah Abu Samah
Approval Number: 2013/06/16(J)
Chartered Accountant

Petaling Jaya,

Date: 20 April 2015

LIST OF PROPERTIES

Location	Description	Existing Use	Age of Building (Years)	Built-Up Area (Sq m)	Tenure	Net Book Value as at 31.12.2014 (RM)	Date of Acquisition
Wisma JobStreet.com No. 27, Lorong Medan Tuanku 1, Off Jalan Sultan Ismail, 50300 Kuala Lumpur	8-storey office building with basement	JobStreet's Head Office	30	3,917	Freehold	13,626,098	6.12.2005
19, Jalan Sasa 3, Taman Gaya, 81800 Ulu Tiram, Johor Darul Takzim	2-storey shop office	Sales office	7	357	Freehold	334,973	19.5.2006

ANALYSIS OF SHAREHOLDING
as at 11 May 2015

Authorised Capital	:	RM100,000,000.00
Issued And Paid-up Capital	:	RM70,000,000.00
Class of Share	:	Ordinary shares of RM0.50 each
Voting Right	:	One vote per ordinary share held

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
Less than 100 shares	264	7.97	11,521	0.01
100 – 1,000 shares	1,129	34.07	668,184	0.48
1,001 – 10,000 shares	1,537	46.38	6,097,989	4.36
10,001 – 100,000 shares	313	9.44	9,169,737	6.55
100,001 to less than 5% of issued shares	66	1.99	52,025,053	37.16
5% and above of issued shares	5	0.15	72,027,516	51.45
Total	**3,314**	**100.00**	**140,000,000**	**100.00**

SUBSTANTIAL SHAREHOLDERS
(As per register of substantial shareholders)

	No. of Shares Held			
Name	**Direct**	**%**	**Indirect**	**%**
SEEK International Investments Pty Ltd	28,205,314	20.15	-	-
Chang Mun Kee	12,920,150	9.23	2,600,000*	1.86
Wong Siew Hui	12,200,626	8.71	-	-
JG Summit Philippines, Ltd	9,880,000	7.06	-	-
Ng Kay Yip	10,709,324	7.65	-	-
Lim Chao Li	9,713,226	6.94	-	-

* Registered in the name of HSBC Trustee (S) Ltd for Voyager Asset Limited, the trustee of a discretionary trust for estate planning purposes, the beneficiaries of which are members of Mr. Chang Mun Kee's family and himself.

DIRECTORS' SHAREHOLDINGS

(As per register of directors' shareholdings)

	No. of Shares Held			
Name of Directors	**Direct**	**%**	**Indirect**	**%**
Datuk Ali bin Abdul Kadir	740,000	0.53	42,000 *	0.03
Tan Sri Dato' Dr Lin See Yan	1,400,000	1.00	-	-
Chang Mun Kee	12,920,150	9.23	2,600,000**	1.86
Lim Chao Li	9,713,226	6.94	-	-
Ng Kay Yip	10,709,324	7.65	-	-

Note : * Deemed interested by virtue of Section 6A(4) of the Companies Act, 1965.

** Registered in the name of HSBC Trustee (S) Ltd for Voyager Asset Limited, the trustee of a discretionary trust for estate planning purposes, the beneficiaries of which are members of Mr. Chang Mun Kee's family and himself.

30 LARGEST SHAREHOLDERS

	Name	No. of Shares Held	%
1.	HSBC Nominees (Asing) Sdn Bhd *SEEK International Investments Pty Ltd*	28,205,314	20.15
2.	Citigroup Nominees (Tempatan) Sdn Bhd *Chang Mun Kee*	12,920,150	9.23
3.	Wong Siew Hui	12,200,626	8.71
4.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for Credit Suisse (SG BR-TST-ASING)*	10,388,200	7.42
5.	Lim Chao Li	8,313,226	5.94
6.	Ng Kay Yip	5,409,324	3.86
7.	Citigroup Nominees (Tempatan) Sdn Bhd *UBS AG Singapore for Ng Kay Yip*	5,280,000	3.77
8.	Suresh A/L Thirugnanam	3,466,164	2.48
9.	CIMSEC Nominees (Tempatan) Sdn Bhd *CIMB for Chew Siow Lee*	3,421,870	2.44
10.	Citigroup Nominees (Asing) Sdn Bhd *PLL for Acacia Institutional Partners LP*	3,080,700	2.20
11.	Cartaban Nominees (Asing) Sdn Bhd *BBH (LUX) SCA for Fidelity Funds Asean*	3,031,160	2.17
12.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for the Hongkong and Shanghai Banking Corporation Limited (HBAP-SGDIV-ACCL)*	2,800,000	2.00
13.	Chong Ah Suan	2,315,000	1.65

30 LARGEST SHAREHOLDERS (CONT'D)

	Name	No. of Shares Held	%
14.	Citigroup Nominees (Asing) Sdn Bhd *PLL for Acacia Conservation Fund (Offshore) Ltd*	1,756,380	1.25
15.	Citigroup Nominees (Tempatan) Sdn Bhd *UBS AG Singapore for Lim Chao Li*	1,400,000	1.00
16.	Lin Hai Moh @ Lin See Yan	1,340,000	0.96
17.	RHB Nominees (Asing) Sdn Bhd *Exempt AN for PT Sinar Mas Multiartha TBK*	1,200,000	0.86
18.	Yeoh Liew Se	1,000,000	0.71
19.	Lee Sau Eng	915,600	0.65
20.	Lim Gaik Bway @ Lim Chiew Ah	855,000	0.61
21.	CIMSEC Nominees (Tempatan) Sdn Bhd *CIMB Bank for Suresh A/L Thirugnanam (MY0526)*	760,000	0.54
22.	Cartaban Nominees (Asing) Sdn Bhd *BBH (LUX) SCA for Fidelity Funds Malaysia*	711,200	0.51
23.	DB (Malaysia) Nominee (Asing) Sdn Bhd Exempt AN for Deutsche Bank AG London (Prime Brokerage)	689,620	0.49
24.	Ng Kay Ian	651,558	0.47
25.	DB (Malaysia) Nominee (Asing) Sdn Bhd *SSBT Fund WTAU for Wisdomtree Emerging Markets Smallcap Dividend Fund*	624,020	0.45
26.	JF Apex Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Lim Gaik Bway @ Lim Chiew Ah (Margin)*	600,000	0.43
27.	AmBank (M) Berhad *Pledged Securities Account for Ali bin Abdul Kadir (Smart)*	592,000	0.42
28.	TMF Trustees Malaysia Berhad *JPOS Trust*	506,000	0.36
29.	Yeoh Phaik Seok	494,800	0.35
30.	Maybank Nominees (Tempatan) Sdn Bhd *Lu Yeep Hing*	419,500	0.30

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of JOBSTREET CORPORATION BERHAD will be held and convened at 3rd Floor, Wisma JobStreet.com, No. 27, Lorong Medan Tuanku 1, (Off Jalan Sultan Ismail), 50300 Kuala Lumpur on Tuesday, 23 June 2015 at 3.00 p.m. to transact the following businesses:-

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.

(Please refer to Note 1 of the Explanatory Notes)

2. To approve the payment of Final Dividend of 3.25 sen per ordinary share of RM0.50 each under single-tier system in respect of the financial year ended 31 December 2014

Ordinary Resolution 1

3. To approve the Directors' Fees of RM217,500.00 for the financial year ended 31 December 2014 and the payment thereof.

Ordinary Resolution 2

4. To re-elect Mr Chang Mun Kee who is retiring under Article 85 of the Articles of Association of the Company.

Ordinary Resolution 3

Tan Sri Dato' Dr Lin See Yan, who retires in accordance with Article 129(6) of the Companies Act, 1965, has expressed his intention not to seek re-appointment at the Eleventh Annual General Meeting and will retain office until the conclusion of the Eleventh Annual General Meeting.

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

Ordinary Resolution 4

As Special Business

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

6. Proposed Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting 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 ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."

Ordinary Resolution 5

7. Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of the Issued and Paid-Up Share Capital ("Proposed Share Buy-Back")

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by law, to make purchases of ordinary shares comprised in the Company's issued and paid-up share capital, such purchases to be made through Bursa Securities and to take all such steps as necessary (including opening and maintaining of a central depositories account under the Securities Industry (Central Depository) Act, 1991) and enter into any agreements, arrangements, and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities from time to time subject further to the following:

(i) the maximum aggregate number of ordinary shares of RM0.50 each in the Company ("JCB Shares") which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company, subject to the provisions of the Listing Requirements;

(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the JCB Shares under the Proposed Share Buy-Back shall not exceed the retained profits and/or share premium account of the Company for the time being. Based on the audited financial statements of the Company for the financial year ended 31 December 2014, the audited retained profits and share premium account of the Company stood at approximately RM52.38 million and RM143.42 respectively;

(iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority;

(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

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

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the JCB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority; and

upon the purchase(s) of the JCB Shares by the Company, the Directors of the Company be and are hereby authorised to cancel any portion or all of the JCB Shares so purchased or to retain the JCB Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled or to retain part of the JCB Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the purchase(s) of the JCB Shares by the Company with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the JCB Shares."

Ordinary Resolution 6

8. **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 2.4 of Part B of the Circular to Shareholders dated 29 May 2015 with the related party mentioned therein which are necessary for the JCB's day-to-day operations, subject further to the following:-

(i) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

(ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

AND THAT such approval shall continue to be in force until:-

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or

(iii) revoked or varied by the Company in a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

Ordinary Resolution 7

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Eleventh Annual General Meeting to be held on Tuesday, 23 June 2015, a Final Dividend of 3.25 sen per ordinary share of RM0.50 each under single-tier system in respect of the financial year ended 31 December 2014 will be paid to shareholders on 23 July 2015. The entitlement date for the said dividend shall be on 7 July 2015.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

(a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 7 July 2015 in respect of the transfers; and

(b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
CHOONG LEE WAH (MAICSA 7019418)
Secretaries

Selangor Darul Ehsan
Date: 29 May 2015

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.

2. Where a member appoints two (2) proxies, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.

3. Where a member is an exempt authorised nominee which holds 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.

4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.

5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Share Registrar Office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting.

6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

EXPLANATORY NOTES ON THE SPECIAL BUSINESS

1. To receive the Audited Financial Statements

Agenda item no. 1 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**.

2. Ordinary Resolution 5 on the Proposed Renewal of Authority under Section 132D of the Companies Act, 1965, for the Directors to issue shares.

The Company had, during its Tenth Annual General Meeting ("AGM") held on 25 June 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act.

The Ordinary Resolution 5 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. 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 AGM.

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 acquisitions.

3. Ordinary Resolution 6 on the Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of the Issued and Paid-Up Share Capital

The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of JCB Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the Eleventh AGM is required by law to be held.

Further information on the Proposed Share Buy-Back is set out in the Share Buy-Back Statement of the Company dated 29 May 2015 which was despatched together with this Annual Report.

4. Ordinary Resolution No. 7 on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 7 proposed under item 8 of the Agenda, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Personal data privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

PROXY FORM

JOBSTREET CORPORATION BERHAD

(Company No. 641378-W)

(Incorporated in Malaysia)

CDS Account No.
No. of shares held

I/We, ...NRIC No. / Company No.: ....
of ....
being a member(s) of JOBSTREET CORPORATION BERHAD, hereby appoint
....
of ……..
or failing him/her, ...
of ....
or failing him/her, *the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Eleventh Annual General Meeting of the Company to be held at 3rd Floor, Wisma JobStreet.com, No. 27, Lorong Medan Tuanku 1, (Off Jalan Sultan Ismail), 50300 Kuala Lumpur on Tuesday, 23 June 2015 at 3.00 p.m. and at any adjournment thereof in respect of my/our shareholding in the manner indicated below:-

** Please delete the words "Chairman of the Meeting" if you wish to appoint some other person to be your proxy.*

No.	Resolution	For	Against
Ordinary Resolution 1	Approval of the payment of Final Dividend of 3.25 sen per ordinary share of RM 0.50 each under single-tier system in respect of the financial year ended 31 December 2014		
Ordinary Resolution 2	Approval of the Directors' Fees of RM217,500.00 for the financial year ended 31 December 2014 and payment thereof		
Ordinary Resolution 3	Re-election of Mr Chang Mun Kee as Director pursuant to Article 85 of the Articles of Association of the Company		
Ordinary Resolution 4	Re-appointment of Messrs KPMG as Auditors		
Ordinary Resolution 5	Proposed Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares		
Ordinary Resolution 6	Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares		
Ordinary Resolution 7	Proposed Shareholders' Mandate for 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 .... 2015.

The proportions of my/our holding to be represented by my/our proxies are as follows:

1st proxy		%
2nd proxy		%
TOTAL	100	%

…………………….....................................…

Signature/Common Seal of Shareholder

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. Where a member appoints two (2) proxies, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
3. Where a member is an exempt authorised nominee which holds 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.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Share Registrar Office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Personal Data Privacy:
By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 29 May 2015.

Please fold here

Stamp

The Share Registrar

JOBSTREET CORPORATION BERHAD

(Company No.: 641378-W)

Lot 6.05, Level 6, KPMG Tower

8 First Avenue

Bandar Utama

47800 Petaling Jaya

Selangor Darul Ehsan

Please fold here