

14. ACCOUNTANTS' REPORT

(Prepared for the inclusion in this Prospectus)

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

ACCOUNTANTS' REPORT

(Prepared for inclusion in this Prospectus)

Date: 8 December 2010

The Board of Directors
ASIA MEDIA GROUP BERHAD
(Formerly known as Gerak Bayan Sdn Bhd.)
No: 35, First Floor, Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs:

1 INTRODUCTION

This report has been prepared by Tan Chin Huat & Co, an approved company auditor, for inclusion in the Prospectus of Asia Media Group Berhad (hereinafter referred to as "ASIA MEDIA" or "the Company") in connection with the listing of ASIA MEDIA on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") and should not be relied upon for any other purposes.

2 RESTRUCTURING AND LISTING SCHEME

Restructuring Scheme

Asia Media Sdn. Bhd. ("AMSB") undertook the following exercises:

- a) Disposal of its 100% equity interest in Transnet (JB) Sdn. Bhd. ("TJBSB"), which was dormant, for a total consideration of RM2, completed on 7 April 2010.
- b) Acquired the remaining 8% equity interest in Transnet Express Sdn. Bhd. ("TESB") for a total consideration of RM84,000, completed on 9 March 2010.
- c) Increased its paid-up share capital from RM5,000,000, comprising 50,000,000 ordinary shares of RM0.10 each to RM10,000,000, comprising 100,000,000 ordinary shares of RM0.10, by way of capitalisation of amount owing to Directors of AMSB, completed on 1 April 2010.

Subsequent to the restructuring by AMSB, ASIA MEDIA acquired AMSB and all its subsidiaries (collectively known as "AMSBG") for a total consideration of RM12,999,998, satisfied by the issuance of 129,999,980 ordinary shares of RM0.10 each in ASIA MEDIA at par, completed on 3 May 2010.

Listing Scheme

In conjunction with and as an integral part of the listing of and quotation for the entire enlarged issued and paid-up share capital of ASIA MEDIA on the ACE Market of Bursa Securities, ASIA MEDIA undertakes the following:

- (a) Public issue of 98,000,000 new ordinary shares of RM0.10 each in ASIA MEDIA ("ASIA MEDIA Shares") at an issue price of RM0.23 per ASIA MEDIA Share to the public and private placement to the selected investors ("Public Issue"); and

14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

- (b) Listing of and quotation for ASIA MEDIA's entire enlarged issued and paid-up share capital of RM22,800,000 comprising 228,000,000 ASIA MEDIA Shares upon completion of the Public Issue on the ACE Market of Bursa Securities.

3 BACKGROUND**3.1 The Company - ASIA MEDIA**

ASIA MEDIA was incorporated as a private limited company in Malaysia on 9 April 2008 under the name of Gerak Bayan Sdn. Bhd. On 19 January 2010, the Company changed its name to Asia Media Group Sdn. Bhd. and on 23 April 2010, the Company was converted from a private limited company to a public limited company.

The principal activity of the Company is investment holding. Further details of its subsidiaries are set out in Section 8.8.

The registered office of ASIA MEDIA is located at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan.

ASIA MEDIA does not have any associated company.

3.2 Share capital of ASIA MEDIA

The changes in the Company's authorised share capital since its date of incorporation were as follows:

Date of creation	Number of ordinary shares	Par value RM	Cumulative total RM
9.4.2008	100,000	1.00	100,000
30.4.2010	250,000,000	0.10	25,000,000
24.11.2010	250,000,000	0.10	50,000,000

The changes in the Company's issued and fully paid-up share capital since its date of incorporation were as follows:

Date of allotment	Number of ordinary shares	Consideration	Par value RM	<-----Cumulative total----->	
				RM	Number of ordinary shares
9.4.2008	2	Cash	1.00	2	2
30.4.2010	20	Sub-division of shares	0.10	2	20
3.5.2010	129,999,980	Acquisition of AMSB	0.10	13,000,000	130,000,000

4 RELEVANT FINANCIAL PERIOD

The relevant financial period for the purpose of this report ("Relevant Financial Period") and the auditors of the respective companies for the Relevant Financial Period is as follows:

Name of Company	Relevant Financial Period	Auditors	Auditors' Report
ASIA MEDIA	Financial period 9 April 2008 (date of incorporation) to 30 September 2009	Messrs Mustapha, Khoo & Co	Appendix I
	Financial period 1 October 2009 to 31 December 2009	Messrs Mustapha, Khoo & Co	Appendix II



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

Name of Company	Relevant Financial Period	Auditors	Report
ASIA MEDIA	Financial period 1 January 2010 to 30 June 2010	Messrs STYL Associates	Appendix III
AMSB	Financial period 1 October 2007 to 31 December 2007	Messrs Wong, Leong & Associates	Appendix IV
	Financial years ended 31 December 2008 and 2009	Messrs LT Lim & Co	Appendix V
	Financial period 1 January 2010 to 30 June 2010	Messrs Tan Chin Huat & Co	Appendix VI
TESB	Financial year ended 31 December 2007	Messrs BDO Binder Malaysia	Appendix VII
	Financial years ended 31 December 2008 and 2009	Messrs LT Lim & Co	Appendix VIII
	Financial period 1 January 2010 to 30 June 2010	Messrs Tan Chin Huat & Co	Appendix IX
Asia Media Interactive Sdn. Bhd. (formerly known as Ibizasia.com Sdn. Bhd.) ("Asia Media Interactive")	Financial years ended 31 December 2007 and 2008	Messrs Low Kam Choon & Co	Appendix X
	Financial year ended 31 December 2009	Messrs LT Lim & Co	Appendix XI
	Financial period 1 January 2010 to 30 June 2010	Messrs Tan Chin Huat & Co	Appendix XII
Asia Media Marketing Sdn. Bhd. (formerly known as Ciri Kesturi Sdn. Bhd.) ("Asia Media Marketing")	Financial period 26 August 2008 (date of incorporation) to 31 December 2009	Messrs LT Lim & Co	Appendix XIII
	Financial period 1 January 2010 to 30 June 2010	Messrs Tan Chin Huat & Co	Appendix XIV

5 ACCOUNTING POLICIES AND STANDARDS**5.1 BASIS OF PREPARATION**

This report covers the financial information derived from the audited financial statements of ASIA MEDIA and all its subsidiaries for the Relevant Financial Period. The financial statements of ASIA MEDIA and its subsidiaries (collectively known as "ASIA MEDIA Group" or "the Group") are in compliance with Financial Reporting Standards ("FRS") in Malaysia.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Changes in Accounting Policies**

The Group adopted the following Financial Reporting Standards ("FRSs") and the Issues Committee ("IC") Interpretations which came into effect on 1 January 2010, which are applicable to the Group:

FRS 1 and FRS 127	Amendments to FRS 1, First-time Adoption of Financial Reporting Standards and FRS 127, Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
FRS 5	Amendment to FRS 5, Non-Current Assets Held for Sale and Discontinued Operations
FRS 7	Financial Instruments: Disclosures
FRS 8	Amendments to FRS 7, Financial Instruments: Disclosures
FRS 101	Operating Segments
FRS 108	Amendment to FRS 8, Operating Segments
FRS 119	Presentation of Financial Statements (revised 2009)
FRS 123	Amendment to FRS 108, Accounting Policies, Changes in Accounting Estimates and Errors
FRS 132	Amendment to FRS 119, Employee Benefits
FRS 132	Amendment to FRS 123, Borrowing Costs
FRS 132	Amendments to FRS 132, Financial Instruments: Presentation
FRS 134	- Puttable Financial Instruments and Obligations Arising on Liquidation
FRS 134	Amendment to FRS 134, Interim Financial Reporting
FRS 138	Amendment to FRS 138, Intangible Assets
FRS 139	Financial Instruments: Recognition and Measurement
FRS 139	Amendments to FRS 139, Financial Instruments: Recognition and Measurement
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The adoption of the above FRSs, amendments and interpretations does not have significant impact on the financial statements of the Group upon their initial application.

The impact of applying FRS 7 and FRS 139 on the financial statements upon their first adoption is not disclosed by virtue of the exemptions provided in the respective FRSs.

Standards and Interpretations in issue but not yet effective

The Group has not applied the new and revised FRSs and IC Interpretations which have been issued as at 30 June 2010 by the Malaysian Accounting Standards Board as described hereunder:

		Effective for financial period beginning on or after
FRS 1	First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 2	Amendments to FRS 2	1 July 2010
FRS 3	Business Combinations	1 July 2010
FRS 5	Amendments to FRS 5, Non-Current Assets Held for Sale and Discontinued Operations	1 July 2010
FRS 7	Amendments to FRS 7, Improving Disclosures about Financial Instruments	1 January 2011
FRS 127	Consolidated and Separate Financial Statements	1 July 2010
FRS 132	Amendments to FRS 132, Financial Instruments: Presentation	1 March 2010
FRS 138	Amendments to FRS 138, Intangible Assets	1 July 2010



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

The preparation of financial statements in conformity with Financial Reporting Standards requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported results during the reported period. It also requires directors to exercise their judgement in the process of applying the Group's accounting policies. Although these estimates and judgement are based on the director's best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 5.5 of this Report.

5.2 CONSISTENCY OF APPLICATION OF ACCOUNTING POLICIES

This report is prepared on a basis consistent with the accounting policies adopted by ASIA MEDIA Group as disclosed in paragraph 5.4 below. There were no changes in the significant accounting policies adopted by ASIA MEDIA Group during the Relevant Financial Period.

5.3 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The operations of the Group are subject to a variety of financial risks, including foreign currency exchange risk, market risk, credit risk, interest rate risk, liquidity risk and cash flow risk. The Group has in place a financial risk management framework whose principal objective is to minimise the Group's exposure to risks and/or costs associated with the financing, investing and operating policies of the Group.

Foreign currency exchange risk

The Group's foreign currency exposure arise mainly from trade transactions denominated in foreign currencies. Management believes that the Group's foreign currency exchange risk is minimal and accordingly, no hedging is performed.

Market risk

Market risk is the risk that changes in market prices, and other prices will affect the Group's financial position and cash flows.

The Group has in place policies to manage its competitive risks from its competitors in providing better alternatives in terms of better services

Credit risk

The Group is exposed to credit risk mainly from trade receivables. The Group extends credit to its customers based upon careful evaluation of the customer's financial condition and credit history.

Interest rate risk

The Group enters into various interest rate risk management transactions for the purpose of reducing net interest costs and to achieve interest rates within predictable, desired ranges.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due.

The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient funds for contingent funding requirement of working capital.

Cash flow risk

The Group reviews its cash flow position regularly to manage its exposure to fluctuations in future cash flows associated with its monetary financial instruments.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Fair values**

The fair values of the financial assets and financial liabilities reported in the statements of financial position as at 30 June 2010 approximate the carrying amounts of these assets and liabilities because of the immediate or short-term maturity of these financial instruments.

5.4 SIGNIFICANT ACCOUNTING POLICIES**a) Basis of Accounting**

The financial statements have been prepared under the historical cost convention other than as disclosed in Note 5.4 k).

b) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

At each reporting date, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount. See accounting policy Note 5.4 j) on impairment of assets.

Gain or loss arising from the disposal of an asset is determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset, and is recognised in the statements of comprehensive income.

Depreciation of property, plant and equipment, other than capital work-in-progress which is not depreciated, is calculated to write off the cost of the property, plant and equipment on a straight-line basis over the expected useful lives of the property, plant and equipment concerned. The annual depreciation rates used are as follows:

	%
Transit TV system	10
Furniture and fittings	20
Motor vehicles	20
Office equipment	20
Plant and machinery	10
Renovation and signboard	10

c) Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those entities in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated using the purchase method of accounting. Under the purchase method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases. The cost of acquisition is measured as fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition dates, irrespective of the extent of any minority interest. Any excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in the statements of comprehensive income.

All significant intercompany balances and transactions have been eliminated on consolidation.



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

d) Investment

Investment in subsidiaries is shown at cost. Where there is an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The policy for recognition and measurement of impairment losses is in accordance with Note 5.4 j).

e) Research and Development Costs

Research costs are recognised as an expense in the period in which they are incurred.

Development costs are expensed off to the statements of comprehensive income in the period in which it is incurred. In the case of clearly-defined projects undertaken where it is reasonably anticipated that development costs can and will be recovered through future commercial activities, such development costs are recognised as an intangible asset and amortised on a straight-line basis over the expected life of the respective project from the date of commencement of commercial operations. The average expected life of the development projects is five (5) years.

f) Intangible Assets

Intangible assets which represent licenses, copyrights and other incidental costs incurred, are stated at cost less accumulated amortisation and impairment losses, are amortised over a period of ten (10) years.

g) Goodwill on Consolidation

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiaries recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination, cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

h) Negative Goodwill

The excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost of acquisition is recognised immediately in the statements of comprehensive income.

i) Receivables

Prior to 1 January 2010, receivables were stated at nominal values as reduced by the appropriate allowance for estimated irrecoverable amounts. Allowance for doubtful debts is made based on estimates of possible losses which may arise from non-collection of certain receivable accounts.

Following the adoption of FRS 139, receivables are categorised and measured as loans and receivables in accordance with Note 5.4 k).



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***j) Impairment of Assets**

At each reporting date, the Group reviews the carrying amounts of its assets to determine whether there is any indication of impairment. If any such indication exists, impairment is measured by comparing the carrying values of the assets with their recoverable amounts. Recoverable amount is the higher of net selling price and value in use, which is measured by reference to discounted future cash flows.

An impairment loss is recognised as an expense in the statements of comprehensive income immediately, unless the asset is carried at a revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of any unutilised previously recognised revaluation surplus for the same asset.

k) Financial Instruments

Arising from the adoption of FRS 139, Financial Instruments: Recognition and Measurement, with effect from 1 January 2010, financial instruments are categorised and measured using accounting policies as mentioned below.

i) Initial recognition and measurement

A financial instrument is recognised in the financial statements when, and only when, the Group 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.

ii) Financial instrument categories and subsequent measurement

The Group categorises 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 or financial assets that are specifically designated into this category upon initial recognition.

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) Held-to-maturity investments

Held-to-maturity investments category comprises debt instruments that are quoted in an active market and the Group has the positive intention and ability to hold to maturity.

Financial assets categorised as held-to-maturity investments are subsequently measured at amortised cost using the effective interest method.

c) Loans and receivables

Loans and receivables category comprises debt instruments that are not quoted in an active market, trade and other receivables and cash and cash equivalents.

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



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

d) Available for sale financial assets

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

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment. See accounting policy Note 5.4 j) on impairment of assets.

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 held for trading or financial liabilities that are specifically designated into category upon initial recognition.

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.

l) Provisions

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

m) Employee Benefits

i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the period in which associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

ii) Defined contributions plans

As required by law, companies in Malaysia make contributions to the state pension scheme, Employees Provident Fund. Such contributions are recognised as an expense in the statements of comprehensive income as incurred.

n) Revenue Recognition

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the enterprise and the amount of the revenue can be measured reliably.

Revenue from services are recognised when services are rendered. Revenue represents the invoiced value of services rendered net of discounts and allowances.



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

o) Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of property, plant and equipment which require a period of time to get them ready for their intended use is capitalised and included as part of the cost of the related assets, until such time the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statements of comprehensive income in the period in which they are incurred.

p) Income Tax

Income tax on the profit or loss for the period comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the period and is measured using the tax rates that have been enacted at the reporting date.

Deferred tax is provided for, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax is recognised in the statements of comprehensive income, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charged or credited directly in equity.

q) Cash Flow Statements

The Group and the Company adopt the indirect method in the preparation of the cash flow statements.

Cash equivalents are short-term, highly liquid investments with maturities of three months or less from the date of acquisition and are readily convertible to cash with insignificant risks of changes in value.

r) Segment Reporting

Segment reporting is presented for enhanced assessment of the Group's risks and returns. Business segments provide products or services that are subject to risks and returns that are different from those of other business segments. Geographical segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those components operating in other economic environments.

Segment revenue, expense, assets and segment liabilities are those amounts resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion that can be allocated on a reasonable basis to the segment. Segment revenue, expense, assets and segment liabilities are determined before intragroup balances and intragroup transactions are eliminated as part of the consolidation process, except to the extent that such intragroup balances and transactions are between group enterprises within a single segment.



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

5.5 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Critical judgements in applying the Group's and the Company's accounting policies

In the process of applying the Group's and the Company's accounting policies, which are described in Note 5.4 above, management is of the opinion that there are no instances of application of judgement which are expected to have significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year (apart from those involving estimations which are dealt with below).

(i) Property, plant and equipment and depreciation

The Group determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. The estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and function. Management will revise the depreciation charge where useful lives are different to those previously estimated, or it will write off or write down technically obsolete or non strategic assets that have been abandoned or sold.

(ii) Estimated impairment of goodwill and intangible assets

The Group determines whether goodwill and intangible assets have been impaired at least on an annual basis. The recoverable amounts of the cash-generating units ("CGU") are determined based on the value-in-use method. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

6 AUDITED FINANCIAL STATEMENTS

FINANCIAL INFORMATION

The financial information of ASIA MEDIA and all its subsidiaries as presented in Sections 7 to 13 are based on the audited financial statements, modified as appropriate, for the purpose of this report.

The scope of work involved in the preparation of this report does not constitute an audit in accordance with approved standards on auditing in Malaysia.

All information are extracted from the audited financial statements.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

7 ASIA MEDIA Group

7.1 STATEMENTS OF COMPREHENSIVE INCOME OF ASIA MEDIA Group

	Note	Financial period 1 January 2010 to 30 June 2010 RM
Revenue	7.5	<u>3,174,375</u>
Gross profit		<u>1,693,555</u>
Earnings before interest, depreciation, tax and amortisation ("EBIDTA")		6,275,846
Interest income		4,322
Depreciation		(239,773)
Interest expense		(14,433)
Amortisation		<u>(902)</u>
Profit before tax ("PBT")	7.6	6,025,060
Income tax expense	7.7	<u>(2,698)</u>
Profit after tax ("PAT")		6,022,362
Other comprehensive income, net of tax		-
Total comprehensive income		<u>6,022,362</u>
Number of ordinary shares of RM0.10 each		130,000,000
Weighted average number of ordinary shares of RM0 10 each		42,375,704
Earnings per share		
- Gross ⁽ⁱ⁾ (RM)		0.28 ^A
- Net ⁽ⁱⁱ⁾ (RM)		0.28 ^A
Gross profit margin (%)		53.35
EBIDTA margin (%)		197.70
PBT margin (%)		189.80
PAT margin (%)		189.72
Effective tax rate (%)		0.04
Interest coverage (times)		418.45
Dividend (%)		-



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Notes:**

(i)
$$\frac{\text{PBT for the period}}{\text{Weighted average number of ordinary shares}}$$

(ii)
$$\frac{\text{PAT for the period}}{\text{Weighted average number of ordinary shares}}$$

(iii) There were no extraordinary or exceptional items during the financial period under review.

(iv) There were no accounting policies which are peculiar to ASIA MEDIA Group due to the nature of business or industry it is involved in and that would affect the determination of ASIA MEDIA Group's income or financial position.

^ Annualised

7.2 STATEMENTS OF FINANCIAL POSITION OF ASIA MEDIA Group

	Note	As at 30 June 2010 RM
ASSETS		
Non-Current Assets		
Property, plant and equipment	7.8	13,544,284
Development costs	7.9	13,523
Intangible assets	7.10	2,211,950
Goodwill on consolidation	7.11	2,570,627
Total Non-Current Assets		<u>18,340,384</u>
Current Assets		
Trade receivables	7.12	194,049
Other receivables and prepaid expenses	7.13	34,976
Deferred expenditure	7.14	131,100
Deposits with financial institutions	7.15	662,376
Cash and bank balances		1,523,461
Total Current Assets		<u>2,545,962</u>
TOTAL ASSETS		<u>20,886,346</u>
EQUITY AND LIABILITIES		
Capital and Reserves		
Share capital	7.16	13,000,000
Retained earnings		6,017,612
Shareholders' Equity		<u>19,017,612</u>
Non-Current Liability		
Term loan	7.17	1,234,496
Total Non-Current Liability		<u>1,234,496</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

		As at 30 June 2010
Current Liabilities		
Trade payables	7.18	130,000
Other payables and accrued expenses	7.18	30,841
Amount owing to directors	7.19	75,755
Term loan	7.17	394,944
Tax liabilities		2,698
Total Current Liabilities		<u>634,238</u>
Total Liabilities		<u>1,868,734</u>
TOTAL EQUITY AND LIABILITIES		<u><u>20,886,346</u></u>
Ratios		
Net Assets ("NA") (RM)		19,017,612
NA per share (RM)		0.15
Current ratio (times)		4.01
Trade receivables turnover period (months)		0.37
Trade payables turnover period (months)		0.53
PAT on shareholders' funds ⁽ⁱ⁾ (%)		31.67

Note:

⁽ⁱ⁾
$$\frac{\text{PAT for the period}}{\text{Shareholders' funds}}$$



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***7.3 CASH FLOW STATEMENTS OF ASIA MEDIA Group**

	Financial period 1 January 2010 to 30 June 2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES	
PBT	6,025,060
Adjustments for:	
Amortisation of development costs	902
Depreciation of property, plant and equipment	239,773
Interest income	(4,322)
Interest expense	14,433
Negative goodwill recognised	(4,867,095)
Operating profit before working capital changes	<u>1,408,751</u>
Changes in working capital:	
Decrease in receivables	350,359
Increase in deferred expenditure	(131,100)
Decrease in payables	(357,080)
Increase in amount owing to directors	1,244
Cash Generated From Operations	<u>1,272,174</u>
Interest received	4,322
Interest paid	(14,433)
Net Cash From Operating Activities	<u>1,262,063</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of property, plant and equipment	(974,109)
Acquisition of investment in subsidiaries, net of cash acquired	1,424,685
Additions in intangible assets	(25,000)
Net Cash From Investing Activities	<u>425,576</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Repayment of term loan	(123,390)
Net Cash Used In Financing Activities	<u>(123,390)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,564,249
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	2
CASH AND CASH EQUIVALENTS CARRIED FORWARD	<u>1,564,251</u>
Cash and cash equivalents carried forward consist of:	
Deposits with financial institutions	662,376
Cash and bank balances	1,523,461
	<u>2,185,837</u>
Less:	
Fixed deposits pledged as security	(621,586)
	<u>1,564,251</u>

During the FPE 30 June 2010, the Company issued 129,999,980 new ordinary shares of RM0.10 each at par for the purposes of acquisition of 100,000,000 ordinary shares of RM0.10 each in AMSB, representing 100% equity interest in AMSB.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***7.4 STATEMENTS OF CHANGES IN EQUITY OF ASIA MEDIA Group**

	Issued capital RM	Retained earnings/ (Accumulated loss) RM	Total RM
Balance as at 1 January 2010	2	(4,750)	(4,748)
Issuance of shares during the financial period	12,999,998	-	12,999,998
Total comprehensive income for the financial period	-	6,022,362	6,022,362
Balance as at 30 June 2010	<u>13,000,000</u>	<u>6,017,612</u>	<u>19,017,612</u>

7.5 REVENUE

Revenue represents the net invoiced value of broadcast airtime delivered.

7.6 PBT

	Financial period 1 January 2010 to 30 June 2010 RM
PBT is stated after charging/(crediting):	
Amortisation of development costs	902
Auditors' remuneration	
- statutory - overprovision in prior year	(600)
- special	12,300
Depreciation of property, plant and equipment	239,773
Directors' emoluments	800
Rental of premises	6,148
Term loan interest	14,433
Interest income	(4,322)
Negative goodwill recognised	<u>(4,867,095)</u>

7.7 INCOME TAX EXPENSE

AMSB has been awarded Multimedia Super Corridor status by the Government of Malaysia. Accordingly, there is no tax charge on the business income as it has been granted pioneer status under the Promotion of Investments Act, 1986. Income tax expense of RM2,698 shown for the financial period 1 January 2010 to 30 June 2010 is in respect of fixed deposit interest income earned during the period.

As at to date, no submission of tax return is required for ASIA MEDIA as the Company has only commenced business operations as investment holding company in Year 2010.

Eventhough TESB registered a PBT of RM46,874 for the financial period 1 January 2010 to 30 June 2010, no provision for taxation has been made as TESB utilised its unutilised tax losses and unabsorbed capital allowances to off-set against current financial period's profit. The availability of the above unutilised tax losses and unabsorbed capital allowances are subject to the approval of the Inland Revenue Board ("IRB").



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

No provision for income tax has been made for other subsidiaries for the financial period under review as the subsidiaries have been incurring losses.

7.8 PROPERTY, PLANT AND EQUIPMENT

	Cost RM	Accumulated depreciation RM	Net book value RM
As at 30 June 2010			
Transif TV system (DNS system)	13,138,664	2,053,033	11,085,631
Capital work-in-progress	2,041,943	-	2,041,943
Furniture and fittings	105,230	49,774	55,456
Motor vehicles	35,965	31,901	4,064
Office equipment	245,134	136,693	108,441
Plant and machinery	690,708	503,757	186,951
Renovation and signboard	89,486	27,688	61,798
	<u>16,347,130</u>	<u>2,802,846</u>	<u>13,544,284</u>

7.9 DEVELOPMENT COSTS

	As at 30 June 2010 RM
<u>Cost</u>	
Balance as at beginning of period	27,108
Additions during the period	-
	<u>27,108</u>
Less:	
<u>Accumulated amortisation:</u>	
Balance as at beginning of period	12,683
Charge for the period	902
Balance as at end of period	<u>13,585</u>
Net	<u>13,523</u>

7.10 INTANGIBLE ASSETS

	As at 30 June 2010 RM
Balance as at beginning of period	-
Additions during the period	25,000
Arising from acquisition of subsidiary	2,186,950
Balance as at end of period	<u>2,211,950</u>

7.11 GOODWILL ON CONSOLIDATION

	As at 30 June 2010 RM
Balance as at beginning of period	-
Arising from acquisition of indirect subsidiaries	2,570,627
Balance as at end of period	<u>2,570,627</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***7.12 TRADE RECEIVABLES**

	As at 30 June 2010 RM
Trade receivables	291,702
Less: Allowance for doubtful debts	<u>(97,653)</u>
Net	<u>194,049</u>

ASIA MEDIA Group's normal trade credit term is 30 days. Other credit terms are assessed and approved on a case-by-case basis

Trade receivables are all denominated in Ringgit Malaysia.

7.13 OTHER RECEIVABLES AND PREPAID EXPENSES

	As at 30 June 2010 RM
Other receivables and prepaid expenses consist of:	
Other receivables	16,499
Refundable deposits	1,744
Prepaid expenses	<u>16,733</u>
	<u>34,976</u>

Other receivables are all denominated in Ringgit Malaysia.

7.14 DEFERRED EXPENDITURE

Deferred expenditure of the Company represents professional charges and expenses incurred in connection with the proposed listing exercise of the Company which will be written off upon the successful listing of the Company on the ACE Market of Bursa Securities.

7.15 DEPOSITS WITH FINANCIAL INSTITUTIONS

Included in deposits of ASIA MEDIA Group is an amount of RM621,586 representing fixed deposits which are pledged to the financial institutions for banking facilities granted. Deposits of ASIA MEDIA Group have an average maturity period of 12 months. Deposits of ASIA MEDIA Group earn return at 2.50% per annum.

7.16 SHARE CAPITAL

	No. of ordinary shares of RM0.10 each	Amount RM
As at 30 June 2010		
Authorised	<u>250,000,000</u>	<u>25,000,000</u>
Issued and fully paid	<u>130,000,000</u>	<u>13,000,000</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***7.17 TERM LOAN**

	As at 30 June 2010 RM
Term loan repayable as follows:	
Within 1 year (Included in current liabilities)	394,944
Between 2 and 5 years	1,234,496
	<u>1,629,440</u>

The term loan bears interest at 5.00% per annum and is secured by third party's property as well as joint and several guarantee by the directors.

7.18 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED EXPENSES

Trade and other payables comprise amounts outstanding for trade and ongoing costs. The average credit period granted to the Group for trade purchases ranges from 30 to 90 days.

	As at 30 June 2010 RM
Other payables and accrued expenses consist of:	
Other payables	3,100
Accrued expenses	27,741
	<u>30,841</u>

Trade and other payables are all denominated in Ringgit Malaysia.

7.19 AMOUNT OWING TO DIRECTORS

The amount owing to director, which arose mainly from expenses paid on behalf and advances given, is unsecured, interest-free and repayable on demand.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***8 ASIA MEDIA****8.1 STATEMENTS OF COMPREHENSIVE INCOME OF ASIA MEDIA**

	Note	Financial period 9 April 2008 (date of incorporation) to 30 September 2009 RM	Financial period 1 October 2009 to 31 December 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
Revenue	8.5	-	-	-
Gross profit		-	-	-
Loss before interest, depreciation, tax and amortisation ("LBIDTA")		(3,300)	(1,450)	(3,960)
Interest income		-	-	-
Depreciation		-	-	-
Amortisation		-	-	-
Loss before tax	8.6	(3,300)	(1,450)	(3,960)
Income tax expense	8.7	-	-	-
Loss after tax		(3,300)	(1,450)	(3,960)
Other comprehensive income, net of tax		-	-	-
Total comprehensive loss		(3,300)	(1,450)	(3,960)
Number of ordinary shares of RM0.10 each		20	20	130,000,000
Weighted average number of ordinary shares of RM0.10 each		20	20	42,375,704
Loss per share				
- Gross ⁽ⁱ⁾ (Sen)		(110.00) ^A	(290.00) ^A	<(0.01)
- Net ⁽ⁱⁱ⁾ (Sen)		(110.00) ^A	(290.00) ^A	<(0.01)
Gross profit margin (%)		n/a	n/a	n/a
EBIDTA margin (%)		n/a	n/a	n/a
PBT margin (%)		n/a	n/a	n/a
PAT margin (%)		n/a	n/a	n/a
Effective tax rate (%)		-	-	-
Interest coverage (times)		n/a	n/a	n/a
Dividend (%)		-	-	-



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Notes:**

⁽ⁱ⁾
$$\frac{\text{Loss before tax for the period}}{\text{Weighted average number of ordinary shares}}$$

⁽ⁱⁱ⁾
$$\frac{\text{Loss after tax for the period}}{\text{Weighted average number of ordinary shares}}$$

⁽ⁱⁱⁱ⁾ There were no extraordinary or exceptional items during the financial periods under review.

^A Annualised

8.2 STATEMENTS OF FINANCIAL POSITION OF ASIA MEDIA

	Note	As at 30 September 2009 RM	As at 31 December 2009 RM	As at 30 June 2010 RM
ASSETS				
Non-Current Assets				
Investment in subsidiaries	8.8	-	-	12,999,998
Current Assets				
Deferred expenditure	8.9	-	-	131,100
Cash on hand		2	2	2
Total Current Assets		2	2	131,102
Total Assets		2	2	13,131,100
EQUITY AND LIABILITIES				
Capital and Reserves				
Share capital	8.10	2	2	13,000,000
Accumulated loss		(3,300)	(4,750)	(8,710)
Shareholders' Equity/(Capital Deficiency)		(3,298)	(4,748)	12,991,290
Current Liabilities				
Other payables and accrued expenses	8.11	3,300	2,250	5,520
Amount owing to subsidiary	8.8	-	2,500	134,290
Total Current Liabilities		3,300	4,750	139,810
Total Equity and Liabilities		2	2	13,131,100
Ratios				
NA/Net liabilities ("NL")		(3,298)	(4,748)	12,991,290
NA/NL per share ⁽ⁱ⁾ (RM)		(164.90)	(237.40)	0.10
Current ratio (times)		<0.01	<0.01	0.94
Trade receivables turnover period (months)		n/a	n/a	n/a
Trade payables turnover period (months)		n/a	n/a	n/a
PAT on shareholders' funds ⁽ⁱⁱ⁾ (%)		n/a	n/a	n/a



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Note:**⁽¹⁾ Based on ordinary shares of RM0.10 each

⁽²⁾	PAT for the period
	<hr style="width: 80%; margin: 0 auto;"/>
	Shareholders' funds

⁽³⁾ The above summarised statements of financial position are based on the audited financial statements of ASIA MEDIA adjusted for the following reclassifications:

	As above RM	Reclassi- fications RM	As per audited financial statements RM
As at 31 December 2009			
Other payables and accrued expenses	2,250	(2,500)	4,750
Amount owing to subsidiary	2,500	2,500	-

The reclassification is in respect of amount owing to AMSB, a subsidiary and is reclassified to conform with the presentation for the financial periods under review.

8.3 CASH FLDW STATEMENTS OF ASIA MEDIA

	Financial period 9 April 2008 (date of incorporation) to 30 September 2009 RM	Financial period 1 October 2009 to 31 December 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
CASH FLDWS FROM OPERATING ACTIVITIES			
Loss before tax	(3,300)	(1,450)	(3,960)
Changes in working capital:			
Increase in deferred expenditure	-	-	(131,100)
Increase/(Decrease) in other payables and accrued expenses	3,300	(1,050)	3,270
Increase in amount owing to subsidiary	-	2,500	131,790
Net Cash From Operating Activities	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>
CASH FLDWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of shares	2	-	-
Net Cash From Financing Activities	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	-	2	2
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>	<hr style="width: 80%; margin: 0 auto;"/>
	2	2	2



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	As at 30 September 2009 RM	As at 31 December 2009 RM	As at 30 June 2010 RM
Cash and cash equivalents at end of period consist of:			
Cash on hand	2	2	2

During the FPE 30 June 2010, the Company issued 129,999,980 new ordinary shares of RM0.10 each at par for the purposes of acquisition of 100,000,000 ordinary shares of RM0.10 each in AMSB, representing 100% equity interest in AMSB.

8.4 STATEMENTS OF CHANGES IN EQUITY OF ASIA MEDIA

	Issued capital RM	Accumulated loss RM	Total RM
Balance as at date of incorporation	2	-	2
Total comprehensive loss for the financial period	-	(3,300)	(3,300)
Balance as at 30 September 2009	2	(3,300)	(3,298)
Total comprehensive loss for the financial period	-	(1,450)	(1,450)
Balance as at 31 December 2009	2	(4,750)	(4,748)
Issuance of shares during the financial period	12,999,998	-	12,999,998
Total comprehensive loss for the financial period	-	(3,960)	(3,960)
Balance as at 30 June 2010	13,000,000	(8,710)	12,991,290

8.5 REVENUE

ASIA MEDIA is principally an investment holding company and no revenue was generated during the financial periods under review.

8.6 LOSS BEFORE TAX

	Financial period 9 April 2008 (date of incorporation) to 30 September 2009 RM	Financial period 1 October 2009 to 31 December 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
Loss before tax is stated after charging:			
Auditors' remuneration			
- statutory	500	500	-
- special	-	-	3,300
Preliminary expenses written off	2,500	-	-



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***8.7 INCOME TAX EXPENSE**

No provision for income tax has been made for the financial periods under review as ASIA MEDIA has been incurring losses.

As at to date, no submission of tax return is required for ASIA MEDIA as the Company has only commenced business operations as an investment holding company in Year 2010.

8.8 INVESTMENT IN SUBSIDIARIES

	As at 30 September 2009 RM	As at 31 December 2009 RM	As at 30 June 2010 RM
Unquoted shares - At cost	-	-	12,999,998

The amount owing to subsidiary arose mainly from trade transactions, advances given and payments made on behalf which are unsecured, interest-free and repayable on demand.

The details of the subsidiaries are as follows:

Name of Company	Place of Incorporation	Equity Interest As at 30th June 2010 %	Principal Activities
Direct Subsidiary			
AMSB	Malaysia	100	Business of multimedia advertising services, media communications, commercialisation of narrowcasting network solutions and dynamic and automation contents and provision of integration, maintenance and support services relating to the above products.
Indirect Subsidiaries			
TESB	Malaysia	100	Content sales and marketing of electronic audio and visual media
Asia Media Interactive	Malaysia	100	Dormant
Asia Media Marketing	Malaysia	100	Dormant

8.9 DEFERRED EXPENDITURE

Deferred expenditure of the Company represents professional charges and expenses incurred in connection with the proposed listing exercise of the Company which will be written off upon the successful listing of the Company on the ACE Market of Bursa Securities.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***8.10 SHARE CAPITAL**

	No. of ordinary shares of RM1.00 each	Amount RM
As at 30 September 2009 Authorised	100,000	100,000
Issued and fully paid	2	2
As at 31 December 2009 Authorised	100,000	100,000
Issued and fully paid	2	2
	No. of ordinary shares of RM0.10 each	Amount RM
As at 30 June 2010 Authorised	250,000,000	25,000,000
Issued and fully paid	130,000,000	13,000,000

8.11 OTHER PAYABLES AND ACCRUED EXPENSES

	As at 30 September 2009 RM	As at 31 December 2009 RM	As at 30 June 2010 RM
Other payables and accrued expenses consist of:			
Other payables	3,300	2,250	2,100
Accrued expenses	-	-	3,420
	3,300	2,250	5,520

Other payables are all denominated in Ringgit Malaysia.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9 AMSBG****9.1 STATEMENTS OF COMPREHENSIVE INCOME OF AMSBG**

	Note	Financial Years Ended		Financial	Financial
		-----31 December----->		period	period
		2008	2009	1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
		RM	RM	RM	RM
Revenue	9.5	6,440,356	13,150,080	7,549,737	9,995,819
Gross profit		3,771,028	6,942,592	2,783,170	5,109,413
EBIDTA		2,230,189	4,240,931	1,277,971	4,232,855
Interest income		45,682	29,712	14,013	22,537
Depreciation		(815,758)	(830,127)	(415,063)	(718,454)
Interest expense		-	(69,376)	(13,039)	(45,983)
Amortisation		(5,422)	(5,458)	(2,729)	(2,705)
PBT	9.6	1,454,691	3,365,682	861,153	3,488,250
Income tax expense	9.7	-	-	-	(2,698)
PAT		1,454,691	3,365,682	861,153	3,485,552
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		1,454,691	3,365,682	861,153	3,485,552
Number of ordinary shares of RM0.10 each		50,000,000	50,000,000	50,000,000	100,000,000
Weighted average number of ordinary shares of RM0.10 each		42,459,016	50,000,000	50,000,000	75,138,122
Earnings per share					
- Gross ⁽ⁱⁱ⁾ (RM)		0.03	0.07	0.03 ^A	0.09 ^A
- Net ⁽ⁱⁱⁱ⁾ (RM)		0.03	0.07	0.03 ^A	0.09 ^A
Gross profit margin (%)		58.55	52.80	36.86	51.12
EBIDTA margin (%)		34.63	32.25	16.93	42.35
PBT margin (%)		22.59	25.59	11.41	34.90
PAT margin (%)		22.59	25.59	11.41	34.87
Effective tax rate (%)		-	-	-	0.08
Interest coverage (times)		n/a	49.51	67.04	76.86
Dividend (%)		-	-	-	-



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Notes:**

⁽ⁱ⁾ The statement of comprehensive income for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

⁽ⁱⁱ⁾
$$\frac{\text{PBT for the year/period}}{\text{Weighted average number of ordinary shares}}$$

⁽ⁱⁱⁱ⁾
$$\frac{\text{PAT for the year/period}}{\text{Weighted average number of ordinary shares}}$$

^(iv) There were no extraordinary or exceptional items during the financial years/periods under review

^(v) There were no accounting policies which are peculiar to AMSBG due to the nature of business or industry it is involved in and that would affect the determination of AMSBG's income or financial position.

[^] Annualised

9.2 STATEMENTS OF FINANCIAL POSITION OF AMSBG

	Note	< As at 31 December >		As at 30 June
		2008	2009	2010
		RM	RM	RM
ASSETS				
Non-Current Assets				
Property, plant and equipment	9.8	6,802,437	12,204,871	13,544,284
Development costs	9.9	21,686	16,228	13,523
Intangible assets	9.10	-	-	2,211,950
Goodwill on consolidation	9.11	2,315,188	2,570,627	2,570,627
Total Non-Current Assets		9,139,311	14,791,726	18,340,384
Current Assets				
Trade receivables	9.12	346,196	517,082	194,049
Other receivables and prepaid expenses	9.13	20,972	16,667	34,976
Amount owing by holding company	9.14	-	2,500	134,290
Deposits with financial institutions	9.15	144,754	813,557	662,376
Cash and bank balances		1,707,544	1,548,765	1,523,459
Total Current Assets		2,219,466	2,898,571	2,549,150
TOTAL ASSETS		11,358,777	17,690,297	20,889,534
EQUITY AND LIABILITIES				
Capital and Reserves				
Share capital	9.16	5,000,000	5,000,000	10,000,000
Retained earnings		2,173,486	5,539,168	9,024,720
Shareholders' Equity		7,173,486	10,539,168	19,024,720
Non-Current Liability				
Term loan	9.17	-	1,235,735	1,234,496
Total Non-Current Liability		-	1,235,735	1,234,496



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

		-<As at 31 December->		As at 30 June
		2008	2009	2010
Current Liabilities				
Trade payables	9.18	-	-	130,000
Other payables and accrued expenses	9.18	37,032	36,521	26,921
Amount owing to directors	9.19	4,137,322	5,099,565	75,755
Term loan	9.17	-	779,308	394,944
Tax liabilities		10,937	-	2,698
Total Current Liabilities		4,185,291	5,915,394	630,318
Total Liabilities		4,185,291	7,151,129	1,864,814
TOTAL EQUITY AND LIABILITIES		11,358,777	17,690,297	20,889,534
Ratios				
NA (RM)		7,173,486	10,539,168	19,024,720
NA per share (RM)		0.14	0.21	0.19
Current ratio (times)		0.53	0.49	4.04
Trade receivables turnover period (months)		0.65	0.47	0.12
Trade payables turnover period (months)		n/a	n/a	0.16
PAT on shareholders' funds ⁽ⁱ⁾ (%)		20.28	31.93	18.32

Note:

⁽ⁱ⁾
$$\frac{\text{PAT for the year/period}}{\text{Shareholders' funds}}$$

⁽ⁱⁱ⁾ The above summarised statements of financial position are based on the audited financial statements of AMSBG adjusted for the following reclassifications:

	As above RM	Reclassi- fications RM	As per audited financial statements RM
As at 31 December 2008			
Trade payables	-	(12,107)	12,107
Other payables and accrued expenses	37,032	12,107	24,925

The reclassification is in respect of amount owing to Advance Synergy Berhad, a former holding company and is reclassified to conform with the presentation for the financial years/period under review.

	As above RM	Reclassi- fications RM	As per audited financial statements RM
As at 31 December 2009			
Other receivables and prepaid expenses	16,667	(2,500)	19,167
Amount owing by holding company	2,500	2,500	-

The reclassification is in respect of amount owing by ASIA MEDIA, a holding company and is reclassified to conform with the presentation for the financial years/period under review.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.3 CASH FLOW STATEMENTS OF AMSBG**

	Financial Years Ended		Financial period	Financial period
	<.....31 December.....>		1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
	2008	2009	2009 ⁽ⁱ⁾	2010
	RM	RM	RM	RM
CASH FLOWS FROM OPERATING ACTIVITIES				
PBT	1,454,691	3,365,682	861,153	3,488,250
Adjustments for:				
Amortisation of development costs	5,422	5,458	2,729	2,705
Allowance for doubtful debts	-	-	-	64,969
Depreciation of property, plant and equipment	815,758	830,127	415,063	718,454
Interest income	(45,682)	(29,712)	(14,013)	(22,537)
Gain on disposal of investment in subsidiary	-	-	-	(7,236)
Gain on disposal of property, plant and equipment	(5,562)	(299)	-	(4,590)
Property, plant and equipment written off	-	4,200	-	-
Interest expense	-	69,376	13,039	45,983
Operating profit before working capital changes	2,224,627	4,244,832	1,277,971	4,285,998
Changes in working capital:				
(Increase)/Decrease in receivables	1,113,971	(169,081)	(7,082,274)	107,965
Increase/(Decrease) in payables	(335,700)	(3,011)	8,782,241	127,636
Increase/(Decrease) in amount owing to directors	1,462,368	959,308	862,391	(23,810)
Cash Generated From Operations	4,465,266	5,032,048	3,840,329	4,497,789
Tax paid	-	(10,937)	(10,937)	-
Interest received	45,682	29,712	14,013	22,537
Interest paid	-	(69,376)	(13,039)	(45,983)
Net Cash From Operating Activities	4,510,948	4,981,447	3,830,366	4,474,343
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	(5,743,624)	(6,236,763)	(4,190,853)	(2,053,277)
Acquisition of investment in subsidiaries, net of cash acquired	(2,690,901)	(250,004)	(250,000)	-
Additions in intangible assets	-	-	-	(2,211,950)
Proceeds from disposal of property, plant and equipment	430,327	301	-	-
Net Cash Used In Investing Activities	(8,004,198)	(6,486,466)	(4,440,853)	(4,265,227)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of shares	3,000,000	-	-	-
Drawdown of term loan	-	2,377,254	2,390,292	-
Repayment of term loan	-	(362,211)	-	(385,603)
Placement of fixed deposit pledged as security	-	(621,586)	-	-
Net Cash From/(Used In) Financing Activities	3,000,000	1,393,457	2,390,292	(385,603)



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	Financial Years Ended		Financial period	Financial period
	<.....31 December.....>		1 January	1 January
	2008	2009	2009 ^(b)	2010
	RM	RM	RM	RM
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(493,250)	(111,562)	1,779,805	(176,487)
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	2,345,548	1,852,298	1,852,298	1,740,736
CASH AND CASH EQUIVALENTS CARRIED FORWARD	<u>1,852,298</u>	<u>1,740,736</u>	<u>3,632,103</u>	<u>1,564,249</u>
Cash and cash equivalents carried forward consist of:				
Deposits with financial institutions	144,754	813,557	2,991,796	662,376
Cash and bank balances	1,707,544	1,548,765	640,307	1,523,459
	<u>1,852,298</u>	<u>2,362,322</u>	<u>3,632,103</u>	<u>2,185,835</u>
Less:				
Fixed deposits pledged as security	-	(621,586)	-	(621,586)
	<u>1,852,298</u>	<u>1,740,736</u>	<u>3,632,103</u>	<u>1,564,249</u>

^(b) The cash flow statement for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

During the FPE 30 June 2010, the issued and paid-up share capital of AMSB was increased from RM5,000,000 to RM10,000,000 by the allotment of 50,000,000 ordinary shares of RM0.10 each at par through capitalisation of amount owing to director.

9.4 STATEMENTS OF CHANGES IN EQUITY OF AMSBG

	Issued capital RM	Retained earnings RM	Total RM
Balance as at 1 January 2008	2,000,000	718,795	2,718,795
Issuance of shares during the financial year	3,000,000	-	3,000,000
Total comprehensive income for the financial year	-	1,454,691	1,454,691
Balance as at 31 December 2008	<u>5,000,000</u>	<u>2,173,486</u>	<u>7,173,486</u>
Total comprehensive income for the financial year	-	3,365,682	3,365,682
Balance as at 31 December 2009	<u>5,000,000</u>	<u>5,539,168</u>	<u>10,539,168</u>
Issuance of shares during the financial period	5,000,000	-	5,000,000
Total comprehensive income for the financial period	-	3,485,552	3,485,552
Balance as at 30 June 2010	<u>10,000,000</u>	<u>9,024,720</u>	<u>19,024,720</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.5 REVENUE**

Revenue represents the net invoiced value of broadcast airtime delivered.

9.6 PBT

	Financial Years Ended		Financial period	Financial period
	<-----31 December----->		1 January	1 January
	2008	2009	to	to
	RM	RM	30 June	30 June
			2009 ⁽ⁱ⁾	2010
	RM	RM	RM	RM
PBT is stated after charging/(crediting):				
Allowance for doubtful debts	-	-	-	64,969
Amortisation of development costs	5,422	5,458	2,729	2,705
Auditors' remuneration				
- statutory - current year	11,300	12,900	-	-
overprovision in prior year	-	-	-	(6,100)
- special	-	-	-	18,000
Depreciation of property, plant and equipment	815,758	830,127	415,063	718,454
Directors' emoluments	262,400	264,800	127,000	2,400
Property, plant and equipment written off	-	4,200	-	-
Rental of premises	-	-	-	7,348
Term loan interest	-	69,376	-	45,983
Gain on disposal of investment in subsidiary	-	-	-	(7,236)
Gain on disposal of property, plant and equipment	(5,562)	(299)	-	(4,590)
Management fee received	-	(20,000)	(5,000)	-
Interest income	(45,682)	(29,712)	(14,013)	(22,537)

⁽ⁱ⁾ Included for comparison purposes only and is unaudited.

9.7 INCOME TAX EXPENSE

AMSB has been awarded Multimedia Super Corridor status by the Government of Malaysia. Accordingly, there is no tax charge on the business income as it has been granted pioneer status under the Promotion of Investments Act, 1986. Income tax expense of RM2,698 shown for the financial period 1 January 2010 to 30 June 2010 is in respect of fixed deposit interest income earned during the period.

As at to date, submission of tax returns of AMSB are up to Year of Assessment 2009 and there is no tax amount in dispute and/or any investigation carried out by the IRB and/or any overseas authority. There is also no tax penalty imposed or additional tax amount assessed by the IRB and/or any overseas tax authority.

Even though TESB registered a PBT of RM46,874 for the financial period 1 January 2010 to 30 June 2010, no provision for taxation has been made as TESB utilised its unutilised tax losses and unabsorbed capital allowances to off-set against current financial period's profit. The availability of the above unutilised tax losses and unabsorbed capital allowances are subject to the approval of the IRB.

No provision for income tax has been made for other subsidiaries for the financial periods/years under review as the subsidiaries have been incurring losses.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.8 PROPERTY, PLANT AND EQUIPMENT**

	Cost RM	Accumulated depreciation RM	Net book value RM
As at 31 December 2008			
Transit TV system (DNS system)	6,980,500	698,050	6,282,450
Furniture and fittings	70,134	19,951	50,183
Motor vehicles	32,285	30,910	1,375
Office equipment	199,924	67,858	132,066
Plant and machinery	692,762	428,591	264,171
Renovation and signboard	86,486	14,294	72,192
	<u>8,062,091</u>	<u>1,259,654</u>	<u>6,802,437</u>
As at 31 December 2009			
Transit TV system (DNS system)	6,980,500	1,396,100	5,584,400
Capital work-in-progress	6,158,164	-	6,158,164
Furniture and fittings	105,230	39,833	65,397
Motor vehicles	31,485	31,485	-
Office equipment	233,990	113,005	120,985
Plant and machinery	695,298	485,346	209,952
Renovation and signboard	89,186	23,213	65,973
	<u>14,293,853</u>	<u>2,088,982</u>	<u>12,204,871</u>
As at 30 June 2010			
Transit TV system (DNS system)	13,138,664	2,053,033	11,085,631
Capital work-in-progress	2,041,943	-	2,041,943
Furniture and fittings	105,230	49,774	55,456
Motor vehicles	35,965	31,901	4,064
Office equipment	245,134	136,693	108,441
Plant and machinery	690,708	503,757	186,951
Renovation and signboard	89,486	27,688	61,798
	<u>16,347,130</u>	<u>2,802,846</u>	<u>13,544,284</u>

9.9 DEVELOPMENT COSTS

	<-As at 31 December->		As at 30 June
	2008	2009	2010
	RM	RM	RM
<u>Cost</u>			
Balance as at beginning of year/period	27,108	27,108	27,108
Additions during the year/period	-	-	-
	<u>27,108</u>	<u>27,108</u>	<u>27,108</u>
<u>Less:</u>			
<u>Accumulated amortisation:</u>			
Balance as at beginning of year/period	-	5,422	10,880
Charge for the year/period	5,422	5,458	2,705
Balance as at end of year/period	<u>5,422</u>	<u>10,880</u>	<u>13,585</u>
Net	<u>21,686</u>	<u>16,228</u>	<u>13,523</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.10 INTANGIBLE ASSETS**

	< As at 31 December >		As at 30 June
	2008	2009	2010
	RM	RM	RM
Balance as at beginning of year/period	.	.	.
Additions during the period	.	.	2,211,950
Net	.	.	2,211,950

9.11 GOODWILL ON CONSOLIDATION

	< As at 31 December >		As at 30 June
	2008	2009	2010
	RM	RM	RM
Balance as at beginning of year/period	.	2,315,188	2,570,627
Acquisition of subsidiaries	2,315,188	255,439	.
Net	2,315,188	2,570,627	2,570,627

9.12 TRADE RECEIVABLES

	< As at 31 December >		As at 30 June
	2008	2009	2010
	RM	RM	RM
Trade receivables	374,000	549,766	291,702
Less: Allowance for doubtful debts	(27,804)	(32,684)	(97,653)
Net	346,196	517,082	194,049

AMSBG's normal trade credit term is 30 days. Other credit terms are assessed and approved on a case-by-case basis.

Trade receivables are all denominated in Ringgit Malaysia.

9.13 OTHER RECEIVABLES AND PREPAID EXPENSES

	< As at 31 December >		As at 30 June
	2008	2009	2010
	RM	RM	RM
Other receivables and prepaid expenses consist of:			
Other receivables	7,138	6,833	16,499
Refundable deposits	12,090	8,090	1,744
Prepaid expenses	1,744	1,744	16,733
	20,972	16,667	34,976

Other receivables are all denominated in Ringgit Malaysia.

9.14 HOLDING COMPANY

AMSB is a wholly-owned subsidiary of ASIA MEDIA, a company incorporated in Malaysia, which is also regarded by the directors of AMSB as the ultimate holding company.

The amount owing to holding company, which arose mainly from expenses paid on behalf and advances given, is unsecured, interest free and repayable on demand.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.15 DEPOSITS WITH FINANCIAL INSTITUTIONS**

Included in deposits of AMSBG is an amount of RM621,586 representing fixed deposits which are pledged to the financial institutions for banking facilities granted. Deposits of AMSBG have an average maturity period of 12 months. Deposits of AMSBG earn return at 2.50% per annum.

9.16 SHARE CAPITAL

	No. of ordinary shares of RM0.10 each	Amount RM
As at 31 December 2008		
Authorised	50,000,000	5,000,000
Issued and fully paid	50,000,000	5,000,000
As at 31 December 2009		
Authorised	50,000,000	5,000,000
Issued and fully paid	50,000,000	5,000,000
As at 30 June 2010		
Authorised	100,000,000	10,000,000
Issued and fully paid	100,000,000	10,000,000

9.17 TERM LOAN

	<-As at 31 December->		As at 30 June
	2008	2009	2010
	RM	RM	RM
Term loan repayable as follows:			
Within 1 year (Included in current liabilities)	-	779,308	394,944
Between 2 and 5 years	-	1,235,735	1,234,496
	-	2,015,043	1,629,440

The term loan bears interest at 5.00% (2009: 5.00%) per annum and is secured by third party's property as well as joint and several guarantee by the directors.

9.18 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED EXPENSES

Trade and other payables comprise amounts outstanding for trade and ongoing costs. The average credit period granted to the AMSBG for trade purchases ranges from 30 to 90 days.

	<-As at 31 December->		As at 30 June
	2008	2009	2010
	RM	RM	RM
Other payables and accrued expenses consist of:			
Other payables	14,277	7,940	1,800
Accrued expenses	22,755	28,581	25,121
	37,032	36,521	26,921

Trade and other payables are all denominated in Ringgit Malaysia.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***9.19 AMOUNT OWING TO DIRECTORS**

The amount owing to director, which arose mainly from expenses paid on behalf and advances given, is unsecured, interest-free and repayable on demand.

9.20 RELATED PARTY TRANSACTIONS

	Financial Years Ended		Financial period	Financial period
	<-----31 December----->		1 January	1 January
	2008	2009	2009 ⁽ⁱ⁾	2010
	RM	RM	RM	RM
Consultation fee received from Cybertower Berhad, a company in which Dato' Wong Shee Kai, a director of the Company, is also a director	60,000	20,000	15,000	.
Telecommunication expenses paid to Cybertower Berhad, a company in which Dato' Wong Shee Kai, a director of the Company, is also a director	5,528	6,500	5,223	.

⁽ⁱ⁾ Included for comparison purposes only and is unaudited.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

10 AMSB

10.1 STATEMENTS OF COMPREHENSIVE INCOME OF AMSB

	Note	Financial period	Financial Years Ended			Financial period	Financial period
		1 October 2007 to 31 December 2007 RM	<.....31 December.....> 2008 RM	2009 RM	to 30 June 2009 ⁽ⁱ⁾ RM	1 January 2010 to 30 June 2010 RM	
Revenue	10.5	3,000,000	6,330,647	12,960,832	7,461,537	9,894,519	
Gross profit		1,340,000	3,700,994	6,755,645	2,696,350	5,019,743	
EBIDTA		1,079,889	2,210,364	4,261,119	1,289,638	4,155,506	
Interest income		31,037	45,682	29,712	14,103	22,537	
Depreciation		(28,436)	(749,045)	(763,538)	(381,769)	(690,764)	
Interest expense		.	.	(69,376)	(13,039)	(45,983)	
Amortisation		.	(5,422)	(5,458)	(2,729)	(2,705)	
PBT	10.6	1,082,490	1,501,579	3,452,459	906,204	3,438,591	
Income tax expense	10.7	(5,821)	.	.	.	(2,698)	
PAT		1,076,669	1,501,579	3,452,459	906,204	3,435,893	
Other comprehensive income, net of tax		.	.	.	.	.
Total comprehensive income		1,076,669	1,501,579	3,452,459	906,204	3,435,893	
Number of ordinary shares of RM0.10 each		20,000,000	50,000,000	50,000,000	50,000,000	100,000,000	
Weighted average number of ordinary shares of RM0.10 each		20,000,000	42,459,016	50,000,000	50,000,000	62,500,000	
Earnings per share							
- Gross ⁽ⁱⁱ⁾ (RM)		0.22 [^]	0.04	0.07	0.04 [^]	0.11 [^]	
- Net ⁽ⁱⁱⁱ⁾ (RM)		0.22 [^]	0.04	0.07	0.04 [^]	0.11 [^]	
Gross profit margin (%)		44.67	58.46	52.12	36.14	50.73	
EBIDTA margin (%)		36.00	34.92	32.88	17.28	42.00	
PBT margin (%)		36.08	23.72	26.64	12.15	34.75	
PAT margin (%)		35.89	23.72	26.64	12.15	34.73	
Effective tax rate (%)		0.54	.	.	.	0.08	
Interest coverage (Times)		n/a	n/a	50.76	70.50	75.78	
Dividend (%)		.	.	.	.	.

Notes:

⁽ⁱ⁾ The statement of comprehensive income for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

⁽ⁱⁱ⁾ $\frac{\text{PBT for the period/year}}{\text{Weighted average number of ordinary shares}}$



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

(iii) $\frac{\text{PAT for the period/year}}{\text{Weighted average number of ordinary shares}}$

(iv) There were no extraordinary or exceptional items during the financial periods/years under review.

(v) There were no accounting policies which are peculiar to AMSB due to the nature of business or industry it is involved in and that would affect the determination of AMSB's income or financial position.

^ Annualised

10.2 STATEMENTS OF FINANCIAL POSITION OF AMSB

	Note	<-----As at 31 December----->			As at
		2007	2008	2009	30 June
		RM	RM	RM	RM
ASSETS					
Non-Current Assets					
Property, plant and equipment	10.8	1,920,352	6,511,151	11,977,639	13,340,152
Development costs	10.9	27,108	21,686	16,228	13,523
Intangible assets	10.10	-	-	-	2,211,950
Investment in subsidiaries	10.11	-	500,002	750,006	750,004
Total Non-Current Assets		1,947,460	7,032,839	12,743,873	16,315,629
Current Assets					
Trade receivables	10.12	1,340,000	316,116	466,682	126,349
Other receivables and prepaid expenses	10.13	144,410	10,074	5,769	26,878
Amount owing by holding company	10.14	-	-	2,500	134,290
Amount owing by subsidiaries	10.15	-	2,341,178	2,329,627	2,184,920
Deposits with financial institutions	10.16	2,243,543	144,754	813,557	662,376
Cash and bank balances		102,005	1,552,704	1,447,219	1,513,963
Total Current Assets		3,829,958	4,364,826	5,065,354	4,648,776
TOTAL ASSETS		5,777,418	11,397,665	17,809,227	20,964,405
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	10.17	2,000,000	5,000,000	5,000,000	10,000,000
Retained earnings		718,795	2,220,374	5,672,833	9,108,726
Shareholders' Equity		2,718,795	7,220,374	10,672,833	19,108,726
Non-Current Liability					
Term loan	10.18	-	-	1,235,735	1,234,496
Total Non-Current Liability		-	-	1,235,735	1,234,496
Current Liabilities					
Trade payables	10.19	-	-	-	130,000
Other payables and accrued expenses	10.19	372,732	26,641	20,334	16,334
Amount owing to directors	10.20	2,674,954	4,139,713	5,101,017	77,207
Term loan	10.18	-	-	779,308	394,944
Tax liabilities		10,937	10,937	-	2,698
Total Current Liabilities		3,058,623	4,177,291	5,900,659	621,183
Total Liabilities		3,058,623	4,177,291	7,136,394	1,855,679
TOTAL EQUITY AND LIABILITIES		5,777,418	11,397,665	17,809,227	20,964,405



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	<----- As at 31 December ----->			As at 30 June 2010
	2007	2008	2009	
Ratios				
NA (RM)	2,718,795	7,220,374	10,672,833	19,108,726
NA per share (RM)	0.14	0.14	0.21	0.19
Current ratio (times)	1.25	1.04	0.86	7.44
Trade receivables turnover period (months)	1.34	0.60	0.43	0.10
Trade payables turnover period (months)	n/a	n/a	n/a	0.16
PAT on shareholders' fund ⁽ⁱ⁾ (%)	39.60	20.80	32.35	17.98

Note:

⁽ⁱ⁾
$$\frac{\text{PAT for the year/period}}{\text{Shareholders' funds}}$$

⁽ⁱⁱ⁾ The above summarised statements of financial position are based on the audited financial statements of AMSB adjusted for the following reclassifications:

	As above RM	Reclassi- fications RM	As per audited financial statements RM
As at 31 December 2008			
Trade payables	-	(12,107)	12,107
Other payables and accrued expenses	26,641	12,107	14,534

The reclassification is in respect of amount owing to Advance Synergy Berhad, a former holding company and is reclassified to conform with the presentation for the financial years/periods under review.

As at 31 December 2009

Other receivables and prepaid expenses	5,769	(2,500)	8,269
Amount owing by holding company	2,500	2,500	.

The reclassification is in respect of amount owing by ASIA MEDIA, a holding company and is reclassified to conform with the presentation for the financial years/period under review.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.3 CASH FLOW STATEMENTS OF AMSB**

	Financial period 1 October 2007 to 31 December 2007 RM	Financial Years Ended <.....31 December.....> 2008 2009 RM		Financial period 1 January 2009 to 30 June 2009 ^(b) RM	Financial period 1 January 2010 to 30 June 2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
PBT	1,082,490	1,501,579	3,452,459	906,204	3,438,591
Adjustments for:					
Amortisation of development costs	.	5,422	5,458	2,729	2,705
Allowance for doubtful debts	.	.	.	.	64,969
Depreciation of property, plant and equipment	28,436	749,045	763,538	381,769	690,764
Interest income	(31,037)	(45,682)	(29,712)	(14,103)	(22,537)
Gain on disposal of property, plant and equipment	.	.	(299)	.	.
Property, plant and equipment written off	.	.	4,200	.	.
Interest expense	.	.	69,376	13,039	45,983
Operating profit before working capital changes	1,079,889	2,210,364	4,265,020	1,289,638	4,220,475
Changes in working capital:					
(Increase)/Decrease in receivables	(1,407,776)	(1,182,958)	(137,210)	(7,099,950)	267,172
Increase/(Decrease) in payables	324,659	(346,091)	(6,307)	8,781,853	126,000
Increase/(Decrease) in amount owing to directors	561,465	1,464,759	961,304	860,000	(23,810)
Cash Generated From Operations	558,237	2,146,074	5,082,807	3,831,541	4,589,837
Tax paid	.	.	(10,937)	(10,937)	.
Interest received	31,037	45,682	29,712	14,103	22,537
Interest paid	.	.	(69,376)	(13,039)	(45,983)
Net Cash From Operating Activities	589,274	2,191,756	5,032,206	3,821,668	4,566,391
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment	(1,273,658)	(5,743,623)	(6,234,227)	(4,188,326)	(2,053,277)
Proceeds from disposal of subsidiary	.	.	.	.	2
Acquisition of investment in subsidiaries	.	(500,002)	(250,004)	(250,000)	.
Additions in intangible assets	.	.	.	.	(2,211,950)
Proceeds from disposal of property, plant and equipment	.	403,779	300	.	.
Net Cash Used In Investing Activities	(1,273,658)	(5,839,846)	(6,483,931)	(4,438,326)	(4,265,225)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance of shares	.	3,000,000	.	.	.
Drawdown of term loan	.	.	2,377,254	2,390,292	.
Repayment of term loan	.	.	(362,211)	.	(385,603)
Placement of fixed deposit pledged as security	.	.	(621,586)	.	.
Net Cash From/(Used In) Financing Activities	.	3,000,000	1,393,457	2,390,292	(385,603)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(684,384)	(648,090)	(58,268)	1,773,634	(84,437)
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	3,029,932	2,345,548	1,697,458	1,697,458	1,639,190
CASH AND CASH EQUIVALENTS CARRIED FORWARD	2,345,548	1,697,458	1,639,190	3,471,092	1,554,753



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	<-----As at 31 December----->			As at	As at
	2007	2008	2009	30 June 2009 ⁽ⁱ⁾	30 June 2010
	RM	RM	RM	RM	RM
Cash and cash equivalents carried forward consist of:					
Deposits with financial institutions	2,243,543	144,754	813,557	2,991,796	662,376
Cash and bank balances	102,005	1,552,704	1,447,219	479,296	1,513,963
	<u>2,345,548</u>	<u>1,697,458</u>	<u>2,260,776</u>	<u>3,471,092</u>	<u>2,176,339</u>
Less:					
Fixed deposits pledged as security	-	-	(621,586)	-	(621,586)
	<u>2,345,548</u>	<u>1,697,458</u>	<u>1,639,190</u>	<u>3,471,092</u>	<u>1,554,753</u>

⁽ⁱ⁾ The cash flow statement for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

During the FPE 30 June 2010, the issued and paid-up share capital of AMSB was increased from RM5,000,000 to RM10,000,000 by the allotment of 50,000,000 ordinary shares of RM0.10 each at par through capitalisation of amount owing to director.

10.4 STATEMENTS OF CHANGES IN EQUITY OF AMSB

	Issued capital RM	Retained earnings/ (Accumulated loss) RM	Total RM
Balance as at 1 October 2007	2,000,000	(357,874)	1,642,126
Total comprehensive income for the financial period	-	1,076,669	1,076,669
Balance as at 31 December 2007	<u>2,000,000</u>	<u>718,795</u>	<u>2,718,795</u>
Issuance of shares during the financial year	3,000,000	-	3,000,000
Total comprehensive income for the financial year	-	1,501,579	1,501,579
Balance as at 31 December 2008	<u>5,000,000</u>	<u>2,220,374</u>	<u>7,220,374</u>
Total comprehensive income for the financial year	-	3,452,459	3,452,459
Balance as at 31 December 2009	<u>5,000,000</u>	<u>5,672,833</u>	<u>10,672,833</u>
Issuance of shares during the financial period	5,000,000	-	5,000,000
Total comprehensive income for the financial period	-	3,435,893	3,435,893
Balance as at 30 June 2010	<u>10,000,000</u>	<u>9,108,726</u>	<u>19,108,726</u>

10.5 REVENUE

Revenue represents the net invoiced value of broadcast airtime delivered



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.6 PBT**

	Financial period 1 October 2007 to 31 December 2007 RM	Financial Years Ended <..... 31 December.....> 2008 2009 RM		Financial period 1 January 2009 to 30 June 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
PBT is stated after charging/(crediting):					
Allowance for doubtful debts	-	-	-	-	64,969
Amortisation of intangible assets	-	5,422	5,458	2,729	2,705
Auditors' remuneration					
- statutory-current period/year	1,000	8,000	8,000	-	-
- overprovision in prior year	-	-	-	-	(5,500)
- special	-	-	-	-	12,000
Depreciation of property, plant and equipment	28,436	749,045	763,538	381,769	690,764
Directors' emoluments	33,000	262,400	264,800	127,000	2,400
Property, plant and equipment written off	-	-	4,200	-	-
Rental of premises	-	-	-	-	7,348
Term loan interest	-	-	69,376	-	45,983
Unrealised exchange loss	32,696	-	-	-	-
Gain on disposal of property, plant and equipment	-	-	(299)	-	-
Management fee received	-	-	(140,000)	(65,000)	-
Interest income	(31,037)	(45,682)	(29,712)	(14,013)	(22,537)

10.7 INCOME TAX EXPENSE

Income tax expense is in respect of interest income earned.

AMSB has been awarded Multimedia Super Corridor status by the Government of Malaysia. Accordingly, there is no tax charge on the business income as it has been granted pioneer status under the Promotion of Investments Act, 1986. Income tax expense as shown in the statements of comprehensive income was due to fixed deposit interest income earned during year/period.

As at to date, submission of tax returns of AMSB are up to Year of Assessment 2009 and there are no tax amount in dispute and/or any investigation carried out by the IRB and/or any overseas authority. There is also no tax penalty imposed or additional tax amount assessed by the IRB and/or any overseas tax authority



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.8 PROPERTY, PLANT AND EQUIPMENT**

	Cost RM	Accumulated depreciation RM	Net book value RM
As at 31 December 2007			
DNS system work-in-progress	1,347,677	-	1,347,677
Office equipment	102,635	12,532	90,103
Furniture and fittings	33,767	2,031	31,736
Renovation and signboard	50,265	3,209	47,056
Motor vehicles	432,621	28,841	403,780
	<u>1,966,965</u>	<u>46,613</u>	<u>1,920,352</u>
As at 31 December 2008			
Transit TV system (DNS system)	6,980,500	698,050	6,282,450
Furniture and fittings	58,492	13,730	44,762
Office equipment	157,888	43,719	114,169
Renovation and signboard	81,088	11,318	69,770
	<u>7,277,968</u>	<u>766,817</u>	<u>6,511,151</u>
As at 31 December 2009			
Transit TV system (DNS system)	6,980,500	1,396,100	5,584,400
Capital work-in-progress	6,158,164	-	6,158,164
Furniture and fittings	93,588	32,448	61,140
Office equipment	191,954	82,110	109,844
Renovation and signboard	83,788	19,697	64,091
	<u>13,507,994</u>	<u>1,530,355</u>	<u>11,977,639</u>
As at 30 June 2010			
Transit TV system (DNS system)	13,138,664	2,053,033	11,085,631
Capital work-in-progress	2,041,943	-	2,041,943
Furniture and fittings	93,588	41,807	51,781
Motor vehicles	4,480	416	4,064
Office equipment	198,508	101,961	96,547
Renovation and signboard	84,088	23,902	60,186
	<u>15,561,271</u>	<u>2,221,119</u>	<u>13,340,152</u>

10.9 DEVELOPMENT COSTS

	<-----As at 31 December----->			As at 30 June
	2007 RM	2008 RM	2009 RM	2010 RM
<u>Cost</u>				
Balance as at beginning of period/year	27,108	27,108	27,108	27,108
Additions during the period/year	-	-	-	-
	<u>27,108</u>	<u>27,108</u>	<u>27,108</u>	<u>27,108</u>
Less:				
<u>Accumulated amortisation:</u>				
Balance as at beginning of period/year	-	-	5,422	10,880
Charge for the period/year	-	5,422	5,458	2,705
Balance as at end of period/year	-	5,422	10,880	13,585
Net	<u>27,108</u>	<u>21,686</u>	<u>16,228</u>	<u>13,523</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.10 INTANGIBLE ASSETS**

	<-----As at 31 December----->			As at 30 June
	2007 RM	2008 RM	2009 RM	2010 RM
As at beginning of period/year	-	-	-	-
Addition during the period	-	-	-	2,211,950
As at end of period/year	-	-	-	2,211,950

10.11 INVESTMENT IN SUBSIDIARIES

	<-----As at 31 December----->			As at 30 June
	2007 RM	2008 RM	2009 RM	2010 RM
Unquoted shares - At cost	-	500,002	750,006	750,004

The details of the subsidiaries are as follows:

	<-----Equity interest----->			Country of incorporation	Principal activities
	2010 %	2009 %	2008 %		
TESB(*)	100	92	70	Malaysia	(#)
TJBSB (^)	-	100	100	Malaysia	Dormant
Asia Media Interactive	100	100	-	Malaysia	Dormant
Asia Media Marketing	100	100	-	Malaysia	Dormant

* TESB became wholly-owned subsidiary company of AMSB on 9 March 2010.

Production and marketing of electronic audio and visual media.

^ TJBSB ceased to be the wholly-owned subsidiary of AMSB upon AMSB's disposal of its 100% equity interest for a total consideration of RM2, completed on 7 April 2010.

10.12 TRADE RECEIVABLES

AMSB's normal trade credit term is 30 days. Other credit terms are assessed and approved on a case-by-case basis.

The trade receivables are all denominated in Ringgit Malaysia.

10.13 OTHER RECEIVABLES AND PREPAID EXPENSES

	<-----As at 31 December----->			As at 30 June
	2007 RM	2008 RM	2009 RM	2010 RM
Other receivables and prepaid expenses consist of:				
Other receivables	140,456	540	235	9,901
Refundable deposits	2,590	7,790	3,790	15,233
Prepaid expenses	1,364	1,744	1,744	1,744
	144,410	10,074	5,769	26,878

The other receivables are all denominated in Ringgit Malaysia.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.13 OTHER RECEIVABLES AND PREPAID EXPENSES**

	<-----As at 31 December----->			As at 30 June
	2007 RM	2008 RM	2009 RM	2010 RM
Other receivables and prepaid expenses consist of:				
Other receivables	140,456	540	235	9,901
Refundable deposits	2,590	7,790	3,790	15,233
Prepaid expenses	1,364	1,744	1,744	1,744
	<u>144,410</u>	<u>10,074</u>	<u>5,769</u>	<u>26,878</u>

Other receivables are all denominated in Ringgit Malaysia

10.14 HOLDING COMPANY

AMSB is a wholly-owned subsidiary of ASIA MEDIA, a company incorporated in Malaysia, which is also regarded by the directors of AMSB as the ultimate holding company.

The amount owing by holding company, which arose mainly from expenses paid on behalf and advances given, is unsecured, interest-free and repayable on demand.

10.15 AMOUNT OWING BY SUBSIDIARIES

The amount owing by subsidiaries is unsecured, interest-free and repayable on demand.

10.16 DEPOSITS WITH FINANCIAL INSTITUTIONS

Included in deposits of AMSB is an amount of RM621,586 representing fixed deposits which are pledged to the financial institutions for banking facilities granted. Deposits of AMSB have an average maturity period of 12 months. Deposits of AMSB earn return at 2.50% per annum.

10.17 SHARE CAPITAL

	No. of ordinary shares of RM0.10 each	Amount RM
As at 31 December 2007		
Authorised	<u>50,000,000</u>	<u>5,000,000</u>
Issued and fully paid	<u>20,000,000</u>	<u>2,000,000</u>
As at 31 December 2008		
Authorised	<u>50,000,000</u>	<u>5,000,000</u>
Issued and fully paid	<u>50,000,000</u>	<u>5,000,000</u>
As at 31 December 2009		
Authorised	<u>50,000,000</u>	<u>5,000,000</u>
Issued and fully paid	<u>50,000,000</u>	<u>5,000,000</u>
As at 30 June 2010		
Authorised	<u>100,000,000</u>	<u>10,000,000</u>
Issued and fully paid	<u>100,000,000</u>	<u>10,000,000</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***10.18 TERM LOAN**

	<.....As at 31 December.....>			As at 30 June
	2007	2008	2009	2010
	RM	RM	RM	RM
Term loan repayable as follows:				
Within 1 year (Included in current liabilities)	-	-	779,308	394,944
Between 2 and 5 years	-	-	1,235,735	1,234,496
	-	-	<u>2,015,043</u>	<u>1,629,440</u>

The term loan bears interest at 5.00% (2009: 5.00%) per annum and is secured by third party's property as well as joint and several guarantee by the directors.

10.19 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED EXPENSES

Trade and other payables comprise amounts outstanding for trade and ongoing costs. The average credit period granted to the AMSB for trade purchases ranges from 30 to 90 days.

	<.....As at 31 December.....>			As at 30 June
	2007	2008	2009	2010
	RM	RM	RM	RM
Other payables and accrued expenses consist of:				
Other payables	372,732	12,107	5,000	-
Accrued expenses	-	14,534	15,334	16,334
	<u>372,732</u>	<u>26,641</u>	<u>20,334</u>	<u>16,334</u>

Trade and other payables are all denominated in Ringgit Malaysia.

10.20 AMOUNT OWING TO DIRECTORS

The amount owing to directors is unsecured, interest-free and repayable on demand.

10.21 RELATED PARTY TRANSACTIONS

	Financial period 1 October 2007 to 31 December 2007 RM	Financial Years Ended <..... 31 December.....> 2008 RM 2009 RM		Financial period 1 January 2009 to 30 June 2009 ⁽¹⁾ RM	Financial period 1 January 2010 to 30 June 2010 RM	
	Management fee received from TESB, a subsidiary	-	180,000	120,000	60,000	-
	Sales to TESB, a subsidiary	-	-	60,000	30,000	30,000
Consultation fee received from Cybertower Berhad, a company in which Dato' Wong Shee Kai, a director of the Company, is also a director	20,000	60,000	20,000	15,000	-	
Telecommunication expenses paid to Cybertower Berhad, a company in which Dato' Wong Shee Kai, a director of the Company, is also a director	-	5,528	6,500	5,223	-	
	-	<u>5,528</u>	<u>6,500</u>	<u>5,223</u>	-	

⁽¹⁾ Included for comparison purposes only and is unaudited.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

11 TESB

11.1 STATEMENTS OF COMPREHENSIVE INCOME OF TESB

	Note	<Financial Years Ended 31 December>			Financial period	Financial period
		2007	2008	2009	1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
		RM	RM	RM	RM	RM
Revenue	11.5	501,620	202,540	189,248	88,200	101,300
Gross profit		452,526	129,293	126,948	56,820	69,670
EBIDTA/(LBIDTA)		(111,130)	(23,079)	(11,892)	(11,042)	74,564
Depreciation		(115,285)	(66,713)	(66,589)	(33,294)	(27,690)
Interest expense		(145,030)	.	.	.	.
Amortisation		.	.	.	.	.
PBT/(Loss before tax)	11.6	(371,445)	(89,792)	(78,481)	(44,336)	46,874
Income tax expense	11.7	.	.	.	.	.
PAT/(Loss after tax)		(371,445)	(89,792)	(78,481)	(44,336)	46,874
Other comprehensive income, net of tax		.	.	.	.	.
Total comprehensive income/(loss)		(371,445)	(89,792)	(78,481)	(44,336)	46,874
Number of ordinary shares of RM1.00 each		1,118,000	1,118,000	1,118,000	1,118,000	1,118,000
Weighted average number of ordinary shares of RM1.00 each		1,118,000	1,118,000	1,118,000	1,118,000	1,118,000
Earnings/(Loss) per share						
· Gross ⁽ⁱⁱ⁾ (RM)		(0.33)	(0.08)	(0.07)	(0.08) [^]	0.08 [^]
· Net ⁽ⁱⁱⁱ⁾ (RM)		(0.33)	(0.08)	(0.07)	(0.08) [^]	0.08 [^]
Gross profit margin (%)		90.21	63.84	67.08	64.42	68.78
EBIDTA margin (%)		n/a	n/a	n/a	n/a	73.61
PBT margin (%)		n/a	n/a	n/a	n/a	46.27
PAT margin (%)		n/a	n/a	n/a	n/a	46.27
Effective tax rate (%)		.	.	.	.	.
Interest coverage (times)		n/a	n/a	n/a	n/a	n/a
Dividend (%)		.	.	.	.	.

Notes:

⁽ⁱ⁾ The statement of comprehensive income for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

⁽ⁱⁱ⁾
$$\frac{\text{PBT/(Loss before tax) for the year/period}}{\text{Weighted average number of ordinary shares}}$$



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

⁽ⁱⁱⁱ⁾ $\frac{\text{PAT/(Loss after tax) for the year/period}}{\text{Weighted average number of ordinary shares}}$

^(iv) There were no extraordinary or exceptional items during the financial years/periods under review

^(v) There were no accounting policies which are peculiar to TESB due to the nature of business or industry it is involved in and that would affect the determination of TESB's income or financial position.

[^] Annualised

11.2 STATEMENTS OF FINANCIAL POSITION OF TESB

	Note	<-----As at 31 December----->			As at 30 June
		2007 RM	2008 RM	2009 RM	2010 RM
ASSETS					
Non-Current Asset					
Property, plant and equipment	11.8	378,984	291,286	227,232	204,132
Current Assets					
Trade receivables	11.9	11,880	30,080	50,400	67,700
Other receivables and prepaid expenses	11.10	24,358	10,898	10,898	8,098
Amount owing by directors	11.11	721	2,391	4,391	4,391
Cash and bank balances		6,220	106,091	101,540	9,492
Total Current Assets		<u>43,179</u>	<u>149,460</u>	<u>167,229</u>	<u>89,681</u>
TOTAL ASSETS		<u>422,163</u>	<u>440,746</u>	<u>394,461</u>	<u>293,813</u>
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	11.12	1,118,000	1,118,000	1,118,000	1,118,000
Accumulated loss		(2,886,484)	(2,976,276)	(3,054,757)	(3,007,883)
Capital Deficiency		<u>(1,768,484)</u>	<u>(1,858,276)</u>	<u>(1,936,757)</u>	<u>(1,889,883)</u>
Current Liabilities					
Other payables and accrued expenses	11.13	2,189,047	6,591	8,788	6,177
Amount owing to holding company	11.14	-	2,292,431	2,322,430	2,177,519
Amount owing to directors	11.11	1,600	-	-	-
Total Current Liabilities		<u>2,190,647</u>	<u>2,299,022</u>	<u>2,331,218</u>	<u>2,183,696</u>
TOTAL EQUITY AND LIABILITIES		<u>422,163</u>	<u>440,746</u>	<u>394,461</u>	<u>293,813</u>
Ratios					
NL		(1,768,484)	(1,858,276)	(1,936,757)	(1,889,883)
NL per share (RM)		(1.58)	(1.66)	(1.73)	(1.69)
Current ratio (times)		0.02	0.07	0.07	0.04
Trade receivables turnover period (months)		0.28	1.78	3.20	4.01
Trade payables turnover period (months)		n/a	n/a	n/a	n/a
PAT on shareholders' funds ⁽ⁱ⁾ (%)		n/a	n/a	n/a	n/a



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

Note:

(i)	PAT for the year/period
	Shareholders' funds

(ii) The above summarised statements of financial position are based on the audited financial statements of TESB adjusted for the following reclassifications:

	As above RM	Reclassi- fications RM	As per audited financial statements RM
31 December 2007			
Other payables and accrued expenses	2,189,047	2,172,431	16,616
Amount owing to penultimate holding company	.	(2,172,431)	2,172,431

The reclassification is in respect of amount owing to Advance Synergy Berhad, a former holding company and is made to conform with the presentation for the financial years/period under review.

11.3 CASH FLOW STATEMENTS OF TESB

	<Financial Years Ended 31 December->			Financial period 1 January 2009 to 30 June 2009 ⁽ⁱ⁾	Financial period 1 January 2010 to 30 June 2010
	2007 RM	2008 RM	2009 RM	2009 ⁽ⁱ⁾ RM	2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
PBT/(Loss before tax)	(371,445)	(89,792)	(78,481)	(44,336)	46,874
Adjustments for:					
Allowance for doubtful debts	650	.	4,880	.	.
Depreciation of property, plant and equipment	115,285	66,713	66,589	33,294	27,690
Gain on disposal of property, plant and equipment	(10,985)	(5,562)	.	.	(4,590)
Interest expense	145,030	.	.	.	.
Property, plant and equipment written off	4,174	.	.	.	.
Adjustment of property, plant and equipment	263	.	.	.	.
Operating profit/(loss) before working capital changes	(117,028)	(28,641)	(7,012)	(11,042)	69,974
Changes in working capital:					
Increase in receivables	(7,967)	(8,010)	(27,200)	(25,200)	(14,500)
Increase/(Decrease) in payables	231,068	(10,025)	2,197	388	(2,611)
Cash Generated From/(Used In) Operations	106,073	(46,676)	(32,015)	(35,854)	52,863
Interest paid	(145,030)	.	.	.	.
Net Cash From/(Used In) Operating Activities	(38,957)	(46,676)	(32,015)	(35,854)	52,863
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from disposal of property, plant and equipment	15,430	26,547	1	.	.
Purchase of property, plant and equipment	.	.	(2,536)	(2,527)	.
Net Cash From/(Used In) Investing Activities	15,430	26,547	(2,535)	(2,527)	.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	<Financial Years Ended 31 December->			Financial period	Financial period
	2007	2008	2009	1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
	RM	RM	RM	RM	RM
CASH FLOWS FROM FINANCING ACTIVITIES					
Advance from/(Repayment to) holding company	-	120,000	29,999	93,299	(144,911)
Net Cash From/(Used In) Financing Activities	-	120,000	29,999	93,299	(144,911)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(23,527)	99,871	(4,551)	54,918	(92,048)
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	29,747	6,220	106,091	106,091	101,540
CASH AND CASH EQUIVALENTS CARRIED FORWARD	6,220	106,091	101,540	161,009	9,492
Cash and cash equivalents carried forward consist of:					
Cash and bank balances	6,220	106,091	101,540	161,009	9,492

⁽ⁱ⁾ The cash flow statement for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

11.4 STATEMENTS OF CHANGES IN EQUITY OF TESSB

	Issued capital RM	Accumulated loss RM	Total RM
Balance as at 1 January 2007	1,118,000	(2,515,039)	(1,397,039)
Total comprehensive loss for the financial year	-	(371,445)	(371,445)
Balance as at 31 December 2007	1,118,000	(2,886,484)	(1,768,484)
Total comprehensive loss for the financial year	-	(89,792)	(89,792)
Balance as at 31 December 2008	1,118,000	(2,976,276)	(1,858,276)
Total comprehensive loss for the financial year	-	(78,481)	(78,481)
Balance as at 31 December 2009	1,118,000	(3,054,757)	(1,936,757)
Total comprehensive income for the financial period	-	46,874	46,874
Balance as at 30 June 2010	1,118,000	(3,007,883)	(1,889,883)

11.5 REVENUE

Revenue represents the invoiced value of services rendered net of discounts and returns.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***11.6 PBT/(LOSS BEFORE TAX)**

	<-Financial Years Ended 31 December->			Financial period 1 January 2009 to 30 June 2009 ⁽¹⁾	Financial period 1 January 2010 to 30 June 2010
	2007	2008	2009	RM	RM
	RM	RM	RM	RM	RM
PAT/(Loss before tax) is stated after charging/ (crediting):					
Allowance for doubtful debts	650	-	4,880	-	-
Auditors' remuneration	8,000	2,550	2,500	-	2,800
Depreciation of property, plant and equipment	115,285	66,713	66,589	33,294	27,690
Directors' remuneration	80,640	-	-	-	-
Interest expense	145,030	-	-	-	-
Property, plant and equipment written off	4,174	-	-	-	-
Rental of office premises	38,923	-	-	-	-
Gain on disposal of property, plant and equipment	(10,985)	(5,562)	-	-	(4,590)

⁽¹⁾ Included for comparison purposes only and is unaudited.**11.7 INCOME TAX EXPENSE**

No provision for income tax has been made in 2007, 2008 and 2009 as TESB has been incurring losses.

Eventhough TESB registered a PBT of RM46,874 for the financial period 1 January 2010 to 30 June 2010, no provision for taxation has been made as TESB utilised its unutilised tax losses and unabsorbed capital allowances to off-set against current financial period's profit. The availability of the above unutilised tax losses and unabsorbed capital allowances are subject to the approval of the IRB

As at to date, TESB's submission of tax returns are up to Year of Assessment 2009 and there is no tax amount in dispute and/or any investigation carried out by the IRB and/or any overseas authority. There is also no tax penalty imposed or additional tax amount assessed by the IRB and/or any overseas tax authority.

11.8 PROPERTY, PLANT AND EQUIPMENT

	Cost RM	Accumulated depreciation RM	Net book value RM
As at 31 December 2007			
Furniture and fittings	11,642	5,057	6,585
Motor vehicles	111,634	85,876	25,758
Office equipment	46,626	20,826	25,800
Plant and machinery	692,763	374,884	317,879
Renovation	5,398	2,436	2,962
	<u>868,063</u>	<u>489,079</u>	<u>378,984</u>
As at 31 December 2008			
Furniture and fittings	11,642	6,221	5,421
Motor vehicles	32,285	30,910	1,375
Office equipment	42,036	24,139	17,897
Plant and machinery	692,762	428,592	264,170
Renovation	5,398	2,975	2,423
	<u>784,123</u>	<u>492,837</u>	<u>291,286</u>



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

	Cost RM	Accumulated depreciation RM	Net book value RM
As at 31 December 2009			
Furniture and fittings	11,642	7,385	4,257
Motor vehicles	31,485	31,485	-
Office equipment	42,036	30,895	11,141
Plant and machinery	695,298	485,347	209,951
Renovation	5,398	3,515	1,883
	<u>785,859</u>	<u>558,627</u>	<u>227,232</u>
As at 30 June 2010			
Furniture and fittings	11,642	7,967	3,675
Motor vehicles	31,485	31,485	-
Office equipment	46,626	34,732	11,894
Plant and machinery	690,708	503,758	186,950
Renovation	5,398	3,785	1,613
	<u>785,859</u>	<u>581,727</u>	<u>204,132</u>

11.9 TRADE RECEIVABLES

	<-----As at 31 December----->			As at 30 June
	2007	2008	2009	2010
	RM	RM	RM	RM
Trade receivables	39,684	57,884	83,084	100,384
Less: Allowance for doubtful debts	(27,804)	(27,804)	(32,684)	(32,684)
Net	<u>11,880</u>	<u>30,080</u>	<u>50,400</u>	<u>67,700</u>

TESB's normal trade credit term is 30 days. Other credit terms are assessed and approved on a case-by-case basis.

Trade receivables are all denominated in Ringgit Malaysia.

11.10 OTHER RECEIVABLES AND PREPAID EXPENSES

	<-----As at 31 December----->			As at 30 June
	2007	2008	2009	2010
	RM	RM	RM	RM
Other receivables and prepaid expenses consist of:				
Other receivables	9,868	6,598	6,598	6,598
Refundable deposits	4,300	4,300	4,300	1,500
Prepaid expenses	10,190	-	-	-
	<u>24,358</u>	<u>10,898</u>	<u>10,898</u>	<u>8,098</u>

Other receivables are all denominated in Ringgit Malaysia.

11.11 AMOUNT OWING BY/(TO) DIRECTORS

The amount owing by/(to) directors is unsecured, not bearing interest and repayable on demand.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***11.12 SHARE CAPITAL**

	No. of ordinary shares of RM1.00 each	Amount RM
As at 31 December 2007		
Authorised	1,118,000	1,118,000
Issued and fully paid	1,118,000	1,118,000
As at 31 December 2008		
Authorised	1,118,000	1,118,000
Issued and fully paid	1,118,000	1,118,000
As at 31 December 2009		
Authorised	1,118,000	1,118,000
Issued and fully paid	1,118,000	1,118,000
As at 30 June 2010		
Authorised	1,118,000	1,118,000
Issued and fully paid	1,118,000	1,118,000

11.13 OTHER PAYABLES AND ACCRUED EXPENSES

	<----- As at 31 December ----->			As at 30 June
	2007	2008	2009	2010
	RM	RM	RM	RM
Other payables and accrued expenses consist of				
Other payables	2,179,102	2,171	1,940	-
Accrued expenses	9,945	4,420	6,848	6,177
	<u>2,189,047</u>	<u>6,591</u>	<u>8,788</u>	<u>6,177</u>

11.14 HOLDING COMPANIES

TESB is a wholly owned subsidiary of AMSB, a company incorporated in Malaysia. The ultimate holding company is ASIA MEDIA, a company also incorporated in Malaysia. The amount owing to holding company, which comprises principally trade transactions, advances given and expenses paid on behalf, is unsecured, interest-free and repayable on demand.

11.15 RELATED PARTY TRANSACTIONS

	<-Financial Years Ended 31 December->			Financial period 1 January 2009 to 30 June 2009 ⁽ⁱ⁾	Financial period 1 January 2010 to 30 June 2010
	2007	2008	2009	RM	RM
	RM	RM	RM		
Management fee paid to AMSB, the holding company	-	180,000	120,000	60,000	-
Purchases from AMSB, the holding company	-	-	60,000	30,000	30,000

⁽ⁱ⁾ Included for comparison purposes only and is unaudited.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***12 ASIA MEDIA INTERACTIVE****12.1 STATEMENTS OF COMPREHENSIVE INCOME OF ASIA MEDIA INTERACTIVE**

	Note	<Financial Years Ended 31 December->			Financial period	Financial period
		2007	2008	2009	1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
		RM	RM	RM	RM	RM
Revenue	12.5	-	-	-	-	-
Gross profit		-	-	-	-	-
LBIDTA		-	-	(6,863)	(3,432)	(1,891)
Interest income		-	-	-	-	-
Depreciation		-	-	-	-	-
Amortisation		-	-	-	-	-
Loss before tax	12.6	-	-	(6,863)	(3,432)	(1,891)
Income tax expense	12.7	-	-	-	-	-
Loss after tax		-	-	(6,863)	(3,432)	(1,891)
Other comprehensive income, net of tax		-	-	-	-	-
Total comprehensive loss		-	-	(6,863)	(3,432)	(1,891)
Number of ordinary shares of RM1.00 each		2	2	2	2	2
Weighted average number of ordinary shares of RM1.00 each		2	2	2	2	2
Loss per share						
- Gross ⁽ⁱ⁾ (RM)		-	-	(3,431.50)	(3,432.00) [^]	(1,891.00) [^]
- Net ⁽ⁱⁱ⁾ (RM)		-	-	(3,431.50)	(3,432.00) [^]	(1,891.00) [^]
Gross profit margin (%)		n/a	n/a	n/a	n/a	n/a
EBIDTA margin (%)		n/a	n/a	n/a	n/a	n/a
PBT margin (%)		n/a	n/a	n/a	n/a	n/a
PAT margin (%)		n/a	n/a	n/a	n/a	n/a
Effective tax rate (%)		-	-	-	-	-
Interest coverage (times)		n/a	n/a	n/a	n/a	n/a
Dividend (%)		-	-	-	-	-

Notes:

⁽ⁱ⁾ The statement of comprehensive income for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

(i)	<u>Loss before tax for the year/period</u>
	Weighted average number of ordinary shares
(ii)	<u>Loss after tax for the year/period</u>
	Weighted average number of ordinary shares

(iv) There were no extraordinary or exceptional items during the financial years/periods under review.

^ Annualised

12.2 STATEMENTS OF FINANCIAL POSITION OF ASIA MEDIA INTERACTIVE

	Note	<-----As at 31 December----->			As at 30 June
		2007 RM	2008 RM	2009 RM	2010 RM
ASSETS					
Non Current Asset					
Expenditure carried forward - At cost	12.8	5,289	5,439	-	-
Current Asset					
Cash on hand		2	2	2	2
TOTAL ASSETS		<u>5,291</u>	<u>5,441</u>	<u>2</u>	<u>2</u>
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	12.9	2	2	2	2
Accumulated loss		-	-	(6,863)	(8,754)
Shareholders' Equity/(Capital Deficiency)		<u>2</u>	<u>2</u>	<u>(6,861)</u>	<u>(8,752)</u>
Current Liabilities					
Other payables and accrued expenses	12.10	700	700	1,424	2,220
Amount owing to holding company	12.11	-	-	2,500	3,595
Amount owing to directors	12.12	4,589	4,739	2,939	2,939
Total Current Liabilities		<u>5,289</u>	<u>5,439</u>	<u>6,863</u>	<u>8,754</u>
TOTAL EQUITY AND LIABILITIES		<u>5,291</u>	<u>5,441</u>	<u>2</u>	<u>2</u>
Ratios					
NA/(NL) (RM)		2	2	(6,861)	(8,752)
NA/(NL) per share (RM)		1.00	1.00	(3,430.50)	(4,376.00)
Current ratio (times)		<0.01	<0.01	<0.01	<0.01
Trade receivables turnover period (months)		n/a	n/a	n/a	n/a
Trade payables turnover period (months)		n/a	n/a	n/a	n/a
PAT on shareholders' funds ⁽ⁱ⁾ (%)		n/a	n/a	n/a	n/a



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)*

Note:

⁽ⁱ⁾ PAT for the year/period
Shareholders' funds

12.3 CASH FLOW STATEMENTS OF ASIA MEDIA INTERACTIVE

	<Financial Years Ended 31 December->			Financial period	Financial period
	2007	2008	2009	1 January 2009 to 30 June 2009 ⁽ⁱ⁾	1 January 2010 to 30 June 2010
	RM	RM	RM	RM	RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax	-	-	(6,863)	(3,432)	(1,891)
Adjustments for:					
Preliminary expenses written off	-	-	5,439	2,720	-
Operating loss before working capital changes	-	-	(1,424)	(712)	(1,891)
Changes in working capital:					
Increase/(Decrease) in payables	150	150	(1,076)	712	1,891
Net Cash From/(Used In) Operating Activities	150	150	(2,500)	-	-
CASH FLOWS FROM INVESTING ACTIVITIES					
Pre-operating expenses	(150)	(150)	-	-	-
Net Cash Used In Investing Activities	(150)	(150)	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES					
Advance from holding company	-	-	2,500	-	-
Net Cash From Financing Activities	-	-	2,500	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	-	-	-	-	-
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	2	2	2	2	2
CASH AND CASH EQUIVALENTS CARRIED FORWARD	2	2	2	2	2
Cash and cash equivalents carried forward consist of:					
Cash on hand	2	2	2	2	2

⁽ⁱ⁾ The cash flow statement for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***12.4 STATEMENTS OF CHANGES IN EQUITY OF ASIA MEDIA INTERACTIVE**

	Issued capital RM	Accumulated loss RM	Total RM
Balance as at 1 January 2007	2	-	2
Total comprehensive income for the financial year	-	-	-
Balance as at 31 December 2007	2	-	2
Total comprehensive income for the financial year	-	-	-
Balance as at 31 December 2008	2	-	2
Total comprehensive loss for the financial year	-	(6,863)	(6,863)
Balance as at 31 December 2009	2	(6,863)	(6,861)
Total comprehensive loss for the financial period	-	(1,891)	(1,891)
Balance as at 30 June 2010	2	(8,754)	(8,752)

12.5 REVENUE

No revenue was generated during the financial years/periods under review as Asia Media Interactive has not commenced business operations as at 30 June 2010.

12.6 LOSS BEFORE TAX

	<Financial Years Ended 31 December->			Financial period 1 January 2009 to 30 June 2009 ⁽¹⁾	Financial period 1 January 2010 to 30 June 2010
	2007 RM	2008 RM	2009 RM	RM	RM
Loss before tax is stated after charging:					
Auditors' remuneration					
- statutory - Current year	-	-	800	400	-
- Overprovision in prior year	-	-	-	-	(300)
- special	-	-	-	-	1,600
Preliminary expenses written off	-	-	5,439	2,720	-

⁽¹⁾ Included for comparison purposes only and is unaudited.

12.7 INCOME TAX EXPENSE

No provision for income tax has been made during the financial years/periods under review as Asia Media Interactive has been incurring losses.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***12.8 DEFERRED EXPENDITURE - AT COST**

	<-----As at 31 December----->			As at
	2007	2008	2009	30 June
	RM	RM	RM	2010
				RM
Included in deferred expenditure is:				
Auditor's remuneration - Current year	500	500	.	.
Overprovision in prior year	(500)	(500)	.	.

12.9 SHARE CAPITAL

	No. of ordinary shares of RM1.00 each	Amount RM
As at 31 December 2007		
Authorised	100,000	100,000
Issued and fully paid	2	2
As at 31 December 2008		
Authorised	100,000	100,000
Issued and fully paid	2	2
As at 31 December 2009		
Authorised	100,000	100,000
Issued and fully paid	2	2
As at 30 June 2010		
Authorised	100,000	100,000
Issued and fully paid	2	2

12.10 OTHER PAYABLES AND ACCRUED EXPENSES

	<-----As at 31 December----->			As at
	2007	2008	2009	30 June
	RM	RM	RM	2010
				RM
Other payables and accrued expenses consist of:				
Other payables	150	150	1,424	1,300
Accrued expenses	550	550	.	920
	700	700	1,424	2,220

12.11 HOLDING COMPANIES

Asia Media Interactive is a wholly owned subsidiary of AMSB, a company incorporated in Malaysia. The ultimate holding company is ASIA MEDIA, a company also incorporated in Malaysia. The balance arose mainly from interest-free advances given and expenses paid on behalf which is unsecured, interest-free and repayable on demand.

12.12 AMOUNT OWING TO DIRECTORS

The amount owing to directors which arose mainly from expenses paid, is unsecured, interest-free and repayable on demand.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***13 ASIA MEDIA MARKETING****13.1 STATEMENTS OF COMPREHENSIVE INCOME OF ASIA MEDIA MARKETING**

	Note	Financial period 26 August 2008 (date of incorporation) to 31 December 2009 RM	Financial period 1 January 2009 to 30 June 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
Revenue	13.5	-	-	-
Gross profit		-	-	-
LBIDTA		(3,875)	(1,453)	(2,121)
Interest income		-	-	-
Depreciation		-	-	-
Amortisation		-	-	-
Loss before tax	13.6	(3,875)	(1,453)	(2,121)
Income tax expense	13.7	-	-	-
Loss after tax		(3,875)	(1,453)	(2,121)
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		(3,875)	(1,453)	(2,121)
Number of ordinary shares of RM1.00 each		2	2	2
Weighted average number of ordinary shares of RM1.00 each		2	2	2
Loss per share				
- Gross ⁽ⁱ⁾ (Sen)		(1,453.13) [^]	(1,453.00) [^]	(2,121.00) [^]
- Net ⁽ⁱⁱ⁾ (Sen)		(1,453.13) [^]	(1,453.00) [^]	(2,121.00) [^]
Gross profit margin (%)		n/a	n/a	n/a
EBIDTA margin (%)		n/a	n/a	n/a
PBT margin (%)		n/a	n/a	n/a
PAT margin (%)		n/a	n/a	n/a
Effective tax rate (%)		-	-	-
Interest coverage (times)		n/a	n/a	n/a
Dividend (%)		-	-	-



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***Notes:**

(i) The statement of comprehensive income for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

(ii)
$$\frac{\text{Loss before tax for the period}}{\text{Weighted average number of ordinary shares}}$$

(iii)
$$\frac{\text{Loss after tax for the period}}{\text{Weighted average number of ordinary shares}}$$

(iv) There were no extraordinary or exceptional items during the financial periods under review.

^ Annualised

13.2 STATEMENTS OF FINANCIAL POSITION OF ASIA MEDIA MARKETING

		As at 31 December 2009 RM	As at 30 June 2010 RM
	Note		
Current Asset			
Cash on hand		2	2
Total Current Asset		<u>2</u>	<u>2</u>
Total Asset		<u>2</u>	<u>2</u>
EQUITY AND LIABILITIES			
Capital and Reserves			
Share capital	13.8	2	2
Accumulated loss		(3,875)	(5,996)
Capital Deficiency		<u>(3,873)</u>	<u>(5,994)</u>
Current Liabilities			
Other payable and accrued expenses	13.9	1,375	2,190
Amount owing to holding company	13.10	2,500	3,806
Total Current Liabilities		<u>3,875</u>	<u>5,996</u>
Total Equity and Liabilities		<u>2</u>	<u>2</u>
Ratios			
NL (RM)		(3,873)	(5,994)
NL per share (RM)		(1,936.50)	(2,997.00)
Current ratio (times)		<0.01	<0.01
Trade receivables turnover period (months)		n/a	n/a
Trade payables turnover period (months)		n/a	n/a
PAT on shareholders' funds ⁽ⁱ⁾ (%)		n/a	n/a

Note:

(i)
$$\frac{\text{PAT for the period}}{\text{Shareholders' funds}}$$



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***13.3 CASH FLOW STATEMENT OF ASIA MEDIA MARKETING**

	Financial period 26 August 2008 (date of incorporation) to 31 December 2009 RM	Financial period 1 January 2009 to 30 June 2009 ⁽¹⁾ RM	Financial period 1 January 2010 to 30 June 2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax	(3,875)	(1,453)	(2,121)
Changes in working capital:			
Increase in payables	1,375	859	815
Net Cash Used In Operating Activities	<u>(2,500)</u>	<u>(594)</u>	<u>(1,306)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of shares	2	-	-
Advance from holding company	2,500	594	1,306
Net Cash From Financing Activities	<u>2,502</u>	<u>594</u>	<u>1,306</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	-	2	2
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>2</u>	<u>2</u>	<u>2</u>
Cash and cash equivalents at end of period consist of:			
Cash on hand	<u>2</u>	<u>2</u>	<u>2</u>

⁽¹⁾ The cash flow statement for the financial period 1 January 2009 to 30 June 2009 is unaudited and is included for comparison purposes only.

13.4 STATEMENT OF CHANGES IN EQUITY OF ASIA MEDIA MARKETING

	Issued capital RM	Accumulated loss RM	Total RM
Balance as at date of incorporation	2	-	2
Total comprehensive loss for the financial period	-	(3,875)	(3,875)
Balance as at 31 December 2009	<u>2</u>	<u>(3,875)</u>	<u>(3,873)</u>
Total comprehensive loss for the financial period	-	(2,121)	(2,121)
Balance as at 30 June 2010	<u>2</u>	<u>(5,996)</u>	<u>(5,994)</u>

13.5 REVENUE

No revenue was generated during the financial periods under review as Asia Media Marketing has not commenced business operations as at 30 June 2010.



14. ACCOUNTANTS' REPORT (Cont'd)*(Prepared for the inclusion in this Prospectus)***13.6 LOSS BEFORE TAX**

	Financial period 26 August 2008 (date of incorporation) to 31 December 2009 RM	Financial period 1 January 2009 to 30 June 2009 RM	Financial period 1 January 2010 to 30 June 2010 RM
Loss before tax is stated after charging:			
Auditors' remuneration			
- statutory - Current period	800	300	-
- Overprovision in prior period	-	-	(300)
- special	-	-	1,600

13.7 INCOME TAX EXPENSE

No provision for income tax has been made during the financial periods under review as Asia Media Marketing has been incurring losses.

13.8 SHARE CAPITAL

	No. of ordinary shares of RM1.00 each	Amount RM
As at 31 December 2009		
Authorised	100,000	100,000
Issued and fully paid	2	2
As at 30 June 2010		
Authorised	100,000	100,000
Issued and fully paid	2	2

13.9 OTHER PAYABLE AND ACCRUED EXPENSES

Other payable and accrued expenses consist of:

	As at 31 December 2009 RM	As at 30 June 2010 RM
Other payable	500	500
Accrued expenses	875	1,690
	1,375	2,190

13.10 HOLDING COMPANIES

Asia Media Marketing is a wholly owned subsidiary of AMSB, a company incorporated in Malaysia. The ultimate holding company is ASIA MEDIA, a company also incorporated in Malaysia. The amount owing to holding company arose mainly from interest-free advances given and expenses paid on behalf which is unsecured, interest-free and repayable on demand.



14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

14 DIVIDENDS

There were no dividends paid or declared by ASIA MEDIA and its subsidiaries during the financial periods/years under review.

15 SUMMARISED STATEMENTS OF FINANCIAL POSITION

In the preparation of this Report, no restatement has been made to the audited financial statements of ASIA MEDIA and its subsidiaries for the Relevant Financial Period, except for certain reclassification of accounts as reflected in Notes 8.2, 9.2, 10.2 and 11.2.

16 SIGNIFICANT SUBSEQUENT EVENTS

No events have occurred subsequent to 30 June 2010 that would require adjustment to, or disclosure in this Report, other than the restructuring and listing scheme as mentioned in Section 2.

17 AUDITED FINANCIAL STATEMENTS

No audited financial statements have been prepared in respect of any period subsequent to 30 June 2010 for ASIA MEDIA and its subsidiaries.

Yours faithfully



TAN CHIN HUAT & CO
Firm No: AF 1395
Chartered Accountants



TAN CHIN HUAT
Approved No: 2037/6/12(J)
Proprietor

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)



MUSTAPHA, KHOO & CO (AF: 0599)

Chartered Accountants

30-4, Jalan 11/118B, Kuchai Entrepreneurs Park,
Off Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia.
Tel : 603-7981 3337 (4 lines) Fax : 603-7982 5708
E-mail : mksk@streamyx.com Website : www.mustaphakhoo.com

POLARIS™

INTERNATIONAL

An independent member firm of POLARIS INTERNATIONAL

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF
GERAK BAYAN SDN. BHD. (813137-V)
(Incorporated in Malaysia)

APPENDIX I

Report on the Financial Statements

We have audited the financial statements of GERAK BAYAN SDN. BHD., which comprise the balance sheet as at 30 September 2009, and the profit and loss accounts (income statement), statement of changes in equity and cash flow statement for the financial period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 8 to 17.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Accounting Standards for Private Entities and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.



Malaysian Institute of Accountants
Established under the Accountants Act 1957
A Member Firm of MIA

PJ Office : No. 23B, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor, Malaysia.
Tel : 603-7725 7822 Fax : 603-7710 8822 E-mail : mtpj@streamyx.com

Seremban Office : No. 24, (1st Floor), Jalan Campbell, 70000 Seremban, NSDK, Malaysia.
Tel : 606-762 8728 (3 lines), 762 0741, 763 4668 Fax : 606-763 7866 E-mail : sksk88@streamyx.com

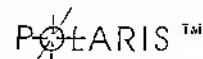
14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)



MUSTAPHA, KHOO & CO (AF: 0599)

Chartered Accountants
30-4, Jalan 11/116B, Kuchai Entrepreneurs Park,
Off Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia.
Tel: 603-7981 3337 (4 lines) Fax: 603-7982 5708
E-mail: mksk@streamyx.com Website: www.mustaphekhoo.com



INTERNATIONAL
An Independent member firm of POLARIS INTERNATIONAL

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF
GERAK BAYAN SDN. BHD. (813137-V)
(Incorporated in Malaysia)

APPENDIX I

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Accounting Standards for Private Entities and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as of 30 September 2009 and of its financial performance and cash flows for the financial period then ended.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2(a) in the notes to the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption, notwithstanding that the Company incurred a net loss of RM3,300 during the financial period ended 30 September 2009, and as of that date, the Company's current liabilities exceeded its current assets by RM3,298 thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or the amounts and classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.

Mustapha, Khoo & Co
No: AF 0599
Chartered Accountants

Khoo Siong Kee
No.791/04/10 (J/PH)
Partner of the Firm

Kuala Lumpur

Dated: 8 OCT 2009



Malaysian Institute of Accountants
Incorporated in Malaysia
A member firm of IASB

PJ Office : No 23B, Jalan SS 21/80, Demensere Utama, 47400 Petaling Jaya, Selangor, Malaysia.
Tel : 603-7725 7822 Fax : 603-7710 6822 E-mail : mkpj@streamyx.com

Seremban Office : No. 24, (1st Floor), Jalan Campbell, 70000 Seremban, NSDK, Malaysia.
Tel : 606-762 8728 (3 lines), 762 0741, 763 4688 Fax : 606-763 7866 E-mail : sksk88@streamyx.com

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)**MUSTAPHA, KHOO & CO** (AF: 0599)Chartered Accountants
30-4, Jalan 11/116B, Kuchai Entrepreneurs Park,
Off Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia.
Tel : 603-7981 3337 (4 lines) Fax : 603-7982 5708
E-mail : mksk@streamyx.com Website : www.mustaphakhoo.com**POLARIS**™INTERNATIONAL
An Independent member firm of POLARIS INTERNATIONAL**INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF
ASIA MEDIA GROUP BHD. (813137-V)
(Formerly known as GERAK BAYAN SDN. BHD.)
(Incorporated in Malaysia)**

APPENDIX II

Report on the Financial Statements

We have audited the financial statements of ASIA MEDIA GROUP BHD. (Formerly known as GERAK BAYAN SDN. BHD.), which comprise the balance sheet as at 31 December 2009, and the profit and loss accounts (income statement), statement of changes in equity and cash flow statement for the financial period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 8 to 18.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Accounting Standards for Private Entities and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

Institute of Accountants
under the Accountancy Act 1967
Member Firm of MIA

PJ Office : No. 238, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor, Malaysia.
Tel : 603-7725 7822 Fax : 603-7710 6822 E-mail : mkpj@streamyx.com
Seremban Office : No. 24, (1st Floor), Jalan Campbell, 70000 Seremban, NSDK, Malaysia
Tel : 606-762 8728 (3 lines), 762 0741, 763 4668 Fax : 606-763 7866 E-mail : sksk88@streamyx.com

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)



MUSTAPHA, KHOO & CO (AF: 0599)
Chartered Accountants
30-4, Jalan 11/116B, Kuchai Entrepreneurs Park,
Off Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia.
Tel : 603-7981 3337 (4 lines) Fax : 603-7982 5708
E-mail : mksk@streamyx.com Website : www.mustaphakhoo.com



INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF
ASIA MEDIA GROUP BHD. (813137-V)
(Formerly known as GERAK BAYAN SDN. BHD.)
(Incorporated in Malaysia)

APPENDIX II

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Accounting Standards for Private Entities and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as of 31 December 2009 and of its financial performance and cash flows for the financial period then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.

Mustapha, Khoo & Co
No: AF 0599
Chartered Accountants

Khoo Siong Kee
No.791/04/12 (J/PH)
Partner of the Firm

Kuala Lumpur
Dated: 25 MAY 2010



Malaysian Institute of Accountants
Incorporated under the Act: Companies Act 1967
A Member Firm of MIA

PJ Office : No. 238, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor, Malaysia.
Tel : 603-7725 7822 Fax : 603-7710 6822 E-mail : mkpj@streamyx.com
Seremban Office : No. 24, (1st Floor), Jalan Campbell, 70000 Seremban, NSDK, Malaysia.
Tel : 606-762 8728 (3 lines), 762 0741, 763 4658 Fax : 606-763 7866 E-mail : sks88@streamyx.com

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
813137-V

APPENDIX III

STYL ASSOCIATES

AF 1929
Chartered Accountants

No: 1078 Jalan Aminuddin Baki
Taman Tun Dr. Ismail 60000 Kuala Lumpur
Tel: 03-77275573
Fax: 03-77270771

Date:

11 OCT 2010

The Board of Directors
ASIA MEDIA GROUP BERHAD
(Formerly known as Gerak Bayan Sdn. Bhd.)
No: 35-1 Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs,

ASIA MEDIA GROUP BERHAD
AUDIT FOR THE PERIOD 1ST JANUARY 2010 TO 30TH JUNE 2010

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Asia Media Group Berhad, which comprise the statements of financial position as at 30th June 2010, and the statements of comprehensive income, changes in equity and cash flows of the Group and of the Company for the period 1st January 2010 to 30th June 2010, and a summary of significant accounting policies and other explanatory notes, as set out on pages 3 to 25.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No.
813137-V

APPENDIX III

STYL ASSOCIATES

AF 1929
Chartered Accountants

No: 107B Jalan Aminuddin Baki
Taman Tun Dr. Ismail 60000 Kuala Lumpur
Tel: 03-77275573
Fax: 03-77270771

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30th June 2010 and of their financial performance and cash flows for the period 1st January 2010 to 30th June 2010.

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 have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (c) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, as mentioned in Note 9 to the Financial Statements, being financial statements that have been included in the consolidated financial statements.
- (d) The auditor's reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under Subsection (3) of Section 174 of the Act.

OTHER MATTERS

This report has been prepared solely for the information of management and as such, should not be used in whole or in part for any other purpose without our prior consent. We do not assume responsibility to any other person for the content of this report.

The financial statements of the preceding period were examined by another firm of auditors and are presented here merely for comparative purposes.



STYL ASSOCIATES
Firm No. AF 1929
Chartered Accountants



TAN CHIN HUAT
Approval No: 2037/06/12(J)
Partner

Date: 11 OCT 2010

Kuala Lumpur

14. ACCOUNTANTS' REPORT (*Cont'd*)

(Prepared for the inclusion in this Prospectus)

Company No. 728838 - H

WONG LEONG & ASSOCIATES (AF No. 1163)

Chartered Accountants

王梁會計事務所



83B, Jalan SS 15/5A, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia.

Telephone : 03-56316381

Fax : 03-56281352

Email : audit@wongleong.com

Website : www.wongleong.com

APPENDIX IV

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
ASIA MEDIA SDN. BHD. (728838 - H)
(FORMERLY KNOWN AS SUPER LATEST PUBLICATION SDN. BHD.)
(Incorporated in Malaysia)**

We have audited the financial statements of ASIA MEDIA SDN. BHD. (FORMERLY KNOWN AS SUPER LATEST PUBLICATION SDN. BHD.) which comprise the balance sheet as at 31st December 2007, and the income statement, statement of changes in equity and cash flow statement for the financial year ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 7 to 16.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Private Entity Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 of 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the director, as well as evaluation 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 have been properly drawn up in accordance with Private Entity Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31st December 2007 and of its financial performance and the cash flows of the Company for the financial year then ended.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No. 728838 · H

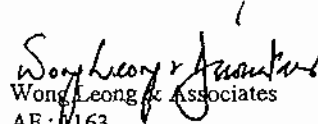
APPENDIX IV

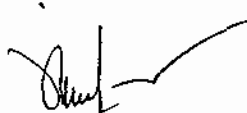
Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.


Wong Leong & Associates
AF : 1163
Chartered Accountants


Wong Nyok Har
1765/04/10 (J)

Date: 8 APR 2009

Subang Jaya

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 728838-H

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF**



LI LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

A Firm Registered
with the Malaysian
Institute of
Accountants

18-B5, (4th floor), Jalan SS6/3, Kelana Jaya,
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Tel : 603-7880 5820
Fax : 603-7880 8052
Email: audit@lilim.com

APPENDIX V

ASIA MEDIA SDN. BHD.

(Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Asia Media Sdn. Bhd., which comprise the balance sheets as at 31 December 2008 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 23. The financial statements of the Company as of 31 December 2007 were audited by another firm of chartered accountants, whose report dated 8 April 2009, expressed an unqualified opinion on those statements.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX V

Company no: 728838-H

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2008 and of their financial performance and cash flows for the year then ended.

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 have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the 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.
- (c) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 26 NOV 2009

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 728838-H

**INDEPENDENT AUDITORS³
REPORT TO THE MEMBERS OF**



LT LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

18-B5, (4th floor), Jalan SSS/3, Kelana Jaya,
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Tel : 603-7890 5820
Fax : 603-7890 8052
Email: aud4t@ltilim.com

A Firm Registered
with the Malaysian
Institute of
Accountants

ASIA MEDIA SDN. BHD.
(Incorporated in Malaysia)

APPENDIX V

Report on the Financial Statements

We have audited the financial statements of Asia Media Sdn. Bhd., which comprise the balance sheets as at 31 December 2009 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 24.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX V

Company no: 728838-H

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2009 and of their financial performance and cash flows for the year then ended.

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 have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the 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.
- (c) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 10 FEB 2010

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
726638-H

APPENDIX VI

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

Date: **06-OCT-2010**

The Board of Directors
ASIA MEDIA SDN. BHD.
No: 35-1 Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs,

ASIA MEDIA SDN. BHD.
AUDIT FOR THE PERIOD 1ST JANUARY 2010 TO 30TH JUNE 2010

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Asia Media Sdn. Bhd., which comprise the statements of financial position as at 30th June 2010, and the statements of comprehensive income, changes in equity and cash flows of the Group and of the Company for the period 1st January 2010 to 30th June 2010, and a summary of significant accounting policies and other explanatory notes, as set out on pages 3 to 27.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
728838-H

APPENDIX VI

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Inian
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel. 03-77268992
Fax: 03-77284982

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30th June 2010 and of their financial performance and cash flows for the period 1st January 2010 to 30th June 2010.

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 by the subsidiaries have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the 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.
- (c) Our auditor's reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

OTHER MATTERS

This report has been prepared solely for the information of management and as such, should not be used in whole or in part for any other purpose without our prior consent. We do not assume responsibility to any other person for the content of this report.

The financial statements of the preceding year were examined by another firm of auditors and are presented here merely for comparative purposes.



TAN CHIN HUAT & CO
Firm No. AF 1395
Chartered Accountants



TAN CHIN HUAT
Approval No: 2037/06/12(J)
Proprietor

Date: 06 OCT 2010

Petaling Jaya

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
533790 - M

7



BDO Binder (AF 0206)
Chartered Accountants

12th Floor Menara Uni.Asia
1008 Jalan Sultan Ismail
50250 Kuala Lumpur Malaysia
Telephone : (603) 2616 2888
Telefax : (603) 2616 3190, 2616 3191
Website : www.bdobinder.com

REPORT OF THE AUDITORS
TO THE MEMBERS OF TRANSIT VISION HOLDINGS SDN. BHD.

APPENDIX VII

We have audited the financial statements set out on pages 8 to 27. These financial statements are the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility towards any other person for the content of this report.

We conducted our audit in accordance with approved standards on auditing in Malaysia. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

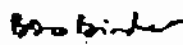
In our opinion:


- (a) the financial statements have been properly drawn up in accordance with applicable approved Financial Reporting Standards in Malaysia and the provisions of the Companies Act, 1965 so as to give a true and fair view of:
 - (i) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Company; and
 - (ii) the state of affairs of the Company as at 31 December 2007 and of the results of the operations of the Company and of the cash flows of the Company for the financial year then ended;

and

- (b) the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the said Act.

Without qualifying our opinion, we draw attention to Note 4.1 to the financial statements where reference has been made on matter concerning the uncertainty relating to the appropriateness of preparing the financial statements on a going concern basis and its effects on the financial statements.


BDO Binder
AF : 0206
Chartered Accountants


Tan Lye Chong
1972/08/09 (J)
Partner

Kuala Lumpur
22 April 2008

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 533790-M

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF**



LI LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

A Firm Registered
with the Malaysian
Institute of
Accountants

18-B5, (4th floor), Jalan SS6/3, Kelana Jaya
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Tel : 603-7880 5820
Fax : 603-7880 8052
Email: audli@lilim.com

APPENDIX VIII

TRANSNET EXPRESS SDN. BHD.

(formerly known as Transit Vision Holdings Sdn. Bhd.)
(Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Transnet Express Sdn. Bhd. (formerly known as Transit Vision Holdings Sdn. Bhd.), which comprise the balance sheet as at 31 December 2008 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 17. The financial statements of the Company as at 31 December 2007 were audited by another firm of chartered accountants, whose report dated 22 April 2008, expressed an emphasis of matter opinion on those statements.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 533790-M

APPENDIX VIII

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31 December 2008 and of its financial performance and cash flows for the year then ended.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1(a) in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption, notwithstanding that the Company incurred a net loss of RM89,792 during the year ended 31 December 2008, and as at that date, the Company's current liabilities exceeded its current assets by RM2,149,562, thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report, in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 26 NOV 2009

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 533790-M

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF**



LI LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

A Firm Registered
with the Malaysian
Institute of
Accountants

18-B5, (4th floor), Jalan SS6/3, Kelana Jaya,
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Tel : 603-7880 5820
Fax : 603-7880 8052
Email: audil@lilim.com

APPENDIX VIII

TRANSNET EXPRESS SDN. BHD.

(Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of *Transnet Express Sdn. Bhd.*, which comprise the balance sheet as at 31 December 2009 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 17.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX VIII

Company no: 533790-M

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with *Financial Reporting Standards and the Companies Act 1965 in Malaysia* so as to give a true and fair view of the financial position of the Company as at 31 December 2009 and of its financial performance and cash flows for the year then ended.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1(a) in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption, notwithstanding that the Company incurred a net loss of RM78,481 during the year ended 31 December 2009, and as at that date, the Company's current liabilities exceeded its current assets by RM1,936,757, thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report, in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 10 FEB 2010

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
533790-M

APPENDIX IX

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77288992
Fax: 03-77284992

Date: **05 OCT 2010**

The Board of Directors
TRANSNET EXPRESS SDN. BHD.
No: 35-1 Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs,

TRANSNET EXPRESS SDN. BHD.
AUDIT FOR THE PERIOD 1ST JANUARY 2010 TO 30TH JUNE 2010

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Transnet Express Sdn. Bhd., which comprise the statement of financial position as at 30th June 2010, and the statements of comprehensive income, changes in equity and cash flows for the period 1st January 2010 to 30th June 2010, and a summary of significant accounting policies and other explanatory notes, as set out on pages 3 to 15.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
533790-M

APPENDIX IX

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No. 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 30th June 2010 and of its financial performance and cash flows for the period 1st January 2010 to 30th June 2010.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

OTHER MATTERS

This report has been prepared solely for the information of management and as such, should not be used in whole or in part for any other purpose without our prior consent. We do not assume responsibility to any other person for the content of this report.

The financial statements of the preceding year were examined by another firm of auditors and are presented here merely for comparative purposes.



TAN CHIN HUAT & CO
Firm No. AF 1395
Chartered Accountants



TAN CHIN HUAT
Approval No: 2037/06/12(J)
Proprietor

Date: 05 OCT 2010

Petaling Jaya

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX X

Company No.
526199 V

121

AUDITORS' REPORT TO THE MEMBERS OF
IBIZASIA.COM SENDIRIAN BERHAD
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 7 to 14, comprising the Balance Sheet as at 31st December 2007, Income Statement, Statement of Changes In Equity, Cash Flow Statement and Notes thereon for the financial year ended on that date.

The preparation of the financial statements is the responsibility of the COMPANY'S DIRECTORS.

Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with approved standards on auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations, which we considered necessary to provide us with sufficient evidence to give reasonable assurance that the financial statements are free of material misstatement.

Our audit includes examining on a TEST BASIS evidence relevant to the amounts and disclosures in the financial statements. Our audit includes an assessment of the accounting principles used and significant estimates made by the DIRECTORS as well as evaluating the adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements have been properly drawn up in accordance with applicable approved accounting standards in Malaysia and the Companies Act 1965 so as to give a true and fair view of the financial position of the Company as at 31st December 2007 and of their results and cash flows for the year then ended; and
- (b) the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the said Act.


LOH KAM CHOON & CO.

AF : 1039

CHARTERED ACCOUNTANTS (M)



LOH YUH HIN @ LOH KAM CHOON
221/06/08(J)

Kuala Lumpur
Date: 30 APR 2008

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX X

/ 2 /

Company No.

526199	V
--------	---

**AUDITORS' REPORT TO THE MEMBERS OF
IBIZASIA.COM SENDIRIAN BERHAD
(Incorporated in Malaysia)**

Report on the Financial Statements

We have audited the financial statements of IBIZASIA.COM SENDIRIAN BERHAD, which comprise the balance sheet as at 31st December 2008, and the income statement, statement of changes in equity and cash flow statement for the period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 1 to 14.

Directors' Responsibility for the Financial Statements

The DIRECTORS of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards (FRS) and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility [S174(2)(a)(aa)]

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 whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence ON A TEST BASIS about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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 [C.A 1965, S174(2)(aa)]

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards (FRS) and the Companies Act 1965, S166A in Malaysia so as to give a true and fair view of the financial position of the Company as of 31st December 2008 and of its financial performance and cash flows for the period then ended.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX X

/ 2.1 /

Company No.

526199	V
--------	---

WITHOUT QUALIFYING OUR OPINION, WE DRAW ATTENTION (EMPHASIS OF MATTER) TO THE FOLLOWING :-

System of Internal Controls, Recording and Filing of Records and Completeness of Records
[Refer to Notes of Representations of the Board of Directors-NORD 2, Item 2]

In common with many businesses of similar size and organisation, the Company's system of internal controls is dependent upon the close involvement of the Directors who are also the major shareholders; where independent confirmation of the completeness of the accounting records was therefore not available, we have received assurances from the Directors that all transactions pertaining to revenue, expenditures, assets, liabilities and contingent liabilities (including related party transactions, if any) of the Company had been reflected correctly and accurately in the reports and the values of inventories, trade receivables, sundry receivables, deposits & prepayments, trade payables, sundry payables & accruals and amount due from/to Directors and/or Shareholders, thereof are realisable, correct and accountable of which the Board of Directors under Notes of Representations which form an integral part of the Directors' Report has explained that steps will be taken to improve and rectify any systems shortcomings.

Report on Other Legal and Regulatory Requirements [C.A. 1965, S(2)(b)]

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.

LOH KAM CHOON *u eo*
LOH KAM CHOON & CO.
AF : 1039
CHARTERED ACCOUNTANTS (M)

LOH YUI HIN
LOH YUI HIN @ LOH KAM CHOON
221 / 06 / 10 (J) (from 15.06.08 to 14.06.10)

Kuala Lumpur

Date: 01 JUN 2009

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 526199-V

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF**



A Firm Registered
with the Malaysian
Institute of
Accountants

LT LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

18-35, (4th floor), Jalan SS6/3, Kelana Jaya,
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Tel : 603-7680 5820
Fax : 603-7680 8052
Email: audit@llim.com

APPENDIX XI

ASIA MEDIA INTERACTIVE SDN. BHD.

(formerly known as Ibizasia.com Sdn. Bhd.)

(Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Asia Media Interactive Sdn. Bhd. (formerly known as Ibizasia.com Sdn. Bhd.), which comprise the balance sheet as at 31 December 2009 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 12. The financial statements of the Company as at 31 December 2008 were audited by another firm of chartered accountants, whose report dated 1 June 2009, expressed an unqualified opinion on those statements.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX XI

Company no: 526199-V

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31 December 2009 and of its financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report, in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 10 FEB 2010

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
526199-V

APPENDIX XII

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

Date: **06 OCT 2010**

The Board of Directors
ASIA MEDIA INTERACTIVE SDN. BHD.
(Formerly known as lbizasia.com Sdn. Bhd.)
No: 35-1 Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs,

ASIA MEDIA INTERACTIVE SDN. BHD.
(Formerly known as lbizasia.com Sdn. Bhd.)
AUDIT FOR THE PERIOD 1ST JANUARY 2010 TO 30TH JUNE 2010

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Asia Media Interactive Sdn. Bhd. which comprise the statement of financial position as at 30th June 2010, and the statements of comprehensive income, changes in equity and cash flows for the period 1st January 2010 to 30th June 2010, and a summary of significant accounting policies and other explanatory notes, as set out on pages 3 to 12.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
526199-V

APPENDIX XII

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 30th June 2010 and of its financial performance and cash flows for the period 1st January 2010 to 30th June 2010.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

OTHER MATTERS

This report has been prepared solely for the information of management and as such, should not be used in whole or in part for any other purpose without our prior consent. We do not assume responsibility to any other person for the content of this report.

The financial statements of the preceding year were examined by another firm of auditors and are presented here merely for comparative purposes.



TAN CHIN HUAT & CO
Firm No. AF 1395
Chartered Accountants



TAN CHIN HUAT
Approval No. 2037/06/12(J)
Proprietor

Date: 06 OCT 2010

Petaling Jaya

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company no: 830634-V

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF**



A Firm Registered
with the Malaysian
Institute of
Accountants

LE LIM & CO
CHARTERED ACCOUNTANTS
(AF1122)

18-B5, (4th floor) Jalan SS6/3, Kelana Jaya,
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Tel : 603-7880 5820
Fax : 603-7880 8052
Email: audit@llim.com

APPENDIX XIII

ASIA MEDIA MARKETING SDN, BHD.

(formerly known as Ciri Kesturi Sdn. Bhd.)
(Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Asia Media Marketing Sdn. Bhd. (formerly known as Ciri Kesturi Sdn. Bhd.), which comprise the balance sheet as at 31 December 2009 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 11.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

APPENDIX XIII

Company no: 830634-V

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31 December 2009 and of its financial performance and cash flows for the period then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report, in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

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.



LT LIM & CO.
AF 1122
Chartered Accountants



LIM LIP TAT
1873/02/10(J)
Chartered Accountant

Petaling Jaya - 10 FEB 2010

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
830634-V

APPENDIX XIV

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Intan
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77288992
Fax: 03-77284992

Date: **06 OCT 2010**

The Board of Directors
ASIA MEDIA MARKETING SDN. BHD.
(Formerly known as Ciri Kesturi Sdn. Bhd.)
No: 35-1 Jalan Bandar 16
Pusat Bandar Puchong
47100 Puchong
Selangor Darul Ehsan

Dear Sirs,

ASIA MEDIA MARKETING SDN. BHD.
(Formerly known as Ciri Kesturi Sdn. Bhd.)
AUDIT FOR THE PERIOD 1ST JANUARY 2010 TO 30TH JUNE 2010

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Asia Media Marketing Sdn. Bhd., which comprise the statement of financial position as at 30th June 2010, and the statements of comprehensive income, changes in equity and cash flows for the period 1st January 2010 to 30th June 2010, and a summary of significant accounting policies and other explanatory notes, as set out on pages 3 to 12.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 Company's preparation and fair presentation of the financial statements 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 Company'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.

14. ACCOUNTANTS' REPORT (Cont'd)

(Prepared for the inclusion in this Prospectus)

Company No:
830634-V

APPENDIX XIV

TAN CHIN HUAT & CO

AF 1395
Chartered Accountants

No: 232 2nd Floor Block A Damansara Inian
No: 1 Jalan SS 20/27 47400 Petaling Jaya
Tel: 03-77268992
Fax: 03-77284992

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as at 30th June 2010 and of its financial performance and cash flows for the period 1st January 2010 to 30th June 2010.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

OTHER MATTERS

This report has been prepared solely for the information of management and as such, should not be used in whole or in part for any other purpose without our prior consent. We do not assume responsibility to any other person for the content of this report.

The financial statements of the preceding period were examined by another firm of auditors and are presented here merely for comparative purposes.



TAN CHIN HUAT & CO
Firm No. AF 1395
Chartered Accountants



TAN CHIN HUAT
Approval No: 2037/06/12(J)
Proprietor

Date: 06 OCT 2010

Petaling Jaya