

# **Frontier Digital Ventures Limited**

ABN 25 609 183 959

# Appendix 4D Preliminary Financial Report

# "Results for announcement to the Market."

Information for the half year ended 30 June 2017 given to ASX under listing rule 4.3A

# **Key Frontier Digital Ventures Limited information**

| Half year ended 30 June  | 2017<br>\$000 | 2016<br>\$000 | Change  |
|--|---------------|---------------|---------|
| Revenues from ordinary operations  | 4,410         | 31            | 14,126% |
| Profit/(Loss) from ordinary activities after tax attributable to members | (5,974)       | (3,742)       | 60%     |
| Profit/(Loss) after tax attributable to members                          | (5,974)       | (3,742)       | 60%     |
|  | Cents         | Cents         |         |
| Profit/(Loss) per Share (basic)  | (2.75)        | (7.55)        | (64%)   |
| Profit/(Loss) per Share (diluted)  | (2.74)        | (7.55)        | (64%)   |
| NTA per Share  | 0.13          | 0.33          | (61%)   |

#### **Dividends**

Frontier Digital Ventures Limited does not propose to pay a dividend for this reporting period (2016: nil).

### Basis of this report

This report is based on the attached interim financial report of Frontier Digital Ventures Limited and controlled entities for the period ended 30 June 2017 which has been subject to review by the Company's external auditors and should be read in conjunction with Frontier's Annual Report for the year ended 31 December 2016. This report is lodged with the Australian Securities Exchange under listing rule 4.2A.

For and on behalf of the Board

**David Baxby** Chairman 25 August 2017



# FRONTIER DIGITAL VENTURES LIMITED ABN 25 609 183 959

INTERIM FINANCIAL STATEMENTS For the half year ended 30 June 2017

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#### **DIRECTORS' REPORT**

The Directors of Frontier Digital Ventures Limited ("the Company" or "Frontier") submit the financial report of the Company and its subsidiaries ("the Group") for the half year ended 30 June 2017. In order to comply with the provisions of the Corporations Act 2001, the Directors' report as follows:

#### Information about the Directors and senior management

The names and particulars of the Directors of the Company during, or since the end of, the six month period ended 30 June 2017 are as follows:

David Baxby Independent Director, non-executive Chairman

Shaun Antony Di Gregorio Non-independent executive Director and Chief Executive Officer Mark Licciardo Independent, non-executive Director and Company Secretary

Belinda Cleminson Joint Company Secretary

#### **Principal activities**

The principal activity of the Group during the half year was investing in and operating developing online classifieds businesses ("Operating Companies") in underdeveloped, emerging countries or regions ("Target Markets") which are markets at a very early stage of online development, but with anticipated strong growth prospects.

The Target Markets on which the Group focuses for future growth and strategic investments are clustered in five regions – South Asia, East Africa, West Africa, Central America and Middle East/North Africa (MENA).

#### **Review of Operations**

A summary of the Group's performance is below.

The Group reports revenues of \$4,409,544 (2016: \$31,092) and corresponding adjusted loss before interest, tax, depreciation and amortisation (Adjusted EBITDA loss) of \$3,222,408 (2016: \$859,837) for the half year period ended 30 June 2017, as detailed in note 3.

It should be noted that the revenues reported in the six-months ended 30 June 2017 include the consolidated revenues of seven entities in which the Group acquired accounting control on 26 August 2016 plus a further three entities which were acquired during the period ended 30 June 2017. By 30 June 2017 the Group had acquired accounting control over 13 operating entities.

|   | 2017        | 2016        |
|---|-------------|-------------|
|   | \$          | \$          |
| Revenue   | 4,409,544   | 31,092      |
| Net loss for the period ended 30 June (including significant items below) | (7,528,738) | (3,895,568) |
| Significant items evaluded from Adjusted EPITDA                           |             |             |
| Significant items excluded from Adjusted EBITDA                           |             |             |
| One off items:  | (400.070)   |             |
| Impairment of goodwill  | (438,372)   | -           |
| Gains from deemed disposal of Associate shareholding (step acquisitions)  | 175,484     | -           |
| Costs incurred in relation to initial public offering not capitalised     | (58,495)    | (587,615)   |
| Other terms   |             |             |
| Other items:  |             |             |
| Equity settled share-based payments                                       | (407,405)   | -           |
| Depreciation and amortisation   | (794,702)   | (5,303)     |
| Share of net loss of associates   | (1,273,419) | (2,285,570) |
| Unrealised currency exchange gains  | (1,835,669) | (168,297)   |
| Net interest  | 98,977      | 11,054      |
| Income tax credit   | 227,271     | -           |
| Adjusted EBITDA loss (note 3)   | (3,222,408) | (859,837)   |

#### Review of Operations (cont'd)

During the period, the Group successfully completed the acquisition of three subsidiaries (note 10).

- One of these subsidiaries was acquired via step acquisition and was previously accounted for as an associate. The
  resulting accounting treatment has generated a gain on deemed disposal of \$175,484 which is reflected in the
  calculated Goodwill generated upon acquisition of \$498,658 (note 10.2).
- Accounting control over these subsidiaries is achieved as a result of the Group's absolute and unfettered discretion
  over operational matters, significant to the Group's ability to direct the business activities of the investments.

Following the Group's assessment of the performance of subsidiaries, the carrying value of the Goodwill in relation to Carwangu has been impaired by \$438,372 due to slower than expected revenue growth trajectory (note 7).

The Group continues to carry a significant exposure to movements in the currency exchange rates between the United States Dollar (USD) and the Australian Dollar (AUD). Most acquisitions are denominated in USD and the USD is the functional currency of the intermediate holding company of the Group as well as a few significant subsidiaries. The cash impact of movements in currency exchange rates is now largely mitigated by the Group holding 83% of its cash and Term Deposit balances in USD denominated accounts at the period end. However, since the Group reports its financial results in AUD, it continues to carry significant currency reporting risks. This is reflected in the current period reported unrealised currency exchange losses of \$1,835,669 (year ended 31 December 2016 unrealised currency exchange gains of \$1,389,895).

Under Accounting Standards for a Term Deposit to qualify as a cash equivalent it must be readily convertible to a known amount of cash and be subject to an insignificant risk of changes in value, this is normally when it has a short maturity of three months or less from the date of acquisition. Accordingly, the Term Deposit balances held by the Company are shown separately within the consolidated balance sheet and are excluded from Cash and Cash Equivalents in the consolidated statement of cash flows. In order to maximise returns on available funds, the net cash transferred into Term Deposits during the period ended 30 June 2017 was \$5,907,403, increasing Term Deposits balances from \$5,000,000 at 31 December 2016 to \$10.907,403 at 30 June 2017.

#### **Dividends**

No dividends have been paid or declared since the start of the financial year and the Group does not propose to pay a dividend for this reporting period (2016: Nil).

#### Events subsequent to reporting date

There have not been any transactions or events of a material and unusual nature between the end of the reporting period and the date of the report likely, in the opinion of the Directors of the Company, to affect significantly the operations of the consolidated entity, the results of those operations, or state of affairs of the consolidated entity in future years.

#### Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, PricewaterhouseCoopers, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify PricewaterhouseCoopers during or since the financial year.

#### Auditor's independence declaration

The statement by the Consolidated Entity's external auditors to the members of the Frontier Digital Ventures Limited in relation to the auditors' compliance with the independence requirements of the Corporations Act and the professional code of conduct for external auditors, forms part of this Directors' Report and is set out after this Directors' Report on page 3.

No person who was an Officer of the Company during the financial period was a Director or partner of the Group's external auditor at a time when the Group's external auditor conducted an audit of the Group.

On behalf of the Directors

Dated 25 August 2017

David Baxby Chairman



# **Auditor's Independence Declaration**

As lead auditor for the review of Frontier Digital Ventures Limited for the half-year ended 30 June 2017, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Frontier Digital Ventures Limited and the entities it controlled during the period.

Jon Roberts Partner

PricewaterhouseCoopers

Z.D.A

Melbourne 25 August 2017

#### **DIRECTORS' DECLARATION**

In accordance with a resolution of the Directors of Frontier Digital Ventures Limited, the Directors declare that:

- 1. In the opinion of the Directors:
  - (a) The financial statements and notes of Frontier Digital Ventures Limited for the half year ended 30 June 2017 are in accordance with the *Corporations Act 2001*, including:
    - (i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and its performance for the half-year ended on that date;
    - (ii) Complying with accounting standards and the Corporations Regulations 2001
- 2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Directors,

David Baxby

Chairman 25 August 2017

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME For the half year ended 30 June 2017

|   |      | Half year ended |             |  |
|---|------|-----------------|-------------|--|
|   |      | 30 Jun 2017     | 30 Jun 2016 |  |
|   | Note | \$              | \$          |  |
| Revenue   | 3    | 4,409,544       | 31,092      |  |
| Administrative expenses   |      | (1,033,169)     | (279,495)   |  |
| Employment expenses   |      | (2,913,701)     | (519,616)   |  |
| Advertising and marketing expenses  |      | (2,933,337)     | (21,894)    |  |
| Offline production costs  |      | (537,695)       | -           |  |
| Premises and infrastructure expenses  |      | (661,815)       | (31,371)    |  |
| Transaction advisory costs  |      | (198,474)       | (587,615)   |  |
| Other expenses  | 4    | (1,655,330)     | (206,850)   |  |
| Impairment of goodwill  | 7    | (438,372)       | -           |  |
| Depreciation and amortisation   |      | (794,702)       | (5,303)     |  |
| Operating loss  |      | (6,757,051)     | (1,621,052) |  |
| Interest income   |      | 98,977          | 11,083      |  |
| Interest expense  |      | -               | (29)        |  |
| Gains from deemed disposal of Associate shareholding Share of net loss of associates    |      | 175,484         | -           |  |
| accounted for using the equity method   | 8    | (1,273,419)     | (2,285,570) |  |
| Loss before income tax  |      | (7,756,009)     | (3,895,568) |  |
| Income tax credit   |      | 227,271         | -           |  |
| Net loss after tax  |      | (7,528,738)     | (3,895,568) |  |
| Other comprehensive income, net of tax Items that may be reclassified to profit or loss |      |                 |             |  |
| Exchange differences on translation of foreign  |      |                 |             |  |
| operations  |      | (788,898)       | (393,969)   |  |
| Share of other comprehensive income of associates accounted for using the equity method | 8    | 139,046         | (335,910)   |  |
| Other comprehensive income for the period, net of tax                                   |      | (649,852)       | (729,879)   |  |
| Total comprehensive loss for the period   |      | (8,178,590)     | (4,625,447) |  |
| Loss attributable to:   |      |                 |             |  |
| Owners of the Company   |      | (5,973,917)     | (3,741,572) |  |
| Non-controlling interests   |      | (1,554,821)     | (153,996)   |  |
| <u> </u>  |      | (7,528,738)     | (3,895,568) |  |
| Total comprehensive loss attributable to:   |      |                 |             |  |
| Owners of the Company   |      | (6,571,404)     | (4,471,451) |  |
| Non-controlling interests   |      | (1,607,186)     | (153,996)   |  |
| J   |      | (8,178,590)     | (4,625,447) |  |
|   |      | Cents           | Cents       |  |
| Loss per share for loss attributable to the ordinary equity holders of the Company:     |      |                 |             |  |
| Basic loss per share  |      | (2.75)          | (7.55)      |  |
| Diluted loss per share  |      | (2.74)          | (7.55)      |  |

Notes to the condensed consolidated financial statements are included on page 9 to 23.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION As at 30 June 2017

|   | Note | 30 Jun 2017             | 31 Dec 2016             |
|---|------|-------------------------|-------------------------|
|   |      | \$                      | \$                      |
| ASSETS  |      |                         |                         |
| Current assets                                    |      |                         |                         |
| Cash and cash equivalents                         | 5    | 9,184,365               | 20,116,380              |
| Term deposits                                     | 5    | 10,907,403              | 5,000,000               |
| Trade and other receivables                       |      | 1,513,807               | 737,449                 |
| Other assets                                      |      | 30,213                  | 33,018                  |
| Tax receivables                                   |      | 8,365                   | 4,822                   |
| Total current assets                              |      | 21,644,153              | 25,891,669              |
|   |      |                         |                         |
| Non-current assets                                |      |                         |                         |
| Property, plant and equipment                     |      | 505,496                 | 520,266                 |
| Other intangible assets                           | 6    | 5,015,157               | 4,996,473               |
| Goodwill  | 7    | 18,309,621              | 15,307,178              |
| Investments accounted for using the equity method | 8    | 9,139,716               | 11,081,656              |
| Total non-current assets                          |      | 32,969,990              | 31,905,573              |
| Total assets                                      |      | 54,614,143              | 57,797,242              |
| LIABILITIES                                       |      |                         |                         |
| Current liabilities                               |      |                         |                         |
| Related party advances                            |      | 22,173                  | 3,731                   |
| Trade and other payables                          | 6    | 2,251,065               | 1,473,603               |
| Total current liabilities                         |      | 2,273,238               | 1,477,334               |
| Non-current liability                             |      |                         |                         |
| Deferred tax liability                            |      | 818,968                 | -                       |
| Borrowings  |      | 168,926                 | -                       |
| Total non-current liability                       |      | 987,894                 |                         |
| Total liabilities                                 |      | 3,261,132               | 1,477,334               |
| NET ASSETS  |      | 51,353,011              | 56,319,908              |
| FOURTY  |      |                         |                         |
| EQUITY  | •    | 50 000 700              | F7 747 470              |
| Share capital and share premium                   | 9    | 59,890,790              | 57,717,472              |
| Reserves Accumulated losses                       |      | (315,366)               | 105,965                 |
| Accumulated 105565                                |      | (12,272,085)            | (6,298,168)             |
| Non-controlling interests                         |      | 47,303,339<br>4,049,672 | 51,525,269<br>4,794,639 |
| <del>-</del>                                      |      |                         |                         |
| TOTAL EQUITY                                      |      | 51,353,011              | 56,319,908              |

Notes to the condensed consolidated financial statements are included on pages 9 to 23.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half year ended 30 June 2017

| To the han year chaca so bane 2017        |      | <>                     |  |                       |  |                             |                     |  |                     |
|---|------|------------------------|--|-----------------------|--|-----------------------------|---------------------|--|---------------------|
|   | Note | Share<br>capital<br>\$ | Share rights<br>plan<br>reserves<br>\$ | Other<br>equity<br>\$ | Foreign<br>currency<br>translation<br>reserves<br>\$ | Accumulated<br>losses<br>\$ | Total<br>\$         | Non-<br>controlling<br>interests<br>\$ | Total equity        |
| Balance as at 1 January 2016              |      | 22,244,769             | -                                      | -                     | (365,664)  | (2,630,735)                 | 19,248,370          | -                                      | 19,248,370          |
| Loss for the period                       |      | -                      | -                                      | -                     | -  | (3,741,572)                 | (3,741,572)         | (153,996)                              | (3,895,568)         |
| Foreign currency translation differences  |      | -                      | -                                      | -                     | (729,879)  | -                           | (729,879)           | -                                      | (729,879)           |
| Total comprehensive loss for the period   |      | -                      | -                                      | -                     | (729,879)  | (3,741,572)                 | (4,471,451)         | (153,996)                              | (4,625,447)         |
| 2,100,000 shares issued during the period | 9    | 2,100,000              | -                                      | -                     | -  | -                           | 2,100,000           | -                                      | 2,100,000           |
| Acquisition of subsidiaries               |      | -                      | -                                      | -                     | -  | -                           | -                   | 1,457,072                              | 1,457,072           |
| Balance as at 30 June 2016                |      | 24,344,769             | -                                      | -                     | (1,095,543)  | (6,372,307)                 | 16,876,919          | 1,303,076                              | 18,179,995          |
| Balance as at 1 January 2017              |      | 57,717,472             | 641,313                                | 195,891               | (731,239)  | (6,298,168)                 | 51,525,269          | 4,794,639                              | 56,319,908          |
| Loss for the period                       |      | -                      | -                                      | -                     | -  | (5,973,917)                 | (5,973,917)         | (1,554,821)                            | (7,528,738)         |
| Foreign currency translation differences  |      | -                      | -                                      | -                     | (597,487)  | -                           | (597,487)           | (52,365)                               | (649,852)           |
| Total comprehensive loss for the period   |      | -                      | -                                      | -                     | (597,487)  | (5,973,917)                 | (6,571,404)         | (1,607,186)                            | (8,178,590)         |
| Acquisition of subsidiaries               |      | 1,626,967              | -                                      | -                     | -  | -                           | 1,626,967           | 1,144,615                              | 2,771,582           |
| Increase in shareholding in subsidiaries  |      | -                      | -                                      | 280,678               | -  | -                           | 280,678             | (282,396)                              | (1,718)             |
| Transaction costs relating to shares      |      | (00,000)               |  |                       |  |                             | (00,000)            |  | (00,000)            |
| issued Recognition of share based expense |      | (36,999)<br>583,350    | (47,230)                               | (57,292)              | -  | -                           | (36,999)<br>478,828 | -                                      | (36,999)<br>478,828 |
| Balance as at 30 June 2017                |      | 59,890,790             | 594,083                                | 419,277               | (1,328,726)  | (12,272,085)                | 47,303,339          | 4,049,672                              | 51,353,011          |

Notes to the condensed consolidated financial statements are included on pages 9 to 23. Included in Other Equity is \$106,474 representing 212,948 shares to be issued to the vendors of LankaPropertyWeb (Private) Limited.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS For the half year ended 30 June 2017

|   |     | Half year ended |             |  |
|---|-----|-----------------|-------------|--|
| No  | ote | 30 Jun 2017     | 30 Jun 2016 |  |
|   |     | \$              | \$          |  |
| Cash used in operations 1                           | 2   | (3,682,470)     | (1,085,503) |  |
| Interest paid                                       |     | -               | (29)        |  |
| Interest received                                   |     | 101,834         | 11,083      |  |
| Net cash outflow from operating activities          |     | (3,580,636)     | (1,074,449) |  |
| Cash flows from investing activities                |     |                 |             |  |
| Purchase of property, plant and equipment           |     | (65,044)        | (127,726)   |  |
| Purchase of other intangible assets                 |     | (150,037)       | (28,704)    |  |
| Investment in associates                            |     | (192,939)       | (4,477,369) |  |
| Net investment in term deposits                     |     | (5,907,403)     | -           |  |
| Payment for acquisition of subsidiaries             |     | (2,581,200)     | (1,152,007) |  |
| Cash acquired on acquisition of subsidiaries        |     | 2,347,581       | 1,158,872   |  |
| Net cash outflow from investing activities          |     | (6,549,042)     | (4,626,934) |  |
| Cash flows from financing activity                  |     |                 |             |  |
| Payment of capitalised transaction costs related to |     |                 |             |  |
| issuance of shares                                  |     | (35,460)        | -           |  |
| Advances from related parties                       |     | 18,554          | 1,219,849   |  |
| Net cash (outflow)/inflow from financing activities |     | (16,906)        | 1,219,849   |  |
| Net decrease in cash and cash equivalents           |     | (10,146,584)    | (4,481,534) |  |
| Cash and cash equivalents as at 1 January           |     | 20,116,380      | 5,412,656   |  |
| Effects of exchange rate changes on                 |     |                 |             |  |
| cash and cash equivalents                           |     | (785,431)       | (144,276)   |  |
| Cash and cash equivalents as at 30 June             |     | 9,184,365       | 786,846     |  |

Term Deposits of \$10,907,403 (2016: Nil) are excluded from the Cash and cash equivalent balance as at 30 June 2017 of \$9,184,365. During the six month period the net increase in cash transferred into Term Deposits with maturity terms of more than three months was \$5,907,403 (note 5)

Notes to the condensed consolidated financial statements are included on pages 9 to 23.

#### NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 1. General information

The financial statements for the half year ended 30 June 2017 were authorised for issue in accordance with a resolution on the 25 August 2017 have been reviewed, not audited.

The principal activity of the Company is to invest in developing online classified businesses in underdeveloped, emerging countries or regions. The principal activities of its subsidiaries and associated companies are online classified advertising and overseas headquarters.

#### 2. Summary of significant accounting policies

#### Statement of compliance

The interim condensed consolidated financial statements have been prepared in accordance with AASB134 Interim Financial Reporting and the *Corporations Act 2001*. These interim condensed financial statements also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

#### **Basis of preparation**

The half year financial report does not include all notes of the type that are normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance of the consolidated entity as the full financial report. It is recommended that the half year financial report be read in conjunction with the annual report for the year ended 31 December 2016 and considered together with any public announcements made by Frontier Digital Ventures Limited during the 6 months ended 30 June 2017, in accordance with the continuous disclosure obligations of the ASX listing rules.

The accounting policies and methods of computation adopted in the preparation of the half year financial report are consistent with those adopted and disclosed in the Company's 2016 annual financial report for the financial year ended 31 December 2016, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

# Adoption of new and amended standards

The group has applied the following standards and amendments for the first time for the reporting period commencing 1 January 2017:

Amendments to AASB 112 Income tax

The adoption of these amendments did not have any impact on the current period or any prior period and is not likely to affect future periods.

#### New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2017 reporting periods and have not been early adopted by the group. The Group is currently assessing the impact of the new standards and interpretations below.

#### i) AASB 9 Financial instruments

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

Must be applied for financial years commencing on or after 1 January 2018.

#### ii) AASB 15 Revenue from contracts with customers

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 18 which covers contracts for goods and services and AASB 111 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Mandatory for financial years commencing on or after 1 January 2018.

#### 2. Summary of significant accounting policies

#### New standards and interpretations not yet adopted (cont'd)

#### iii) AASB 16 Leases

AASB 16 was issued in January 2016. It will result in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

Mandatory for financial years commencing on or after 1 January 2019.

#### 3. Segment Information

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's Chief Executive Officer for the purposes of resource allocation and assessment of performance is focused on each individual business combinations, essentially by brand. Due to the widespread geography and variety of types of classifieds portals (property, automotive and general classifieds) there is little commonality between each business combination and hence each business combination reviewed separately.

The Company's reportable segments under AASB 8 are as follows:

- Afribaba (.cm, .sn, .ci)
- AutoDeal.com.ph
- CasaMozambique.co.mz
- CarsDB.com
- Carwangu.com
- Encuentra 24.com
- IMCongo.com
- iMyanmarhouse.com
- LankaPropertyWeb.com
- Meqasa.com
- Propzy.vn
- TechAfrica (Angolacarro.com and Angocasa.com)
- ToLet.com.ng
- Corporate (representing the cost of administrating the Company and the Group)

The performances of the operating segments are primarily assessed using a measure of adjusted earnings before interest, tax, depreciation and amortisation (EBITDA, see below). However, the segments' revenue and assets are also assessed on a monthly basis.

Information regarding these segments is presented on the following page. The accounting policies of the reportable segments are the same as the Group's accounting policies.

#### 3. Segment Information (cont'd)

#### Segment revenues and results

The following is an analysis of the Company's revenue and results by reportable operating segment for the periods under review:

| •  | Revenue Segment results |            |                       |             |  |
|--|-------------------------|------------|-----------------------|-------------|--|
|  |                         | Half year  |                       |             |  |
|  | 30 Jun                  | 30 Jun     | 30 Jun                | 30 Jun      |  |
|  | 2017<br>\$              | 2016<br>\$ | 2017<br>\$            | 2016<br>\$  |  |
| Afribaba   | 41,643                  | Ψ -        | (145,416)             | Ψ           |  |
| AutoDeal   | 73,074                  | -          |                       | -           |  |
| CarsDB   | 73,074                  | -          | (26,314)<br>(206,985) | -           |  |
|  | 672                     | -          | • • •                 | -           |  |
| Carwangu   |                         | -          | (84,403)              | -           |  |
| CasaMozambique   | 83,607                  | -          | (23,390)              | -           |  |
| Encuentra24  | 3,298,524               | - 0.040    | (559,353)             | (4.57.00.4) |  |
| IMCongo  | 10,925                  | 2,313      | (67,136)              | (157,334)   |  |
| iMyanmarhouse  | 452,466                 | -          | (37,421)              | -           |  |
| LankaPropertyWeb   | 128,976                 | -          | (100,374)             | -           |  |
| Meqasa   | 45,934                  | -          | (193,679)             | -           |  |
| Propzy   | 40,197                  | -          | (115,271)             | <u>.</u>    |  |
| TechAfrica   | -                       | -          | (68,643)              | (73,727)    |  |
| ToLet  | 162,468                 | 28,779     | (174,359)             | (32,735)    |  |
| Corporate (and consolidation)                                  | -                       | -          | (1,419,664)           | (596,041)   |  |
| Segment Revenue and adjusted EBITDA                            | 4,409,544               | 31,092     | (3,222,408)           | (859,837)   |  |
|  |                         |            |                       |             |  |
| Equity settled employee share-based payments                   | -                       | -          | (407,405)             | _           |  |
| Depreciation and amortisation                                  | -                       | -          | (794,702)             | (5,303)     |  |
| Share of net loss of Associates                                | -                       | -          | (1,273,419)           | (2,285,570) |  |
| Unrealised currency exchange differences                       | -                       | -          | (1,835,669)           | (168,297)   |  |
| Impairment of goodwill   |                         | -          | (438,372)             | -           |  |
| Gain on deemed disposal of Associates (step acquisition)       | -                       | -          | 175,484               | -           |  |
| Transaction advisory costs relating to initial public offering | -                       | -          | (58,495)              | (587,615)   |  |
| Net interest   | -                       | -          | 98,977                | 11,054      |  |
| Income tax credit  | -                       | _          | 227,271               |             |  |
| Consolidated segment revenue and net loss for the period       | 4,409,544               | 31,092     | (7,528,738)           | (3,895,568) |  |

Adjusted EBITDA excludes the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as restructuring costs, legal expenses, and other isolated, non-recurring events. It also excludes the effects of equity-settled employee share-based payments and unrealised gains or losses on financial instruments and assets denominated in foreign currencies held at the end of the reporting period.

Interest income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the group.

All revenues are generated from external customers. No single customer contributes 10% or more to the Group's revenue for half year ended 2016 or 2017.

The Group acquired accounting control over AutoDeal, CasaMozambique and Propzy during the half year period ended 30 June 2017 as detailed in Note 10. Accounting control over the other operating segments were acquired during the year ended 31 December 2016.

# 3. Segment Information (cont'd)

# Segment assets and liabilities

|                               | Segment assets       |                      |  |
|-------------------------------|----------------------|----------------------|--|
|                               | 30 Jun<br>2017<br>\$ | 31 Dec<br>2016<br>\$ |  |
| Afribaba                      | 1,370,726            | 1,544,780            |  |
| AutoDeal                      | 4,548,191            | -                    |  |
| CarsDB                        | 3,777,568            | 4,186,096            |  |
| Carwangu                      | 492,512              | 1,154,108            |  |
| CasaMozambique                | 856,085              | -                    |  |
| Encuentra24                   | 10,675,782           | 10,578,418           |  |
| IMCongo                       | 292,895              | 336,754              |  |
| iMyanmarhouse                 | 2,647,221            | 2,902,657            |  |
| LankaPropertyWeb              | 915,208              | 841,977              |  |
| Meqasa                        | 1,730,553            | 2,052,071            |  |
| Propzy                        | 1,778,402            | -                    |  |
| TechAfrica                    | 237,738              | 235,950              |  |
| ToLet                         | 1,605,860            | 1,899,921            |  |
| Corporate (and consolidation) | 23,685,402           | 32,064,510           |  |
| Total segment assets          | 54,614,143           | 57,797,242           |  |
| Consolidated total assets     | 54,614,143           | 57,797,242           |  |

The segment assets disclosed in the table above include goodwill and other intangible assets. Further details on the amount of goodwill and intangible assets attributable to each segment are set out in Notes 6 and 7.

|                                | Segment liabilities  |                      |  |
|--------------------------------|----------------------|----------------------|--|
|                                | 30 Jun<br>2017<br>\$ | 31 Dec<br>2016<br>\$ |  |
| Afribaba                       | 131,679              | 529                  |  |
| AutoDeal                       | 530,639              | -                    |  |
| CarsDB                         | 110,708              | 58,226               |  |
| Carwangu                       | 3,255                | 6,857                |  |
| CasaMozambique                 | 192,609              | -                    |  |
| Encuentra24                    | 1,488,717            | 703,135              |  |
| IMCongo                        | 66,270               | 8,931                |  |
| iMyanmarhouse                  | 115,139              | 112,581              |  |
| LankaPropertyWeb               | 36,869               | 18,887               |  |
| Meqasa                         | 32,128               | 15,358               |  |
| Propzy                         | 63,825               | -                    |  |
| TechAfrica                     | 18,406               | 11,603               |  |
| ToLet                          | 73,836               | 27,664               |  |
| Corporate (and consolidation)  | 397,052              | 513,563              |  |
| Total segment liabilities      | 3,261,132            | 1,477,334            |  |
| Consolidated total liabilities | 3,261,132            | 1,477,334            |  |

#### 4. Other expenses

| Realised currency differences   |
|---------------------------------|
| Unrealised currency differences |
| Other income/(expenses)         |

| 30 Jun<br>2017<br>\$ | 30 Jun<br>2016<br>\$ |
|----------------------|----------------------|
| (16,567)             | (36,504)             |
| (1,835,669)          | (168,297)            |
| 196,906              | (2,049)              |
| (1,655,330)          | (206,850)            |

# 5. Cash and Term deposits

\$ \$ 9,184,365 20,116,380 10,907,403 5,000,000

31 Dec

2016

30 Jun

2017

Term deposits

Term deposits above mature between July 2017 and January 2018 (2016: September 2017).

#### 6. Significant balances

#### Trade and other payables

| Trade payables   |
|------------------|
| Other payables   |
| Borrowings       |
| Accruals         |
| Deferred revenue |

| 30 Jun<br>2017<br>\$ | 31 Dec<br>2016<br>\$ |
|----------------------|----------------------|
| 425,917              | 288,686              |
| 566,791              | 646,358              |
| 350,000              | -                    |
| 659,060              | 374,445              |
| 249,297              | 164,114              |
| 2,251,065            | 1,473,603            |

Non-interest bearing short term borrowings of \$350,000 were acquired upon investment in AutoDeal Pte Ltd on 1 June 2017 and were repaid in July 2017, in accordance with the subscription agreement.

Non-current borrowings of \$168,926 consist of a loan of USD128,285 which is non-interest bearing and is contingent upon the sale of Encuentra24. These borrowings were disclosed as other current liabilities in prior periods.

# 6. Significant balances (cont'd)

# Intangibles summary

Intangible assets are allocated to the cash-generating units for which they relate, as follows:

|                         | 30 Jun     | 31 Dec     |
|-------------------------|------------|------------|
|                         | 2017<br>\$ | 2016<br>\$ |
| Afribaba                | 299,157    | 389,649    |
| AutoDeal                | 620,399    | -          |
| CarsDB                  | 197,663    | 246,779    |
| Carwangu                | 22,254     | 28,986     |
| CasaMozambique          | 246,230    | <u>-</u>   |
| Encuentra24             | 2,662,999  | 3,137,247  |
| IMCongo                 | 45,593     | 54,603     |
| iMyanmarhouse           | 309,730    | 379,375    |
| LankaPropertyWeb        | 226,978    | 288,203    |
| Meqasa                  | 131,203    | 170,891    |
| Propzy                  | -          | -          |
| TechAfrica              | 25,899     | 16,405     |
| ToLet                   | 227,052    | 284,335    |
| Total Intangible Assets | 5,015,157  | 4,996,473  |

Intangible assets comprise of websites and domains 1,788,898 (2016: 2,210,983), brands 2,278,617 (2016: 2,629,677) and other intangibles 947,642 (2016: 155,813).

# 7. Goodwill

Goodwill are allocated to the cash-generating units for which they relate, as follows:

|                  | 30 Jun<br>2017<br>\$ | 2016<br>\$ |
|------------------|----------------------|------------|
| Afribaba         | 1,062,297            | 1,075,885  |
| AutoDeal         | 2,548,062            | -          |
| CarsDB           | 3,237,248            | 3,390,778  |
| Carwangu         | 434,874              | 995,393    |
| CasaMozambique   | 487,262              | -          |
| Encuentra24      | 5,499,270            | 5,487,189  |
| IMCongo          | 204,470              | 216,385    |
| iMyanmarhouse    | 1,102,083            | 1,138,740  |
| LankaPropertyWeb | 362,092              | 368,849    |
| Meqasa           | 1,469,185            | 1,535,111  |
| Propzy           | 846,740              | -          |
| TechAfrica       | 181,748              | 192,340    |
| ToLet            | 874,290              | 906,508    |
| Total Goodwill   | 18,309,621           | 15,307,178 |

#### 7. Goodwill (cont'd)

At 1 January 2017 Additions Acquisition of subsidiaries Impairment charge Exchange difference At 30 June 2017

| 30 Jun<br>2017<br>\$ |
|----------------------|
| 15,307,178           |
| 397,804              |
| 3,982,921            |
| (438,372)            |
| (939,910)            |
| 18,309,621           |

#### Goodwill impairment

The Group performs an impairment assessment on the carrying value of goodwill generated from the acquisition of subsidiaries on an annual basis. At the end of each interim reporting period, indicators of a significant change in valuation estimates for each cash generating unit (CGU), such as revenue growth, expected cashflows or discount rates, will trigger an impairment assessment.

The recoverable amounts of the cash-generating unit are determined based on a fair value less cost of disposal calculations, which is based on management's measured and reasonable expectation of selling price achievable in the open market at a revenue multiple appropriate for the markets the CGUs operate.

When the Group gained accounting control of Carwangu via step acquisition on 26 August 2016, a \$630,157 gain was generated by the deemed disposal of the Group's previously held equity interest at fair value and included in the fair value of goodwill recognised on acquisition of the CGU. Due to a slower than expected revenue growth trajectory during the 6 months to 30 June 2017 an impairment assessment was triggered. The recoverable amount of the CGU was calculated using consistent assumptions applied in the annual impairment assessment at 31 December 2016 with revised revenue assumptions. As a result the goodwill of Carwangu has been impaired by \$438,372 in the period ended 30 June 2017, reducing the carrying amount of goodwill to \$434,874.

### 8. Investment in associate companies

Equity investments at cost Share of comprehensive losses At period end

| 30 Jun<br>2017<br>\$ | 31 Dec<br>2016<br>\$ |
|----------------------|----------------------|
| 15,170,904           | 16,546,862           |
| (6,031,188)          | (5,465,206)          |
| 9,139,716            | 11,081,656           |

On 16 May 2017, the Group acquired accounting control of CasaMozambique through variations to share sale agreement. As such, under AASB 3 the results of CasaMozambique were consolidated from the date of acquisition of 16 May 2017 (Note 10.2).

# 8. Investment in associate companies (cont'd)

Details of the associated group companies (collectively referred to as Operating Companies) during the period are as follows. Each subsidiary of the associated groups shown below is a wholly owned subsidiary of the investment holding parent company.

|   |   | Country of                 | Equity h   |                      |   |  |
|---|---|----------------------------|--|----------------------|---|--|
| Name of Operating<br>Company                      | Principal activities  | business/<br>incorporation | As at the<br>earlier of 30<br>Jun 2017 or<br>Prior to<br>Acquisition | As at 31<br>Dec 2016 | Accounting<br>method at 30<br>June 2017 |  |
|   |   |                            | ·  |                      |   |  |
| African Property Portals Group ("CasaMozambique") | Investment holding  | Mauritius                  | 41.67%   | 41.67%               | Consolidated                            |  |
| Casa Mozambique<br>Limitida                       | Online classified advertising and event management                      | Mozambique                 | 41.67%   | 41.67%               | Compositation                           |  |
|   | 0 11 1 15 1   |                            |  |                      |   |  |
| Kupatana AB<br>("Kupatana")                       | Online classified advertising, event management, and investment holding | Sweden                     | 31.11%   | 31.22%               |   |  |
| Kupatana Ltd                                      | Online classified advertising and event management Online classified    | Tanzania                   |  |                      | Equity<br>Accounted                     |  |
| Kupatana Ltd                                      | advertising and event management  | Uganda                     | 31.11%   | 31.22%               |   |  |
| Buyandsell Tanzania<br>AB                         | Online classified advertising and event management                      | lvertising and Sweden      |  | 31.11% 31.22%        |   |  |
|   |   |                            |  |                      |   |  |
| Moteur.MA<br>("Moteur")                           | Online classified advertising and event management                      | Morocco                    | 48.67%   | 48.67%               | Equity<br>Accounted                     |  |
|   |   |                            |  |                      |   |  |
| Pakwheels Pte Ltd<br>("Pakwheels")                | Investment holding  | Singapore                  | 36.84%   | 36.84%               | Equity                                  |  |
| Pakwheels (Private)<br>Ltd                        | Online classified advertising and event management                      | Pakistan                   | 36.84%   | 36.84%               | Accounted                               |  |
|   |   |                            |  |                      |   |  |
| Zameen Limited ("Zameen")                         | Investment holding  | United<br>Kingdom          | 30.00%   | 30.00%               | Equity                                  |  |
| Zameen Media Pvt<br>Ltd                           | Online classified advertising and event management                      | Pakistan                   | 30.00%   | 30.00%               | Accounted                               |  |

# 8. Investments in associate companies (cont'd)

A summary of the Group's investment in groups of associated companies (collectively referred to as "Operating Companies") is as follows:

| Half Year en | Half Year ended 30 Jun 2017  |          |             |            |                 |                |             |             |                  |                 |                    |  |  |
|--------------|--|----------|-------------|------------|-----------------|----------------|-------------|-------------|------------------|-----------------|--------------------|--|--|
| Operating    | Cost of investment Share of total comprehensive income Step Exchange Step Exchange |          |             |            |                 |                |             |             |                  |                 | Carrying<br>amount |  |  |
| Company      | 1-Jan-17   | Addition | Acquisition | difference | 30-Jun-17<br>\$ | 1-Jan-17<br>\$ | Addition    | Acquisition | difference<br>\$ | 30-Jun-17<br>\$ | 30-Jun-17          |  |  |
|              | À  | ф        | ф           | ф          | Ψ               | · · · · · ·    | Ą           | Ą           |                  | Y               | Þ                  |  |  |
| Zameen       | 6,688,963  | -        | -           | (368, 323) | 6,320,640       | (2,934,988)    | (594,481)   | -           | 167,380          | (3,362,089)     | 2,958,551          |  |  |
| Pakwheels    | 4,877,369  | -        | -           | (268,569)  | 4,608,800       | (1,455,636)    | (234,837)   | -           | 82,524           | (1,607,949)     | 3,000,851          |  |  |
| Kupatana     | 3,266,481  | 192,939  | -           | (179,220)  | 3,280,200       | (779,399)      | (159,521)   | -           | 44,070           | (894,850)       | 2,385,350          |  |  |
| Other        |  |          |             |            |                 |                |             |             |                  |                 |                    |  |  |
| associates   | 1,714,049  | -        | (672,350)   | (80,435)   | 961,264         | (295,183)      | (145,534)   | 262,047     | 12,370           | (166,300)       | 794,964            |  |  |
|              | 16,546,862   | 192,939  | (672,350)   | (896,547)  | 15,170,904      | (5,465,206)    | (1,134,373) | 262,047     | 306,344          | (6,031,188)     | 9,139,716          |  |  |

| Year ended | Year ended 31 December 2016 |           |                         |                  |            |             |   |             |            |             |            |  |  |
|------------|-----------------------------|-----------|-------------------------|------------------|------------|-------------|---|-------------|------------|-------------|------------|--|--|
| Operating  |                             | (         | Cost of investn<br>Step | nent<br>Exchange |            |             | Share of total comprehensive income Step Exchange |             |            |             |            |  |  |
| Company    | 1-Jan-16                    | Addition  | Acquisition             | difference       | 31-Dec-16  | 1-Jan-16    | Addition  | Acquisition | difference | 31-Dec-16   | 31-Dec-16  |  |  |
|            | \$                          | \$        | \$                      | \$               | \$         | \$          | \$  | \$          | \$         | \$          | \$         |  |  |
| Zameen     | 3,699,137                   | 2,824,859 | -                       | 164,967          | 6,688,963  | (746,591)   | (2,188,397)                                       | -           | -          | (2,934,988) | 3,753,975  |  |  |
| Pakwheels  | 4,110,152                   | 672,585   | -                       | 94,632           | 4,877,369  | (737,799)   | (717,837)   | -           | -          | (1,455,636) | 3,421,733  |  |  |
| Kupatana   | 3,211,436                   | -         | -                       | 55,045           | 3,266,481  | (331,239)   | (448,160)   | -           | -          | (779,399)   | 2,487,082  |  |  |
| Other      |                             |           |                         |                  |            |             |   |             |            |             |            |  |  |
| associates | 6,959,857                   | 4,250,740 | (9,195,855)             | (300,693)        | 1,714,049  | (852,290)   | (1,016,378)                                       | 1,573,485   | -          | (295,183)   | 1,418,866  |  |  |
|            | 17,980,582                  | 7,748,184 | (9,195,855)             | 13,951           | 16,546,862 | (2,667,919) | (4,370,772)                                       | 1,573,485   | -          | (5,465,206) | 11,081,656 |  |  |

# 8. Investments in associate companies (cont'd)

The following tables provide the summarised financial position of associates that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not the Company's share of those amounts. They have been amended to reflect adjustments made by the Group when using the equity method, including fair value adjustments (such as amortisation charges of intangible assets identified at investment) and modifications for differences in accounting policy.

The summarised financial position of the associated companies at the period end, are as follows:

| 30 Jun 17            |                                       |                                  | Assets                           |                                 |   | Liabilities                          |                                       |                                       |                                |                                      |                                      |                     |
|----------------------|---------------------------------------|----------------------------------|----------------------------------|---------------------------------|---|--------------------------------------|---------------------------------------|---------------------------------------|--------------------------------|--------------------------------------|--------------------------------------|---------------------|
|                      | Current assets Non-current assets     |                                  |                                  |                                 | ent assets                                  | Current liabilities Non-current liab |                                       |                                       |                                | current liabi<br>Other               | lities<br>Total                      |                     |
| Operating<br>Company | Cash and<br>cash<br>equivalents<br>\$ | Other<br>current<br>assets<br>\$ | Total<br>current<br>assets<br>\$ | Non-<br>current<br>assets<br>\$ | Intangible<br>assets on<br>investment<br>\$ | Financial<br>liabilities<br>\$       | Other<br>current<br>liabilities<br>\$ | Total<br>current<br>liabilities<br>\$ | Financial<br>liabilities<br>\$ | non-<br>current<br>liabilities<br>\$ | non-<br>current<br>liabilities<br>\$ | Net<br>assets<br>\$ |
| Zameen               | 3,902,329                             | 2,751,704                        | 6,654,033                        | 1,574,128                       | 2,391,042                                   | 1,497,211                            | 1,200,788                             | 2,697,999                             | -                              | -                                    | -                                    | 7,921,204           |
| Pakwheels            | 150,274                               | 891,646                          | 1,041,920                        | 301,814                         | 355,815                                     | 1,156,025                            | -                                     | 1,156,025                             | -                              | -                                    | -                                    | 543,524             |
| Kupatana<br>Other    | 304,021                               | 120,615                          | 424,636                          | 94,589                          | 188,663                                     | 54,495                               | -                                     | 54,495                                | -                              | -                                    | -                                    | 653,393             |
| associates           | 247,446                               | 169,295                          | 416,741                          | 65,291                          | 60,401                                      | 32,791                               | 21,849                                | 54,640                                | -                              | -                                    | _                                    | 487,793             |
|                      | 4,604,070                             | 3,933,260                        | 8,537,330                        | 2,035,822                       | 2,995,921                                   | 2,740,522                            | 1,222,637                             | 3,963,159                             | -                              | -                                    | -                                    | 9,605,914           |

| 31 Dec 16            |                                       |                                  | Assets                           |                                 |   | Liabilities                    |                                       |                                       |                                |                                      |   |                  |
|----------------------|---------------------------------------|----------------------------------|----------------------------------|---------------------------------|---|--------------------------------|---------------------------------------|---------------------------------------|--------------------------------|--------------------------------------|---|------------------|
|                      | Current assets Non-current assets     |                                  |                                  |                                 | ent assets                                  | Current liabilities No         |                                       |                                       |                                | current liabi<br>Other               |   |                  |
| Operating<br>Company | Cash and<br>cash<br>equivalents<br>\$ | Other<br>current<br>assets<br>\$ | Total<br>current<br>assets<br>\$ | Non-<br>current<br>assets<br>\$ | Intangible<br>assets on<br>investment<br>\$ | Financial<br>liabilities<br>\$ | Other<br>current<br>liabilities<br>\$ | Total<br>current<br>liabilities<br>\$ | Financial<br>liabilities<br>\$ | non-<br>current<br>liabilities<br>\$ | Total<br>non-<br>current<br>liabilities<br>\$ | Net assets<br>\$ |
| Zameen               | 7,108,844                             | 958,602                          | 8,067,446                        | 1,223,018                       | 3,008,473                                   | 1,745,710                      | 52,895                                | 1,798,605                             | -                              | -                                    | -   | 10,500,332       |
| Pakwheels            | 157,383                               | 849,359                          | 1,006,742                        | 346,311                         | 391,974                                     | 571,902                        | -                                     | 571,902                               | -                              | -                                    | -   | 1,173,125        |
| Kupatana<br>Other    | 230,367                               | 79,682                           | 310,049                          | 121,332                         | -   | 54,011                         | 57,663                                | 111,674                               | -                              | -                                    | -   | 319,707          |
| associates           | 478,468                               | 266,391                          | 744,859                          | 135,289                         | 83,234                                      | 96,720                         | 18,800                                | 115,520                               | -                              | -                                    |   | 847,862          |
|                      | 7,975,062                             | 2,154,034                        | 10,129,096                       | 1,825,950                       | 3,483,681                                   | 2,468,343                      | 129,358                               | 2,597,701                             | -                              | -                                    |   | 12,841,026       |

# 8. Investments in associate companies (cont'd)

The summarised financial performance of associated companies for the half year is as follows:

|                   |             | Half year 2017                   |                                   |                                  | Half year 2016 |                            |                                   |                            |
|-------------------|-------------|----------------------------------|-----------------------------------|----------------------------------|----------------|----------------------------|-----------------------------------|----------------------------|
| Operating Company | Net loss    | Other<br>comprehensive<br>income | Amortisation of intangible assets | Total<br>comprehensive<br>income | Net loss       | Other comprehensive income | Amortisation of intangible assets | Total comprehensive income |
|                   | \$          | \$                               | \$                                | \$                               | \$             | \$                         | \$                                | \$                         |
| Zameen            | (2,131,653) | 566,297                          | (416,245)                         | (1,981,601)                      | (2,742,660)    | (970,320)                  | (272,785)                         | (3,985,765)                |
| Pakwheels         | (489,388)   | (66,884)                         | (81,180)                          | (637,452)                        | (1,213,517)    | 64,742                     | (63,309)                          | (1,212,084)                |
| Kupatana          | (501,066)   | 14,574                           | (25,584)                          | (512,076)                        | (756,833)      | 23,149                     | -                                 | (733,684)                  |
| Other associates  | (184,762)   | (19,297)                         | (35,874)                          | (239,933)                        | (1,996,573)    | (192,782)                  | (431,596)                         | (2,620,951)                |
|                   | (3,306,869) | 494,690                          | (558,883)                         | (3,371,062)                      | (6,709,583)    | (1,075,211)                | (767,690)                         | (8,552,484)                |

Associated companies reported using the equity accounting method at the period end generated revenues of \$5,917,500 (2016: \$5,835,915) of which \$5,067,927 (2016: \$2,183,479) was generated by Zameen.

Included in the revenues generated in the comparative six-month period ended June 2016 is \$3,079,311 of revenues generated by associated companies in which the Group subsequently gained accounting control on 26 August 2016.

#### 9. Share capital

|                            | 2017        | 2016       | 2017       | 2016       |
|----------------------------|-------------|------------|------------|------------|
|                            | Shares      | Shares     | \$         | \$         |
| Fully paid ordinary shares |             |            |            |            |
| At 1 January               | 216,067,976 | 48,000,000 | 57,717,472 | 22,244,769 |
| Issued for cash            | -           | 2,100,000  | -          | 2,100,000  |
| Issued for share swap      | 2,958,121   | -          | 1,626,967  | -          |
| Other shares issued        | 1,158,922   |            | 583,350    |            |
|                            | 220,185,019 | 50,100,000 | 59,927,789 | 24,344,769 |
| Less: Transaction costs    | -           |            | (36,999)   |            |
| At 30 June                 | 220,185,019 | 50,100,000 | 59,890,790 | 24,344,769 |

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

During the period, 2,958,121 ordinary shares with a value of \$1,626,967 were issued as purchase consideration for the acquisition of business combinations as detailed in Note 10. In the same period 1,148,922 ordinary shares were issued to Directors and employees as share based payments with a value of \$578,250 (2016: Nil). A further 10,000 ordinary shares with a value of \$5,100 were issued during the period as payment for work performed during the IPO process.

#### 10. Business Combinations

#### 10.1 Controlled entities

During the period, the Group gained accounting control of the following groups of companies (collectively referred to as "Operating Companies") either via step acquisition, whereby the investments were previously reported in the results of the Group using the equity accounting method, or via new investments in the period. The Group has up to twelve months from the date of acquisition to complete its initial acquisition accounting. Any adjustment to the fair values based on circumstances existing at acquisition date, including associated tax adjustments, within this twelve month period will have an equal and opposite impact on the provisional intangible asset recorded on acquisition.

The Group is still finalising acquisition accounting adjustments, including tax adjustments especially the recognition of deferred tax assets and liabilities, relating to businesses acquired in August 2016.

The group recognises non-controlling interests in an acquired entity at the non-controlling interest's proportionate share of the fair value of acquired entity's net identifiable assets.

#### New acquisition of companies

During the period, the Group gained accounting control of the following group of companies (collectively referred to as "Operating Companies") via new investments in the period.

| Name of business acquired | Principal activity                             | Date of Acquisition | Percentage<br>of shares<br>held % | Total cost of | acquisition \$    |
|---------------------------|--|---------------------|-----------------------------------|---------------|-------------------|
|                           |  |                     |                                   | US\$          | AUD<br>equivalent |
| AutoDeal                  | Operator of online car classifieds portals     | 1 Jun 2017          | 33.33%                            | 2,313,701     | 3,126,967         |
| Propzy                    | Operator of online property classifieds portal | 1 Jun 2017          | 21.05%                            | 800,000       | 1,081,200         |

#### 10. Business Combinations (cont'd)

#### 10.1.1 Acquisition of AutoDeal

On 1 June 2017, the Group acquired a 33.33% equity interest and control in Autodeal Asia Pte Ltd. AutoDeal operates an online car advertising classified portal in Philippines.

Total consideration paid consisted of cash consideration of \$1,500,000 and 2,958,121 of ordinary shares issued by the Company with a value of \$1,626,967. The total investment in subsidiary amounted to \$3,126,967.

The excess of the purchase consideration over the fair value of net assets acquired has been classified as goodwill.

|   | 2017        |
|---|-------------|
|   | \$          |
| Purchase consideration                              |             |
| Cash paid on completion (1 June 2017)               | 1,500,000   |
| 2,958,121 ordinary shares valued @ \$0.55 per share | 1,626,967   |
| Total consideration                                 | 3,126,967   |
|   |             |
| Allocation of purchase consideration                |             |
| Trade and other receivables                         | 219,885     |
| Cash and cash equivalents                           | 1,227,581   |
| Fixed Assets  | 28,295      |
| Intangible Assets                                   | 625,038     |
| Goodwill  | 2,615,209   |
| Trade & other payables                              | (565,542)   |
| Net assets  | 4,150,466   |
| Non-controlling interest share of net assets        | (1,023,499) |
| Share of net assets acquired                        | 3,126,967   |

# 10.1.2 Acquisition of Propzy

On 1 June 2017, the Group acquired a 21.05% equity interest and control in Propzy SEA Pte Ltd. Propzy operates an online property advertising classified portal in Vietnam.

Total consideration due was in the form of cash consideration of US\$800,000 (AUD equivalent of \$1,081,200).

The excess of the purchase consideration over the fair value of net assets acquired has been classified as goodwill.

|  | 2017<br>\$ |
|--|------------|
| Purchase consideration                       |            |
| Cash paid on completion (1 June 2017)        | 1,081,200  |
| Total consideration                          | 1,081,200  |
| Allocation of purchase consideration         |            |
| Trade and other receivables                  | 26,696     |
| Cash and cash equivalents                    | 1,126,398  |
| Goodwill                                     | 869,054    |
| Trade & other payables                       | (145,396)  |
| Net assets                                   | 1,876,752  |
| Non-controlling interest share of net assets | (795,552)  |
| Share of net assets acquired                 | 1,081,200  |

#### 10. Business Combinations (cont'd)

# 10.2 Change of accounting control and step acquisitions

On 16 May 2017, variations to share sale agreements resulted in the Group assuming accounting control of African Property Portals Group (CasaMozambique). As such, the results of CasaMozambique have been consolidated from the date of acquisition of 16 May 2017.

Upon acquiring control of CasaMozambique, there was a deemed disposal by the Group of the previously held equity interest at fair value. As a result of the deemed disposal, \$149,400 of gains were generated.

|   | 2017<br>\$ |
|---|------------|
| Fair value of previously held equity interest | 586,717    |
| Allocation of purchase consideration          |            |
| Trade and other receivables                   | 149,361    |
| Cash and cash equivalents                     | (6,398)    |
| Fixed assets                                  | 8,369      |
| Intangible assets                             | 255,838    |
| Goodwill                                      | 498,658    |
| Trade & other payables                        | (195,846)  |
| Net assets                                    | 709,982    |
| Non-controlling interest share of net assets  | (123,265)  |
| Share of net assets acquired                  | 586,717    |

# 11. Unexercised call options

As the period end, there were unexercised call options in the following subsidiary companies.

| Operating companies | Option expiring | Consideration<br>US\$ | Increase in shareholding % | Group equity<br>holding % after<br>exercise of<br>option |
|---------------------|-----------------|-----------------------|----------------------------|--|
| TechAfrica          | February 2018   | 276,000               | 11.22%                     | 71.22%   |
| IMCongo             | February 2018   | 200,000               | 9.50%                      | 75.41%   |

#### 12. Notes to the statement of cash flows

|  | Half year ended |             |  |
|--|-----------------|-------------|--|
|  | 30 Jun 2017     | 30 Jun 2016 |  |
|  | \$              | \$          |  |
| Cash flows from operating activities   |                 |             |  |
| Net loss before tax  | (7,756,009)     | (3,895,568) |  |
| Adjustments for:   |                 |             |  |
| Amortisation of intangible assets  | 718,182         | -           |  |
| Depreciation   | 76,520          | 5,303       |  |
| Impairment loss of goodwill  | 438,372         | -           |  |
| Net foreign exchange difference  | 1,835,669       | 168,297     |  |
| Share of loss of associated companies  | 1,273,419       | 2,285,570   |  |
| Interest income  | (98,977)        | (11,083)    |  |
| Interest expense   | -               | 29          |  |
| Non-cash employee benefits expense – share based payments  | 478,564         | -           |  |
| Net gain on deemed disposal of equity interest   | (175,484)       |             |  |
|  | (3,209,744)     | (1,447,452) |  |
| Change in operating assets and liabilities, net of effects from purchase of controlled entities: |                 |             |  |
| Trade and other receivables  | (387,062)       | (315,907)   |  |
| Trade and other payables   | (85,664)        | 677,856     |  |
| Cash used in operations  | (3,682,470)     | (1,085,503) |  |
| Interest paid  | -               | (29)        |  |
| Interest received  | 101,834         | 11,083      |  |
| Net cash used in operating activities  | (3,580,636)     | (1,074,449) |  |

# 13. Contingencies

Various claims arise in the ordinary course of business against Frontier Digital Ventures Limited and its subsidiaries. The amount of the liability (if any) at 30 June 2017 cannot be ascertained and the Directors believe that any resulting liability would not materially affect the financial position of the Group.

# 14. Subsequent events

There have been no other transactions or events of a material and unusual nature between the end of the reporting period and the date of this report that will, in the opinion of the Directors of the Company, significantly affect the operations of the consolidated entity, the results of those operations, or state of affairs of the consolidated entity in future years.



# Independent auditor's review report to the members of **Frontier Digital Ventures Limited**

# Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Frontier Digital Ventures Limited (the company), which comprises the condensed consolidated statement of financial position as at 30 June 2017, the condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes and the directors' declaration for Frontier Digital Ventures Limited (the consolidated entity). The consolidated entity comprises the company and the entities it controlled during the half-year.

# Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement whether due to fraud or error.

# Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Australian Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Frontier Digital Ventures Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

# Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001.



# Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Frontier Digital Ventures Limited is not in accordance with the *Corporations Act 2001* including:

- 1. giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the half-year ended on that date;
- 2. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Pricewaterhouse Coopers

Z.D.A

Jon Roberts Partner Melbourne 25 August 2017



# **Corporate Directory**

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The Board

David Baxby

Independent Director, non-executive Chairman

Shaun Antony Di Gregorio Non-independent executive Director and Chief Executive

Officer

Mark Licciardo Independent, non-executive Director and Company

Secretary

Chief Executive Officer Chief Financial Officer

Shaun Antony Di Gregorio Shiao Mae Chan

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FDV