

## **iProperty Group Limited**

## ABN 99 126 188 538 Appendix 4D HALF YEAR REPORT

## "Results for announcement to the Market."

Information for the year ended 30 June 2013 given to ASX under listing rule 4.2A

## Key iProperty Group information

Six months ended	Jun 13 \$000	Jun 12 \$000	Change
Revenues from ordinary operations	7,655	7,538	2%
Loss from ordinary activities after tax attributable to members	(3,334)	(2,966)	12%
Loss after tax attributable to members	(3,334)	(2,966)	12%
	<u>Cents</u>	<u>Cents</u>	
Loss per Share (basic & diluted)	(1.84)	(1.74)	6%
NTA per Share	4.20	5.75	(27)%

### Acquisitions disposals

On 31 January 2013 the Group entered into an agreement to acquire Smart Expo, an established operator of property expositions focused on the property developer advertising market. The purchase consideration was approximately USD3.0 million (AUD equivalent \$2.9 million), with an upfront payment of AUD 1.7 million and the balance of the consideration payable over two years based on the achievement of agreed revenue and EBITDA targets. Further details of the above transaction can be found to the attached half year financial report.

### Dividends

iProperty Group Limited does not propose to pay a dividend for this reporting period.

This report is based on the attached half year financial report which has been subject to a review by the Company's external auditor. The financial statements are not subject to any audit dispute or qualifications

For and on behalf of the Board

Patrick Grove Chairman 29 August 2013



## **iProperty Group Limited** ABN 99 126 188 538

## **Financial Report** for the half year ended 30 June 2013

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## Directors' report

The Directors of iProperty Group Limited submit their financial report of the iProperty Group Limited and controlled entities (the Group) for the half-year ended 30 June 2013. In order to comply with the provisions of the *Corporations Act 2001*, the Directors' report as follows:

The names of the Directors of the Company during or since the end of the half-year are:

Patrick Grove (Chairman) Samuel Weiss Hugh Morrow Lucas Elliott Georg Chmiel Roland Tripard

### **Principal Activities**

The principal activity of the iProperty Group during the half year was the development and operation of internet based real estate portals in Asia.

#### **Review and results of operations**

#### **Financial Performance**

The EBITDA loss for the first half was \$3,225,654, down from the prior comparable period loss of \$2,959,498. Similarly statutory losses increased from \$2,965,779 in the prior comparable period loss to \$3,334,213. The total comprehensive loss for the period improved significantly from \$2,921,746 to \$385,326 due the \$2,500,000 gain on the Group's investment in iCar Asia and foreign exchange impacts.

For first half of 2013, Group revenue amounted to \$7,655,225 compared with revenue of \$7,538,220 for the prior comparable period. There was a decrease in revenue from \$4,882,156 in the comparable period to \$4,340,070 in Malaysia due to changes to the Group's expo calendar pushed revenue into the second half relative to the prior comparable period. Uncertainty during the general election also adversely impacted advertising spend in the first half. However the significant increase in billings in advance primarily relate to the Malaysian operations and position the business well for an improved second half of 2013.

In spite of government imposed market cooling measures, revenue increased in both Hong Kong (+79%) and Singapore (+5%), in part aided by the acquisition of the Smart Expo business. Indonesia also exhibited strong revenue growth of 31% and notable increases in business metrics are yet to fully translate into increased revenues.

Marketing expenses increased significantly from \$1,443,552 in the comparable period to \$2,005,880 due to the Group's significant investment to gain market share and consolidate our position as the leading property portal in Indonesia. Employment costs increased across all businesses, most notably in Malaysia and Singapore. The addition of the Smart Expo employment costs during the period also had an adverse impact compared to the prior corresponding period.

During the first half the Group made number of structural changes to both the Singapore and Commercial Asia businesses which will generate employment cost savings in future periods. The Group also rationalised its print operations in Malaysia which contributed significantly to the \$432,137 reduction in production costs for the first half.

#### Acquisitions

During the period the Group purchased Smart Expo, an established operator of property expositions focused on the property developer advertising market. The integration of this acquisition is now complete and the results of the two Smart Expo events in Singapore and Hong Kong have positively contributed to the financial results of both these countries. The Group expects profits from this business to grow in the second half with an agreement to sell three expos under license in China in addition to another two events in Singapore in Hong Kong.

## Dividends

The Company does not propose to pay a dividend for this reporting period.

### Events subsequent to reporting date

There have not been any other transactions or events of a material and unusual nature between the end of the reporting period and the date of this 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.

### Auditor's independence declaration

The auditor's independence declaration is included on page 3 of the half-year financial report.

Signed in accordance with a resolution of Directors made pursuant to s.306(3) of the *Corporations Act 2001*.

On behalf of the Directors

Patrick Grove Chairman Kuala Lumpur 29 August 2013



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# Auditor's Independence Declaration to the Directors of iProperty Group Limited

In relation to our review of the financial report of iProperty Group Limited for the half-year ended 30 June 2013, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

in

D. R. McGregor Partner 29 August 2013

## **Directors' declaration**

The Directors declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (b) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*, and giving a true and fair view of the financial position as at 30 June 2013 and performance of the consolidated entity for the half year ended on that date.

Signed in accordance with a resolution of the Directors made pursuant to s.303(5) of the *Corporations Act* 2001.

On behalf of the Directors

Patrick Grove Chairman Kuala Lumpur 29 August 2013

## Consolidated statement of comprehensive income for the half-year ended 30 June 2013

			Consol	
			Half-year	
		Note	30 Jun 2013 \$	30 Jun 2012 \$
		Note	¥	•
D	Revenue from services		7,655,225	7,538,220
	Administration expenses		(468,510)	(494,700)
	Advertising and marketing expenses		(2,005,880)	(1,443,552)
	Employment expenses		(6,607,792)	(5,703,539)
	Premises and infrastructure expenses		(744,823)	(637,590)
	Offline production costs		(1,029,141)	(1,461,278)
	Terminated acquisition costs		- (1,020,141)	(739,021)
	Other expenses		(24,733)	(18,038)
	Operating expenses		10,880,879	10,497,718
	Loss before interest, tax, depreciation and amortisation (EBITDA)		(3,225,654)	(2,959,498)
	Depreciation and amortisation		(196,908)	(119,037)
	Loss before interest and tax (EBIT)		(3,422,562)	(3,078,535)
	Interest income		144,129	129,023
	Interest expense		-	(47)
	Loss before tax (EBT)		(3,278,433)	(2,949,559)
	Income tax expense		(55,780)	(16,220)
	Loss for the period		(3,334,213)	(2,965,779)
			(-,,	(_,,
	Other comprehensive income			
	Items that may be reclassified subsequently to profit or loss:			
	Revaluation of available for sale investment (iCar)		2,500,000	-
	Exchange differences arising on translation of foreign operations		448,887	44,033
	Total comprehensive loss for the period		(385,326)	(2,921,746)
	Loss attributable to:			(
	Owners of the parent		(3,334,213)	(2,965,779)
	Total comprehensive loss attributable to:			
	Owners of the parent		(385,326)	(2,921,746)
	Earnings per share			
	Basic (cents per share)		(1.84)	(1.74)
	Diluted (cents per share)		(1.84)	(1.74)

## Consolidated statement of financial position as at 30 June 2013

		Consolidated	
		30 Jun 2013	31 Dec 2012
	Note	\$	\$
Current assets		0 000 007	44.004.040
Cash and cash equivalents	5	8,020,607	11,224,249
Trade and other receivables		3,252,861	2,269,769
Other assets		877,452	642,348
Total current assets		12,150,920	14,136,366
Non-current assets			
Available for sale investments		4,500,000	2,000,000
Property, plant and equipment		634,391	610,095
Intangibles	4	2,431,035	2,154,817
Goodwill	4	17,981,403	14,544,288
Total non-current assets		25,546,829	19,309,200
Total assets		37,697,749	33,445,566
Current liabilities			
Trade and other payables	4	3,881,702	2,129,559
Billing in advance		4,559,501	2,258,272
Provisions		717,725	807,524
Current tax liabilities		33,628	30,848
Total current liabilities		9,192,556	5,226,203
Non-current liabilities		470 400	
Other payables	4	479,468	-
Total Non-current liabilities		479,468	-
Total liabilities		9,672,024	5,226,203
Net assets		28,025,725	28,219,363
Equity			
Issued capital	7	38,936,448	38,744,760
Reserves	•	2,509,882	(439,005)
Accumulated losses		(13,420,605)	(10,086,392)
Total equity		28,025,725	28,219,363

## Consolidated statement of cash flows for the half-year ended 30 June 2013

			Consol	idated
			Half-yea	r ended
			30 Jun 2013	30 Jun 2012
)		Note	\$	\$
Cash flows from of	operating activities			
Receipts from cust	omers		9,084,876	7,444,506
Payments to suppl	iers		(4,270,790)	(4,720,169)
Payment to employ	/ees		(6,135,548)	(5,276,342)
Interest received			189,426	153,953
Income tax paid			(93,197)	(16,209)
Net cash used in o	perating activities		(1,225,233)	(2,414,261)
Cash flows from i	nvesting activities			
Payments for acqu	uisition of business		(1,730,769)	(308,939)
Purchases of prop	erty, plant and equipment		(247,640)	(121,333)
Deferred payment	relating to prior period acquisitions		-	(100,000)
Net cash used in ir	vesting activities		(1,978,409)	(530,272)
Cash flows from	inancing activities			
Proceeds from issu	ue of shares	7	-	10,000,000
Payment for share	issue costs		-	(359,093)
Net cash provided	by financing activities		-	9,640,907
Net increase in ca	ish and cash equivalents		(3,203,642)	6,696,374
Cash and cash ec	uivalents at the beginning of the period		11,224,249	6,080,273
Cash and cash ec	uivalents at the end of the period	5	8,020,607	12,776,647

## Consolidated statement of changes in equity for the half-year ended 30 June 2013

Balance at 1 January 2012   28,144,452   (391,841)   (48,000)   (182,514)   88,811   -   (7,148,452)   20,462,456     Profit/(loss) for the period   -   -   -   -   -   (2,965,779)   (2,965,779)     Other comprehensive income for the period   -   44,033   -   -   -   44,033     Total comprehensive income for the period   -   44,033   -   -   -   44,033     Total comprehensive income for the period   -   44,033   -   -   -   44,033     10,352,086 shares issued   10,317,200   -   -   -   -   10,317,200     Transaction costs relating to shares issued   10,317,200   -   -   -   (326,449)     Balance at 1 January 2013   38,744,760   (303,012)   (48,000)   (182,514)   94,521   -   (10,086,392)   28,219,363     Profit/(loss) for the period   -   -   -   2,500,000   2,948,887     Total comprehensive income for the period   -   448,887		Ordinary share capital \$	Foreign currency translation reserve \$	Treasury share reserve \$	Equity reserve \$	Equity- settled employee benefits reserve \$	Available for sale reserve \$	Accumulated losses \$	Total \$
Other comprehensive income for the period - - - - - - 44,033 - - - 44,033 - - - 44,033 - - - 44,033 - - - 44,033 - - - 44,033 - - - - 44,033 - - - 44,033 - - - - 44,033 - - - - 44,033 - - - - 44,033 - - - - 44,033 - - - - 44,033 - - - 44,033 - - 44,033 - - - 44,033 - - - - 44,033 - - - - 44,033 - - - - - 44,033 - - - - - 44,033 - - - - - - - - - - - - - - - - <th>Balance at 1 January 2012</th> <th>28,144,452</th> <th>(391,841)</th> <th>(48,000)</th> <th>(182,514)</th> <th>88,811</th> <th>-</th> <th>(7,148,452)</th> <th>20,462,456</th>	Balance at 1 January 2012	28,144,452	(391,841)	(48,000)	(182,514)	88,811	-	(7,148,452)	20,462,456
Total comprehensive income for the period - 44,033 - - - (2,965,779) (2,921,746)   10,352,086 shares issued 10,317,200 - - - - - 10,317,200   Transaction costs relating to shares issued (326,449) - - - - - (326,449)   Balance at 30 June 2012 38,135,203 (347,808) (48,000) (182,514) 94,521 - (10,086,392) 28,219,363   Profit/(loss) for the period - - - - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - 2,500,000 2,948,887   Total comprehensive income for the period - 448,887 - - 2,500,000 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213) (385,326)   197,799 shares issued 193,586 <td< td=""><td>Profit/(loss) for the period</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>(2,965,779)</td><td>(2,965,779)</td></td<>	Profit/(loss) for the period	-	-	-	-	-	-	(2,965,779)	(2,965,779)
10,352,086 shares issued 10,317,200 - - - - - - 10,317,200   Transaction costs relating to shares issued (326,449) - - - - - - 10,317,200   Balance at 30 June 2012 38,135,203 (347,808) (48,000) (182,514) 88,811 - (10,114,231) 27,531,461   Balance at 1 January 2013 38,744,760 (303,012) (48,000) (182,514) 94,521 - (10,086,392) 28,219,363   Profit/(loss) for the period - - - - - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - - 10,317,200   10,317,200 - <td>Other comprehensive income for the period</td> <td>-</td> <td>44,033</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>44,033</td>	Other comprehensive income for the period	-	44,033	-	-	-	-	-	44,033
Transaction costs relating to shares issued (326,449) - - - - - - (326,449)   Balance at 30 June 2012 38,135,203 (347,808) (48,000) (182,514) 88,811 - (10,114,231) 27,531,461   Balance at 1 January 2013 38,744,760 (303,012) (48,000) (182,514) 94,521 - (10,086,392) 28,219,363   Profit/(loss) for the period - - - - - - 2 24,219,363   Other comprehensive income for the period - - - - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213) (385,326)   197,799 shares issued 193,586 - - - - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - - (1,898)	Total comprehensive income for the period	-	44,033	-	-	-	-	(2,965,779)	(2,921,746)
Balance at 30 June 2012 38,135,203 (347,808) (48,000) (182,514) 88,811 - (10,114,231) 27,531,461   Balance at 1 January 2013 38,744,760 (303,012) (48,000) (182,514) 94,521 - (10,086,392) 28,219,363   Profit/(loss) for the period - - - - - (3,334,213) (3,334,213)   Other comprehensive income for the period - 448,887 - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213) (385,326)   197,799 shares issued 193,586 - - - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - - - (1,898)	10,352,086 shares issued	10,317,200	-	-	-	-	-	-	10,317,200
Balance at 1 January 2013 38,744,760 (303,012) (48,000) (182,514) 94,521 - (10,086,392) 28,219,363   Profit/(loss) for the period - - - - - (3,334,213) (3,334,213)   Other comprehensive income for the period - 448,887 - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213)   197,799 shares issued 193,586 - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - (1,898)	Transaction costs relating to shares issued	(326,449)	-	-	-	-	-	-	(326,449)
Profit/(loss) for the period - - - - - (3,334,213)   Other comprehensive income for the period - 448,887 - - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 - 2,948,887   197,799 shares issued 193,586 - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - (1,898)	Balance at 30 June 2012	38,135,203	(347,808)	(48,000)	(182,514)	88,811	-	(10,114,231)	27,531,461
Other comprehensive income for the period - 448,887 - - - 2,500,000 - 2,948,887   Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213) (385,326)   197,799 shares issued 193,586 - - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - (1,898)	Balance at 1 January 2013	38,744,760	(303,012)	(48,000)	(182,514)	94,521	-	(10,086,392)	28,219,363
Total comprehensive income for the period - 448,887 - - - 2,500,000 (3,334,213) (385,326)   197,799 shares issued 193,586 - - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - (1,898)	Profit/(loss) for the period	-	-	-	-	-	-	(3,334,213)	(3,334,213)
197,799 shares issued 193,586 - - - - - 193,586   Transaction costs relating to shares issued (1,898) - - - - - (1,898)	Other comprehensive income for the period	-	448,887	-	-	-	2,500,000	-	2,948,887
Transaction costs relating to shares issued (1,898) (1,898)	Total comprehensive income for the period	-	448,887	-	-	-	2,500,000	(3,334,213)	(385,326)
	197,799 shares issued	193,586	-	-	-	-	-	-	193,586
Balance at 30 June 2013   38,936,448   145,875   (48,000)   (182,514)   94,521   2,500,000   (13,420,605)   28,025,725	Transaction costs relating to shares issued	(1,898)	-	-	-	-	-	-	(1,898)
	Balance at 30 June 2013	38,936,448	145,875	(48,000)	(182,514)	94,521	2,500,000	(13,420,605)	28,025,725

## Notes to the condensed consolidated financial statements

#### 1. General information

The interim condensed consolidated financial statements for the six months ended 30 June 2013 were authorised for issue in accordance with a resolution on the 29 August 2013.

iProperty Group Limited (the Company) is a public company listed on the ASX and incorporated in Australia, The principal activities of the Company and its subsidiaries (the Group) are described within the Directors' report.

#### 2. Significant accounting policies

#### **Basis of preparation**

The interim condensed consolidated financial statements have been prepared in accordance with AASB 134 Interim Financial Reporting and the Corporations Act 2001. All amounts are presented in Australian dollars, unless otherwise noted.

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, financial position and financing and investing activities 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 2012 and considered together with any public announcements made by the iProperty Group Limited during the 6 months ended 30 June 2013 in accordance with the continuous disclosure obligations of the ASX listing rules.

Earnings before interest, income tax expense, depreciation and amortisation (EBITDA) reflects the net profit for the year prior to including the effect of interest, income taxes, depreciation and amortisation. Depreciation and amortisation are calculated in accordance with AASB 116 Property, Plant and Equipment, AASB 138 Intangible Assets and AASB 139 Financial Instruments: Recognition and Measurement respectively.

Management uses EBITDA and earnings before interest and income tax expense (EBIT), in combination with other financial measures, primarily to evaluate the Company's operating performance before financing costs, income tax and non cash capital related expenses. Additionally we believe EBITDA is useful to investors because analysts and other members of the investment community largely view EBITDA as a key measure of operating performance.

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 2012 annual financial report for the financial year ended 31 December 2012, 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.

There have been no changes in accounting policy, although certain comparative amounts have been reclassified to conform with the current period's presentation. A number of new accounting standards become applicable with effect from 1 January 2013, however none of these standards had any material impact on the financial statements of the Group. These standards are AASB10 - *Consolidated Financial Statements*, AASB 11 - *Joint Arrangements* and AASB 12 - *Disclosure of Interests in Other Entities*. In addition, the Group has not elected to adopt early any new standards or amendments that are issued but not yet effective.

#### 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 more specifically focused on geographical regions. The Group operates only in one business segment which is the online advertising segment. The Group's reportable segments under AASB 8 are therefore as follows:

- Malaysia •
- Singapore •
- Hong Kong •
- Indonesia
- Corporate •

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

	Rev	enue	Segment P	rofit/(loss)
		Half-yea	ar ended	
	30 Jun 2013	30 Jun 2012	30 Jun 2013	30 Jun 2012
	\$	\$	\$	\$
Malaysia	4,340,070	4,882,156	1,194,188	1,554,990
Singapore	1,467,991	1,396,213	(1,014,133)	(707,874)
Hong Kong	1,249,939	700,185	(268,846)	(433,764)
Indonesia	491,784	376,590	(1,115,835)	(517,232)
Corporate	105,441	183,076	(2,129,587)	(2,861,899)
Total	7,655,225	7,538,220	(3,334,213)	(2,965,779)

All revenue is generated from external customers. The Group does not have a major customer. No single customer contributes 10% or more of the Groups revenue for either period.

The following is an analysis of the Group's assets by reportable operating segment:	30 Jun 2013 \$	30 Jun 2012 \$
Malaysia	8,965,824	7,385,102
Singapore	6,727,726	7,202,038
Hong Kong	6,502,632	2,419,383
Indonesia	5,209,246	4,226,295
Corporate	10,292,321	12,554,688
Total segment assets	37,697,749	33,787,506
Total assets	37,697,749	33,787,506

#### 4. Significant balances

	Jun 2013	Dec 2012
Trade and Other payables	\$	\$
Trade payables	1,324,788	1,052,418
Sundry payables and accrued expenses	1,743,733	884,719
GST Payable	141,926	192,422
Contingent consideration	1,150,723	-
	4,361,170	2,129,559

Contingent consideration payable is for the acquisition of Smart Expo, of which \$671,255 is payable within twelve months and the balance is a non current liability.

Goodwill Summary		
Info Tools Pte Ltd (Singapore)	4,182,566	3,892,728
iProperty Singapore	80,234	74,074
GoHome H.K. Co. Limited (Hong Kong)	1,632,108	1,713,838
iProperty.com Events Sdn Bhd (Malaysia)	2,562,695	2,554,349
Think Media Sdn Bhd (Malaysia)	2,038,291	2,083,966
PT Web Marketing Indonesia	3,910,470	3,894,820
Big Sea International Ltd (Macao)	324,524	306,122
Smart Expo (Hong Kong)	3,226,124	-
Other	24,391	24,391
	17,981,403	14,544,288
Intangibles Summary		
iProperty.com Domain	302,255	302,070
SG House Domain & Website	196,847	183,206
iProperty-Group.com Domain	15,000	15,000
Rumahdanproperti.com Domain & Website	502,009	500,000
Rumah123.com Domain & Website	642,219	639,646
Vproperty.com Domain & Website	7,001	6,604
External Web Development Capitalised	91,864	91,864
Software	470,780	286,109

License	22,082	22,082
Other	180,978	108,236
	2,431,035	2,154,817

#### 5. Cash and cash equivalents

	Jun 2013	Dec 2012
	\$	\$
Cash at bank and on hand	4.520,607	1,724,249
Term deposits	3,500,000	9,500,000
	8,020,607	11,224,249

#### 6. Dividends

No dividends have been paid, declared or recommended for payment.

#### 7. Contributed equity

		2013	2012	2013	2012
		Shares	Shares	\$	\$
)	Reconciliation of contributed equity for the half year				
	Opening balance 1 January	181,005,190	169,527,776	38,744,760	28,144,452
	Share issue	197,799	10,352,086	193,586	10,317,200
	Transaction costs relating to shares issued	-	-	(1,898)	(326,449)
	Closing balance 30 June	181,202,989	179,879,862	38,936,448	38,135,203

During the half year reporting period, the Company issued 197,799 ordinary shares to the Directors as share based payments with value of \$193,586. In the prior corresponding half year reporting period, the Company issued 10,352,086 ordinary shares. 10,000,000 were issued in exchange for \$10,000,000 in cash and the remaining 352,086 were issued as share based payments with a value of \$317,200.

#### 8. Business Combinations

#### Acquisition of Smart Expo

On 31 January 2013 the Group entered into an agreement to acquire Smart Expo, an established operator of property expositions focused on the property developer advertising market. The purchase consideration was approximately USD3.0 million (AUD equivalent \$2.9 million), with an upfront payment of AUD 1.7 million and the balance of the consideration payable over two years based on the achievement of agreed revenue and EBITDA targets. The Company was acquired with the objective of expanding the Group's property expo business and providing a platform for further expansion into the mainland China market.

At the date of the financial period, the necessary market valuation and other calculations have not been finalised and therefore the correct fair values of goodwill and assets and liabilities have been determined on a provisional basis and will be finalised within 12 months of the acquisition date. Accordingly, the excess of the purchase consideration over the identifiable net assets acquired has been treated as goodwill at balance date on a provisional basis. Goodwill is attributable to revenue growth and ability to expand the expo footprint. Between acquisition date and reporting date there has been no change to the amount of contingent consideration payable. The revaluation of goodwill for changes in foreign exchanges rates between acquisition date and period end increased provisional goodwill from \$2,878,415 to \$3,226,124.

#### **Purchase Consideration**

Total possible consideration	2,881,492
Non-current	479,468
Current	671,255
Contingent consideration	
Cash	1,730,769

#### Provisional Allocation of the Purchase Consideration

Total Assets excluding goodwill	149,498
Provisional goodwill	2,878,415
	3,027,913
Total Liabilities	(146,421)
Net Assets	2,881,492

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

#### Impact of acquisitions on the results of the Group

The impact of the acquisition is not material to the results of the Group nor do the Directors consider it practical to estimate what consolidated revenue and profit for the period ended 30 June 2013 would have been if the acquisition had occurred on 1 January 2013. The initial accounting for this business combination has been determined on a provisional basis.

#### 9. Contingent claims and liabilities

Various claims arise in the ordinary course of business against iProperty Group Limited and its subsidiaries. The amount of the liability (if any) at 30 June 2013 cannot be ascertained and the Directors believe that any resulting liability would not materially affect the financial position of the Group.

#### 10. Subsequent events

There has not arisen in the interval between the end of the reporting period and the date of this report any item, transactions or events of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future periods.



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# Independent review report to the members of iProperty Group Limited

## Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of iProperty Group Limited, which comprises the statement of financial position as at 30 June 2013, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time 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 controls as the directors determine are 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 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 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 2013 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 iProperty Group Limited and the entities it controlled during the half-year, 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. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the Directors' Report.



#### 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 iProperty Group Limited is not in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

Ernst & Young

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D. R. McGregor Partner Melbourne, Australia 29 August 2013

## **Corporate Directory**

#### iProperty Group Limited

ABN 99 126 188 538 ASX Listing Code: IPP

#### Website:

www.iproperty-group.com

#### Directors:

Patrick Grove (Chairman) Samuel Weiss Hugh Morrow Lucas Elliott Georg Chmiel Roland Tripard

#### **Chief Executive Officer**

Shaun Di Gregorio Email: shaundig@iproperty.com

#### **Chief Financial Officer**

Rob Goss Email: robert.goss@iproperty.com

#### **Company Secretary**

Nick Geddes Email: ngeddes@austcosec.com.au

#### Share Registry:

Boardroom Pty Ltd Level 7 207 Kent Street Sydney NSW 2000 Australia www.boardroomlimited.com.au

#### Auditors

Ernst & Young 8 Exhibition Street MELBOURNE VIC 3000

#### **Registered office:**

Level 3 70 Pitt Street Sydney NSW 2000 Australia Tel: +612 9239 0277 Fax: +612 9233 4497

#### Head office:

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