

iCar Asia Limited
ACN 157 710 846
Appendix 4D
HALF YEAR REPORT

RESULTS FOR ANNOUNCEMENT TO THE MARKET

For the half year ended 30 June 2015

Six months ended	Jun-15 \$000	Jun-14 \$000	Change
Revenues from ordinary operations	2,638	1,100	140%
Earnings before interest, tax, depreciation & amortisation (EBITDA)	(6,598)	(5,977)	(10%)
Loss from ordinary activities after tax attributable to members	(7,246)	(6,041)	(20%)
Loss after tax attributable to members	(7,246)	(6,041)	(20%)
Loss per Share (basic & diluted)	(3.32)	(3.19)	(4%)
NTA per Share	2.25	6.40	(65%)

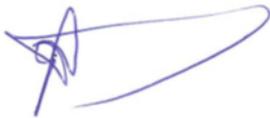
Dividends

iCar Asia Limited does not propose to pay a dividend for this reporting period (2014: nil).

Basis of this report

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

19th August 2015



iCar Asia Limited and Controlled Entities

ACN 157 710 846

Financial Report

for the half year ended 30 June 2015

Contents to half-year financial report

ICAR ASIA LIMITED (ICQ) / ACN 157 710 846

Director's Report	1
Auditor's Independence Declaration	4
Directors' declaration	5
Interim condensed consolidated statement of comprehensive income	6
Interim condensed consolidated statement of financial position	7
Interim condensed consolidated statement of changes in equity	8
Interim condensed consolidated statement of cash flows	9
Notes to the consolidated financial statements	10
Independent auditor's review report	16
Corporate Directory	18

iCar Asia Limited and Controlled Entities
Directors' report
30 June 2015

The Directors of iCar Asia Limited submit their financial report for iCar Asia Limited and Controlled Entities (referred to hereafter as the 'Group') for the half-year ended 30 June 2015.

The names of the Group's directors in office during the half-year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Patrick Grove (Non-Executive Chairman)
Lucas Elliott (Non-Executive Director)
Shaun Di Gregorio (Non-Executive Director)
Mark Britt (Non-Executive Director)
Cameron McIntyre (Non-Executive Director)
Ajay Bhatia (Non-Executive Director)

Principal Activities

The principal activities of the Group during the half year were the development and operation of internet based automotive portals and the advertising, publication and distribution of automotive magazines in South East Asia.

Review and results of operations

Financial Performance

The first half of 2015 saw the Group realise \$2,637,745 in revenue (2014: \$1,100,148), growth of 140%. This was largely through an increase in Classified Revenues in Malaysia and Thailand.

Expenses increased in the first half of 2015 to \$9,235,992 (2014: \$7,077,079) in line with the company strategy of winning market share in listings, audience and leads in Malaysia, Indonesia and Thailand by the end of 2015. The investment was in employment, market leading product / technology and marketing & advertising. There were also one off costs of \$509,035 relating to the integration of Thailand's number 1 automotive site, One2car.com. Excluding the one-off integration costs, first half 2015 expenses were \$8,726,957, 2% below those in the second half of 2014 (\$8,928,511).

The loss at EBITDA for the half year was \$6,598,247 (2014: \$5,976,931)

Operating Performance

Driving the year on year revenue growth was the strong operating performance of the business. The June 2015 results produced records in all core operating metrics:

Audience	: All time high of 7.7 million unique car buyers visiting an iCar Asia site.
Leads	: All time high of 658,148 individual car buyers sent a lead to a car seller.
RMS Engagement	: All time high of 6,300 Car Dealers logged in and used our market leading system.
Paying Dealers	: All time high of 3,300 Dealers paid to advertise in Malaysia & Thailand (Indonesia currently remains free).

Operating Performance (continued)

During the half we successfully integrated the One2car.com business into the Group. Key to the success was integrating our market-leading technology, RMS ('Response Management System'). For the first time Dealers in Thailand are able to upload, manage and edit their listings and leads. The RMS has been well received with 95% of all paying Dealers (1,600) using the system during the month of June which has cemented the clear market-leadership position One2car.com holds.

iCar Asia's Malaysian business, Carlist.my produced it's strongest ever operational results. This was very encouraging as during the period the business increased the price of the key 'depth' product for Car Dealers, the 'bump' - almost tripling it from MYR 3 to MYR 8. Bump volumes returned strongly, with 70,000 listings 'bumped' in the month of June. It is a clear example of Carlist.my's market-leadership position and ability to execute pricing power as a result.

Mobil123.com, iCar Asia's Indonesian business performed strongly, producing all time record results in all key operating metrics during the first half of 2015. The results extended its lead over the market number 2 which allowed strong take-up and usage of our market-leading RMS system. Key statistics from the month of June show that over 3,000 logged in and used RMS, 'bumping' over 91,000 listings (currently for free).

Mobil123.com also opened up two new offices in the cities of Surabaya and Bandung as it extends its number 1 position from Greater Jakarta region to the next major centres on the island of Java.

Dividends

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

Events subsequent to reporting date

On 10 July 2015 iCar Asia Limited issued 17,692,308 shares in connection with an institutional placement at an issue price of \$0.65 per share. Gross proceeds were \$11,500,000. After raising costs, the net amount was \$10,994,000.

On 6 August 2015 iCar Asia Limited issued 5,379,503 shares in connection with a rights issue at an issue price of \$0.65 per share. Gross proceeds were \$3,496,677. After raising costs, the net amount was \$3,418,677.

On 18 August 2015 iCar Asia Limited issued 5,841,000 shares to carsales.com Limited in connection with their existing top-up right at an issue price of \$0.65 per share. Proceeds were \$3,796,650.

Other than the items above, 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 this report, in the opinion of the Directors of the Group, to affect significantly the operations of the Group, the results of those operations, or state of affairs of the Group in future years.

Indemnification of auditors

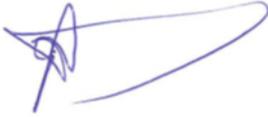
To the extent permitted by law, the Group has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since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

Auditor's independence declaration

The auditor's independence declaration is included on page 4 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

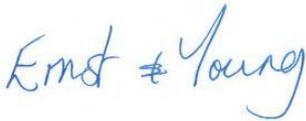


Patrick Grove
Chairman

Kuala Lumpur
19 August 2015

Auditor's Independence Declaration to the Directors of iCar Asia Limited

In relation to our review of the financial report of iCar Asia Limited for the half-year ended 30 June 2015, 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



D.R. McGregor
Partner
19 August 2015

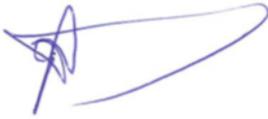
iCar Asia Limited and Controlled Entities
Directors' Declaration
30 June 2015

In accordance with a resolution of the directors of iCar Asia Group, I state that:

In the opinions of the directors:

- (a) The financial statements and notes of the Group for the half-year ended 30 June 2015 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 2015 and of its performance for the half-year ended on that date; and
 - (ii) complying with accounting standards and the *Corporations Regulations 2001*
- (b) There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

On behalf of the board



Patrick Grove
Chairman

Kuala Lumpur
19 August 2015

iCar Asia Limited and Controlled Entities
Interim condensed consolidated statement of comprehensive income
For the six months ended 30 June 2015

	Consolidated	
	2015	2014
	\$	\$
Revenue	2,637,745	1,100,148
Expenses		
Administration and related expenses	(566,211)	(515,467)
Advertising and marketing expenses	(2,852,804)	(2,540,452)
Employment related expenses	(5,095,249)	(3,528,115)
Premises and infrastructure expenses	(580,956)	(353,868)
Offline production expenses	(140,772)	(139,177)
Loss before interest, tax, depreciation and amortisation (EBITDA)	<u>(6,598,247)</u>	<u>(5,976,931)</u>
Depreciation and amortisation expense	(750,385)	(183,376)
Loss before interest and tax (EBIT)	(7,348,632)	(6,160,307)
Interest income	122,506	227,179
Interest expense	(20,034)	(28,775)
Loss before tax	(7,246,160)	(5,961,903)
Income tax (expense)/benefit	<u>-</u>	<u>(78,750)</u>
Loss for the period	(7,246,160)	(6,040,653)
Other comprehensive income		
<i>Items that may be reclassified subsequently to profit or loss</i>		
Foreign currency translation	<u>632,933</u>	<u>(296,198)</u>
Other comprehensive income for the year, net of tax	<u>632,933</u>	<u>(296,198)</u>
Total comprehensive loss for the period	<u>(6,613,227)</u>	<u>(6,336,851)</u>
Earnings per share	Cents	Cents
Basic (cents per share)	(3.32)	(3.19)
Diluted (cents per share)	(3.32)	(3.19)

iCar Asia Limited and Controlled Entities
Interim condensed consolidated statement of financial position
As at 30 June 2015

	Note	Consolidated	
		30 Jun 2015 \$	31 Dec 2014 \$
Assets			
Current assets			
Cash and cash equivalents	4	6,581,479	15,361,635
Trade and other receivables		954,653	1,036,441
Other assets		1,054,353	689,890
Total current assets		8,590,485	17,087,966
Non-current assets			
Property, plant and equipment		461,035	533,994
Intangibles	5	6,482,731	6,106,929
Goodwill	5	17,567,005	17,034,220
Other non-current assets		29,221	-
Total non-current assets		24,539,992	23,675,143
Total assets		33,130,477	40,763,109
Liabilities			
Current liabilities			
Trade and other payables	5	2,819,870	4,482,916
Provisions		712,001	980,040
Total current liabilities		3,531,871	5,462,956
Non-current liabilities			
Borrowings		527,434	537,065
Other non-current liabilities		99,770	-
Total non-current liabilities		627,204	537,065
Total liabilities		4,159,075	6,000,021
Net assets		28,971,402	34,763,088
Equity			
Issued capital		71,153,353	70,188,628
Reserves		(9,577,465)	(10,067,214)
Accumulated losses		(32,604,486)	(25,358,326)
Total equity		28,971,402	34,763,088

iCar Asia Limited and Controlled Entities
Interim condensed consolidated statement of changes in equity
For the six months ended 30 June 2015

	Issued capital	Foreign currency translation reserve	Equity	Share based payment reserve	Accumulated losses	Total equity
	\$	\$	\$	\$	\$	\$
Balance at 1 January 2015	70,188,628	(11,217)	(10,965,292)	909,295	(25,358,326)	34,763,088
Loss after income tax expense for the period	-	-	-	-	(7,246,160)	(7,246,160)
Other comprehensive income for the period, net of tax	-	632,933	-	-	-	632,933
Total comprehensive income for the period	-	632,933	-	-	(7,246,160)	(6,613,227)
<i>Transactions with owners in their capacity as owners</i>						
1,032,881 shares issued during the period	980,312	-	-	(627,027)	-	353,285
Transaction costs	(15,587)	-	-	-	-	(15,587)
Share to be issued in lieu of directors' remuneration	-	-	-	150,000	-	150,000
Share to be issued in lieu of STI and LTI	-	-	-	333,843	-	333,843
Balance at 30 June 2015	71,153,353	621,716	(10,965,292)	766,111	(32,604,486)	28,971,402
Balance at 1 January 2014	36,854,151	(238,149)	(10,965,292)	650,700	(8,658,396)	17,643,014
Loss after income tax expense for the period	-	-	-	-	(6,040,653)	(6,040,653)
Other comprehensive income for the period, net of tax	-	(296,198)	-	-	-	(296,198)
Total comprehensive income for the period	-	(296,198)	-	-	(6,040,653)	(6,336,851)
<i>Transactions with owners in their capacity as owners</i>						
8,335,133 shares issued during the period	7,935,668	-	-	(550,700)	-	7,384,968
Transaction costs	(16,523)	-	-	-	-	(16,523)
Share to be issued in lieu of directors' remuneration	-	-	-	126,000	-	126,000
Share to be issued in lieu of STI and LTI	-	-	-	182,200	-	182,200
Balance at 30 June 2014	44,773,296	(534,347)	(10,965,292)	408,200	(14,699,049)	18,982,808

iCar Asia Limited and Controlled Entities
Interim condensed consolidated statement of cash flows
For the six months ended 30 June 2015

	Consolidated	
Note	2015	2014
	\$	\$
Cash flows from operating activities		
Receipts from customers	2,729,830	1,157,063
Payments to suppliers and employees	<u>(9,729,274)</u>	<u>(6,026,463)</u>
	(6,999,444)	(4,869,400)
Interest received	125,915	312,909
Interest paid	<u>(42,290)</u>	<u>(90,100)</u>
Net cash used in operating activities	<u>(6,915,819)</u>	<u>(4,646,591)</u>
Cash flows from investing activities		
Payments for property, plant and equipment	(100,795)	(226,730)
Payments for intangibles	(425,654)	(257,942)
Payments for purchase of subsidiary, net of cash acquired	<u>(1,329,894)</u>	<u>-</u>
Net cash used in investing activities	<u>(1,856,343)</u>	<u>(484,672)</u>
Cash flows from financing activities		
Proceeds from issue of shares	-	7,319,938
Share issue transaction costs	<u>(7,994)</u>	<u>(16,523)</u>
Net cash provided by financing activities	<u>(7,994)</u>	<u>7,303,415</u>
Net (decrease)/ increase in cash and cash equivalents	(8,780,156)	2,172,152
Cash and cash equivalents at the beginning of the period	<u>15,361,635</u>	<u>12,481,630</u>
Cash and cash equivalents at the end of the period	4 <u><u>6,581,479</u></u>	<u><u>14,653,782</u></u>

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

1. Corporate information

The interim condensed consolidated financial statements of iCar Asia Limited and Controlled Entities (referred to hereafter as the 'Group') for the six months ended 30 June 2015 were authorised for issue in accordance with a resolution of the directors on 19 August 2015.

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

2. Basis of preparation and changes to the Group's accounting policies

Basis of preparation

The interim condensed consolidated financial statements for the six months ended 30 June 2015 have been prepared in accordance with AASB 134 *Interim Financial Reporting*. All amounts are presented in Australian dollars and are rounded to the nearest dollar.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2014.

Clarification of terminology used in our income statement:

Earnings/(Loss) before interest, income tax expense, depreciation and amortisation (EBITDA) reflects the loss for the period prior to including the effect of net finance costs, income taxes, depreciation, amortisation and impairment. Depreciation and amortisation are calculated in accordance with AASB 116: "Property, plant and equipment" and AASB 138: "Intangible Assets" respectively. Impairment is calculated in accordance with AASB 136: "Impairment of Assets". The Group believe that EBITDA is a relevant and useful financial measure used by management to measure the Group's ongoing operating performance.

Changes in accounting policies, disclosures, standards and interpretations

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014, except for the adoption of new standards and interpretations noted below.

The new standards and interpretations were reviewed and it was assessed that none of these standards had any material impact on the financial statements of the Group.

AASB 2014-1 Part A -Annual Improvements 2010–2012 Cycle

Application Date of Standard: 1 July 2014, Application Date for Group: 1 January 2015

AASB 2014-1 Part A: This standard sets out amendments to Australian Accounting Standards arising from the issuance by the International Accounting Standards Board (IASB) of International Financial Reporting Standards (IFRSs) Annual Improvements to IFRSs 2010–2012 Cycle and Annual Improvements to IFRSs 2011–2013 Cycle.

Annual Improvements to IFRSs 2010–2012 Cycle addresses the following items:

- ▶ AASB 2 - Clarifies the definition of 'vesting conditions' and 'market condition' and introduces the definition of 'performance condition' and 'service condition'.

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

2. Basis of preparation and changes to the Group's accounting policies

Changes in accounting policies, disclosures, standards and interpretations (continued)

- ▶ AASB 3 – Clarifies the classification requirements for contingent consideration in a business combination by removing all references to AASB 137.
- ▶ AASB 8 - Requires entities to disclose factors used to identify the entity's reportable segments when operating segments have been aggregated. An entity is also required to provide a reconciliation of total reportable segment assets to the entity's total assets.
- ▶ AASB 116 & AASB 138 - Clarifies that the determination of accumulated depreciation does not depend on the selection of the valuation technique and that it is calculated as the difference between the gross and net carrying amounts.
- ▶ AASB 124 - Defines a management entity providing KMP services as a related party of the reporting entity. The amendments added an exemption from the detailed disclosure requirements in paragraph 17 of AASB 124 Related Party Disclosures for KMP services provided by a management entity. Payments made to a management entity in respect of KMP services should be separately disclosed.

AASB 2014-1 Part A -Annual Improvements 2011–2013 Cycle

Application Date of Standard: 1 July 2014, Application Date for Group: 1 January 2015

Annual Improvements to IFRSs 2011–2013 Cycle addresses the following items:

- ▶ AASB 13 - Clarifies that the portfolio exception in paragraph 52 of AASB 13 applies to all contracts within the scope of AASB 139 or AASB 9, regardless of whether they meet the definitions of financial assets or financial liabilities as defined in AASB 132.
- ▶ AASB 140 - Clarifies that judgment is needed to determine whether an acquisition of investment property is solely the acquisition of an investment property or whether it is the acquisition of a group of assets or a business combination in the scope of AASB 3 that includes an investment property. That judgment is based on guidance in AASB 3.

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

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 locations across the region. The group operates only in one business segment which is the automotive advertising segment. The Group's reportable segments under AASB 8 are therefore as follows:

Malaysia
Indonesia
Thailand
Corporate

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

	Revenue		Segment loss	
	Half-year ended			
	30 Jun 15	30 Jun 14	30 Jun 15	30 Jun 14
	\$	\$	\$	\$
Malaysia	1,502,585	825,570	(1,596,347)	(1,478,324)
Indonesia	40,677	27,802	(1,831,356)	(1,119,606)
Thailand	1,094,483	246,776	(999,887)	(1,004,101)
Corporate	-	-	(2,818,570)	(2,438,622)
Total in condensed consolidated statement of comprehensive income	2,637,745	1,100,148	(7,246,160)	(6,040,653)

The following is an analysis of the Group's assets by reportable operating segment

	30 Jun 15	31 Dec 14
	\$	\$
Malaysia	5,212,573	5,672,377
Indonesia	394,469	398,695
Thailand	20,441,494	20,783,764
Corporate	7,081,941	13,908,273
Total segment assets	33,130,477	40,763,109

The following is an analysis of the Group's liabilities by reportable operating segment

	30 Jun 15	31 Dec 14
	\$	\$
Malaysia	1,916,822	2,340,496
Indonesia	825,832	835,111
Thailand	419,775	813,725
Corporate	996,646	2,010,689
Total segment liabilities	4,159,075	6,000,021

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

4. Cash and cash equivalents

	30 Jun 15	31 Dec 14
	\$	\$
Cash at bank and on hand	3,135,540	7,976,510
Short term deposits	3,445,939	7,385,125
	<u>6,581,479</u>	<u>15,361,635</u>

5. Significant balances

	30 Jun 15	31 Dec 14
	\$	\$
Trade and other payables		
Trade payables and accruals	2,212,827	2,093,072
Billings in advance	607,043	707,690
Deferred consideration	-	1,682,154
	<u>2,819,870</u>	<u>4,482,916</u>

	30 Jun 15	31 Dec 14
	\$	\$
Intangibles Summary		
Evo License (Malaysia)	89,690	359,891
Autospinn.com website (Thailand)	586,456	602,587
One2Car.com brand (Thailand)	2,255,892	2,162,528
One2Car.com customer base (Thailand)	1,276,177	1,329,572
Intangibles- Customer Relationship Management platform	1,619,860	1,141,957
Intangibles- Websites and App development	495,851	376,875
Intangibles- Other	158,805	133,519
	<u>6,482,731</u>	<u>6,106,929</u>

Domain names and websites are amortised over 10 years. One2Car customer base is amortised over 6 years. Software is amortised over 3-5 years. EVO license useful life was reassessed and decreased from 10 years to 3 years in line with the initial expiry of the EVO license contract. Indefinite life intangibles are allocated to the cash-generating units for which they relate. Amortisation rates are unchanged from the financial year ended 31 December 2014.

	30 Jun 15	31 Dec 14
	\$	\$
Goodwill Summary		
Malaysian cash generating unit	1,921,603	1,946,793
Thailand cash generating unit	15,645,402	15,087,427
	<u>17,567,005</u>	<u>17,034,220</u>

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

6. Business combinations

Lifelivedrive.com

On 7 January 2013, the Group entered into an agreement to acquire 100% of DQBP Sdn Bhd, owner of the website and magazine "Live Life Drive" in Malaysia, and the deal was completed on 8 March 2013. On 29 January 2015, MYR 1,000,000 (equivalent to \$346,200) was paid in cash and on 13 March 2015, MYR 1,000,000 (equivalent to \$379,848) was paid in shares. This represents the final consideration component in relation to the transaction.

The accounting for this acquisition has been finalised and the MYR 5,500,000 consideration generated a goodwill balance of \$1,921,603. Goodwill is attributable to revenue growth and increased customer engagement. As at the balance sheet date, goodwill had been revalued for changes in foreign exchange rates.

One2car.com

On the 10 November 2014 the group entered into agreements to acquire 100% of One2Car Co Ltd, the owner of the website One2car.com and the transaction was completed on 11th December 2014.

The total consideration was Thai Baht 500 million, equivalent to \$18,097,925 in a mixture of cash and shares. Equivalent \$14,085,371 was paid in cash and equivalent \$3,036,944 in iCar Asia shares in December 2014. Thai Baht 26,000,000, equivalent to \$975,610 was paid on 22 January 2015. The latter payment was made directly to staff of One2car.com as mandated under the Share Sale Agreement. The accounting for this acquisition has been finalised.

Value of assets acquired as at 31 December 2014:

	\$
Brand	2,162,528
Customer base	1,329,572
Net assets	59,993
Goodwill	14,545,832
	<u><u>18,097,925</u></u>

As at 30 June 2015, goodwill is equivalent to \$15,173,827 due to foreign exchange movements.

The Group recognised \$509,035 of restructuring and related reorganisation expenses during the period. The costs were as follows:

	\$
Administration and related expenses	26,791
Employment related expenses	468,608
Premises and infrastructure expenses	13,636
	<u><u>509,035</u></u>

The payment for severance and related benefits cost was completed on 22 January 2015.

iCar Asia Limited and Controlled Entities
Notes to the consolidated financial statements
For the six months ended 30 June 2015

7. Dividends

No dividends have been paid, declared or recommended during the six months ended 30 June 2015 and 2014.

8. Contributed equity

During the half-year reporting period, the Group issued 1,032,881 ordinary shares at a value of \$980,312.

346,420 shares were issued in settlement for Livelifedrive.com deferred consideration with a value of \$379,848.

A total of 686,461 were issued to executives and directors as share based payments with a value of \$600,464 attributed to equity. This compares to an accrual in the prior period of \$627,027.

For the six months ended 30 June 2015, the Group has recognised \$483,843 of share based-payments transactions expense in the statement of comprehensive income (30 June 2014: \$308,200).

9. Disposal of assets

There were no disposals during the six months ended 30 June 2015 (2014: Nil).

10. Contingent claims and liabilities

Various claims arise in the ordinary course of business against iCar Asia Limited and its subsidiaries. There has been no significant change in status of claims at 30 June 2015 and the directors believe that any resulting liability would not materially affect the financial position of the Group.

11. Subsequent events

On 10 July 2015 iCar Asia Limited issued 17,692,308 shares in connection with an institutional placement at an issue price of \$0.65 per share. Gross proceeds were \$11,500,000. After raising costs, the net amount was \$10,994,000.

On 6 August 2015 iCar Asia Limited issued 5,379,503 shares in connection with a rights issue at an issue price of \$0.65 per share. Gross proceeds were \$3,496,677. After raising costs, the net amount was \$3,416,727.

On 18 August 2015 iCar Asia Limited issued 5,841,000 shares to carsales.com Limited in connection with their existing top-up right at an issue price of \$0.65 per share. Proceeds were \$3,796,650.

Other than the items above, 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 this report, in the opinion of the Directors of the Group, to affect significantly the operations of the Group, the results of those operations, or state of affairs of the Group in future years.

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of iCar Asia Limited, which comprises the condensed statement of financial position as at 30 June 2015, the condensed statement of comprehensive income, condensed statement of changes in equity and condensed 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 2015 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 iCar Asia 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.

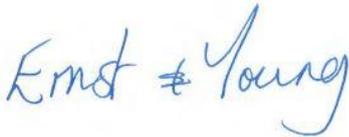
Independence

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 iCar Asia 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 2015 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



D.R. McGregor
Partner
Melbourne
19 August 2015

**iCar Asia Limited and Controlled Entities
Corporate Directory
30 June 2015**

Directors	Patrick Grove (Chairman) Lucas Elliott Shaun Di Gregorio Mark Britt Cameron McIntyre Ajay Bhatia
Group Chief Executive Officer	Damon Rielly Damon.Rielly@icarasia.com
Group Chief Financial Officer	Joe Dische Joe.Dische@icarasia.com
Company Secretary	Nick Geddes ngeddes@austcosec.com.au
Registered office	Suite 806 Level 8 70 Pitt Street Sydney NSW 2000 Australia Tel. +61 (2) 9239 0277 Fax. +61 (2) 9233 4497
Principal place of business	A-30-13 Tower A Level 30 Menara UOA Bangsar No. 5 Jalan Bangsar Utama Bangsar 59000 Kuala Lumpur, Malaysia Tel. +60 (3) 2776 6000 Fax. +60 (3) 2776 6010
Share register	Computershare Pty Ltd Yarra Falls 452 Johnston Street Abbotsford VIC 3067 Australia www.computershare.com
Auditor	Ernst & Young 8 Exhibition Street Melbourne VIC 3000 Australia
Stock exchange listing	iCar Asia Limited and Controlled Entities shares are listed on the Australian Securities Exchange (ASX code: ICQ)
Website	www.icarasia.com