CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013

(The figures have not been audited)

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIV TWELVE MONTH MARC	IS ENDED 31
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	21,230	19,329	76,018	63,742
Cost of sales	(11,907)	(11,851)	(44,393)	(38,425)
Gross profits	9,323	7,478	31,625	25,317
Other operating income	634	530	2,074	3,588
Other operating expenses	(10,235)	(9,614)	(29,047)	(32,525)
Finance costs	(655)	(376)	(1,473)	(1,115)
(Loss) / Profit before tax	(933)	(1,982)	3,179	(4,735)
Tax expense	(502)	(672)	(2,307)	(2,329)
(Loss) / Profit for the financial period / year	(1,435)	(2,654)	872	(7,064)
Other comprehensive income, net of tax				
Foreign currency translation differences for foreign operations	342	219	40	45
Other comprehensive income for the financial period / year, net of tax	342	219	40	45
Total comprehensive (loss) / income for the financial period / year	(1,093)	(2,435)	912	(7,019)
(Loss) / Profit attributable to:- Owners of the Company Non-controlling interest	(1,426) (9)	(2,742) 88	888 (16)	(7,109) 45
(Loss) / Profit for the financial period / year	(1,435)	(2,654)	872	(7,064)
Total comprehensive (loss) / income attributable to:- Owners of the Company Non-controlling interest Total comprehensive (loss) / income for the financial period / year	(1,084) (9) (1,093)	(2,523) <u>88</u> (2,435)	928 (16) 912	(7,064) <u>45</u> (7,019)
(Loss) / Earnings per ordinary share (sen) -Basic	(0.11)	(0.20)	0.07	(0.52)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2013

ASSETS	Unaudited As at 31.03.2013 RM'000	Audited As at 31.03.2012 RM'000
Non-Current Assets		
Property, plant and equipment Goodwill Deferred tax assets	1,563 8,675 23 10,261	1,737 10,928 67 12,732
Current Assets		
Inventories Trade receivables Other receivables, deposits and prepayments Amounts owing by related companies Current tax assets Cash and cash equivalents	12,158 8,392 12,824 10,863 138 18,294 62,669	7,824 9,751 11,552 10,959 429 17,804 58,319
TOTAL ASSETS	72,930	71,051
EQUITY AND LIABILITIES		
Equity attributable to owners of the Company		
Share capital Reverse acquisition reserve Exchange translation reserve Retained earnings	135,588 (115,767) 245 <u>16,701</u> 36,767	135,588 (115,767) 205 15,813 35,839
Non-controlling interest	29	45
TOTAL EQUITY	36,796	35,884
Non-Current Liabilities		
Borrowings Provision for post-employment benefits	272 191 463	172 87 259
Current Liabilities		
Trade payables Other payables, deposits and accruals Amounts owing to ultimate holding company Amounts owing to related companies Borrowings Current tax payables	5,986 11,539 1,353 2,508 14,013 272 35,671	8,898 12,289 680 3,136 9,894 11 34,908
TOTAL LIABILITIES	36,134	35,167
TOTAL EQUITY AND LIABILITIES	72,930	71,051
Net assets per share (sen)	2.71	2.65

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P) Incorporated in Malaysia

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013 (The figures have not been audited)

		Attribut on-distributable		of the Parent	>		
	Ordinary shares RM'000	Reverse acquisition reserve RM'000	Exchange translation reserve RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interest RM'000	Total equity RM'000
Twelve Months Financial Year Ended 31 March 2013							
Balance as at 1 April 2012	135,588	(115,767)	205	15,813	35,839	45	35,884
Profit / (Loss) after tax for the financial year	-	-	-	888	888	(16)	872
Foreign currency translation for foreign operations	-	-	40	-	40	-	40
Total comprehensive income / (loss) income for the financial year	-	-	40	888	928	(16)	912
Balance as at 31 March 2013	135,588	(115,767)	245	16,701	36,767	29	36,796
		Attribut on-distributable Reverse acquisition reserve RM'000		of the Parent Distributable Retained earnings RM'000	> Total RM'000	Non- controlling interest RM'000	Total equity RM'000
Twelve Months Financial Year Ended 31 March 2012							
Balance as at 1 April 2011	135,588	(115,767)	160	22,922	42,903	-	42,903
(Loss) / Profit after tax for the financial year	-	-	-	(7,109)	(7,109)	45	(7,064)
			· -		· -		. –

Total comprehensive income / (loss) for the financial year

Foreign currency translation for foreign operations

Balance as at 31 March 2012

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

135,588

-

(115,767)

45

45

205

-

(7,109)

15,813

45

(7,064)

35,839

-

45

45

45

(7,019)

35,884

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013 (The figures have not been audited)

	TWELVE MONTHS EN 2013 RM'000	IDED 31 MARCH 2012 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	3,179	(4,735)
Adjustment for non-cash items: Bad debts written off Changes in fair value of other investments Depreciation of property, plant and equipment Dividend income Impairment losses on goodwill Impairment losses on trade receivables Interest income	10 672 - 2,253 236 (367)	2,034 178 384 (61) 3,000 1,147 (458)
Interest expense Inventories written off Net loss on disposal of property, plant and equipment Net loss on disposal of other investments Provision for post-employment benefits Reversal of impairment losses on trade receivables Net unrealised loss / (gain) on foreign exchange Other non-cash items	1,413 253 28 - 94 (1,063) 387 47	1,043 114 9 104 87 (1,643) (9) 1
Operating profit before working capital changes	7,142	1,195
Net changes in assets Net changes in liabilities	(3,381) (4,263)	534 (4,008)
Net cash used in operations	(502)	(2,279)
Tax paid Tax refunded	(1,786) 79	(1,982) -
Net cash used in operating activities	(2,209)	(4,261)
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received Purchase of property, plant and equipment Proceeds from disposal of property, plant and equipment Placement of fixed deposits pledged Proceed from disposal of other investments Interest received	(812) 251 (177) - 367	61 (699) 140 (1,310) 833 458
Net cash used in investing activities	(371)	(517)
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of borrowings Repayment of borrowings Interest paid	2,564 (398) (1,413)	- (524) (1,043)
Net cash from / (used in) financing activities	753	(1,567)
Net decrease in cash and cash equivalents	(1,827)	(6,345)
Cash and cash equivalents at 1 April 2012/2011**	(147)	6,169
Effect of foreign exchange on opening balance	87	27
Cash and cash equivalents at 31 March 2013/2012**	(1,887)	(149)

** Cash and cash equivalents at the beginning and end of the financial year are net of deposits pledged to banks.

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2012.)

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P) Incorporated in Malaysia

Notes to the Interim Financial Report

For the Fourth Quarter Ended 31 March 2013

1 Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134, Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market.

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 March 2012. The explanatory notes attached to the interim financial report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the previous financial year ended 31 March 2012.

2 Significant Accounting Policies

First-time adoption of Malaysian Financial Reporting Standard ("MFRS")

The Group has adopted the Malaysian Financial Reporting Standards ("MFRS") framework commencing 1 April 2012. The MFRS Framework comprises standards as issued by the International Accounting Standards Board ("IASB"). This condensed quarterly report is the Group's first MFRS compliant condensed report, hence MFRS 1 "First-time adoption of Malaysian Financial Reporting Standard" has been applied.

In accordance with MFRS1, an opening MFRS statement of financial position has been presented at the date of transition to MFRS. There are no differences between the opening MFRS statement of financial position and the statement of financial position presented under the Financial Reporting Standards ("FRS") at 31 March 2012.

The adoption of the MFRS Framework did not result in any material impact to the interim financial report as the accounting policies applicable to the Group under the MFRS Framework are consistent with the accounting policies previously adopted under the FRS in Malaysia.

3 Qualification of independent auditors' report on preceding annual audited financial statements

The independent auditors' report on the annual audited financial statements for the financial year ended 31 March 2012 was not qualified.

4 Seasonal and cyclical factors

The business of the Group was not affected by any significant seasonal and cyclical factors during the current financial year under review.

5 Unusual items due to their nature, size or incidence

Saved as disclosed in note 2 and note 6 of this report, there were no unusual items affecting the assets, liabilities, equity, net income, or cash flows due to their nature, size, or incidence during the current financial quarter under review.

6 Material changes in estimates

There were no material changes in estimates of amounts reported in prior financial years. Thus, there is no material effect in the financial statements of the current financial quarter under review.

7 Debt and equity securities

There were no issuance, cancellation, repurchase, resale and repayment of debt securities of the Group and equity securities of the Company during the current financial quarter under review.

8 Dividends paid

No dividends have been paid during the current financial quarter under review.

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P) Incorporated in Malaysia

Notes to the Interim Financial Report

For the Fourth Quarter Ended 31 March 2013

9 Segmental reporting

Business Segments	Networks RM'000	Solutions RM'000	Distribution RM'000	Others RM'000	Adjustment/ Eliminations RM'000	Total RM'000
Twelve Months Financial Year Ended 31 March 2013						
External sales	45,447	29,704	867	-	-	76,018
Inter segment sales Total Sales	869 46,316	756 30,460	- 867		(1,625)	- 76,018
Segment results Interest expense Interest Income	8,022	(401)	3	(3,399)	-	4,225 (1,413) 367
Profit before tax						3,179
Segment assets	45,441	18,631	179	8,679	-	72,930
<u>Twelve Months Financial Year</u> Ended 31 March 2012						
External sales Inter segment sales	35,293	28,449 988	-	-	- (988)	63,742
Total Sales	35,293	29,437	-	-	(988)	63,742
Segment results Interest expense Interest Income	6,906	(7,596)	-	(3,460)	-	(4,150) (1,043) 458
Loss before tax					_	(4,735)
Segment assets	43,488	15,274	-	12,289	-	71,051

10 Related Party Disclosures

Significant related party transactions are as follows:-

	INDIVIDUAL THREE MONTH MAR	IS ENDED 31	CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Sale of goods and services to related companies	976	10,821	17,122	18,101
Purchase of goods and services from related companies	28	-	407	1,391
Management fees to ultimate holding company	120	120	480	480

11 Carrying amount of revalued assets

There were no changes to the valuation of property, plant and equipment during the current financial quarter under review.

12 Subsequent events

There were no material events announced subsequent to the end of the current financial year under review up to the date of this announcement.

13 Changes in the composition of the Group

There were no changes in the composition of the Group during the current financial quarter under review.

14 Changes in contingent liabilities or contingent assets

There were no changes in contingent liabilities or contingent assets of the Group during the current financial quarter under review.

15 Capital commitments

There were no capital commitments during the current financial quarter under review.

Additional information required by Bursa Securities Listing Requirements For the Fourth Quarter Ended 31 March 2013

1 Detailed analysis of performance

The Group recorded RM21.2 million of revenue in the current quarter under review, an increase of approximately 9.8% from RM19.3 million in the corresponding quarter of the preceding financial year.

For the financial year ended 31 March 2013, the Group's revenue increased by approximately 19.3% from RM63.7million in the preceding financial year to RM76.0 million.

The detailed breakdown of revenue by business segments of the Group are as follows: -

		INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		E PERIOD S ENDED 31
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Networks	9,533	13,567	46,316	35,293
Solutions	11,734	6,197	30,460	29,437
Distribution	861	-	867	-
	22,128	19,764	77,643	64,730
Less : Inter Segment Revenue	(898)	(435)	(1,625)	(988)
Total Group Revenue	21,230	19,329	76,018	63,742

Notwithstanding the decrease in revenue in the Network segment by RM4.0 million in the current quarter compared to the corresponding quarter of the preceding financial year, the revenue in the Network segment has increased by 31.2% for the current financial year as compared to the preceding financial year. This is mainly due to sizeable sales contributed from a technology driven solution during the financial year under review.

For the Solutions segment, the revenue for the current quarter increased significantly by 89.3% compared to the corresponding quarter of the preceding financial year. This is mainly due to higher billings in a subsidiary located at Thailand. With the higher revenue recorded during the current quarter, the Solutions segment's revenue for the financial year increased by 3.5% compared to previous financial year.

During the current financial year, DGSB incorporated a 100% owned subsidiary, namely Rangkaian Ringkas Sdn Bhd ("RRSB"). RRSB has commenced its distribution business during the current quarter and recorded revenue of RM0.9 million.

The detailed breakdown of (loss) / profit before tax by business segments of the Group are as follows: -

		INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH				
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000		
Networks	1,207	2,840	7,928	7,150		
Solutions	763	(1,426)	(714)	(7,838)		
Distribution	4	-	3	-		
Others	(2,907)	(3,396)	(4,038)	(4,047)		
(Loss) / Profit before tax	(933)	(1,982)	3,179	(4,735)		

Comparing the current quarter against the corresponding quarter of the preceding financial year, the Group's loss before tax narrowed from RM2.0 million to RM0.9 million. Networks segment's profit before tax registered a reduction of approximately RM1.6 million while Solutions segment's performance improved significantly from a loss before tax of RM1.4 million to a profit before tax of RM0.8 million in the current quarter under review.

For the current financial year, the Group recorded a profit before tax of RM3.2 million compared to a loss before tax of RM4.7 million in the corresponding financial year of the preceding year. This improvement is largely contributed by:-

(i) higher revenue recorded and improved gross profit margin in the current financial year under Networks and Solutions segments; and

(ii) reduction of other operating expenses by RM3.5 million which was mainly attributable to reductions in losses in relation to bad debts written off, impairment losses on trade receivables and impairment losses on goodwill in the current financial year compared to previous financial year.

Additional information required by Bursa Securities Listing Requirements For the Fourth Quarter Ended 31 March 2013

2 Variation of results against preceding quarter

	3 months ended 31.03.2013 RM'000	3 months ended 31.12.2012 RM'000
(Loss) / Profit before tax	(933)	3,850

The Group recorded a loss before tax of RM0.9 million for the current quarter under review as compared to a profit before tax of RM3.9 million in the immediate preceding quarter. This is due to the impairment losses on goodwill of RM2.3 million and higher employee related expenses incurred of RM1.1 million arising from capacity expansion during the current quarter under review.

3 Prospects

The Board is optimistic of the Group's financial performance in the new financial year ahead on the back of the current financial year's turnaround and healthy sales pipeline.

4 Profit forecast

Not applicable.

5 Tax expense

		INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		E PERIOD S ENDED 31 H
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Current tax expense - Malaysian taxation - Foreign taxation	371 249	720 290	2,049 296	1,594 494
(Over) / Under provision in prior year - Malaysian taxation - Foreign taxation	- 5	(56) 3	(23) (59)	(53) 59
Defensed to set in	625	957	2,263	2,094
Deferred taxation - origination and reversal of temporary differences - Malaysian taxation - Foreign taxation	(123)	(341) 56	44 -	179 56
	502	672	2,307	2,329

The Group's effective tax rate for the current financial year is higher than the statutory tax rate as profits of certain subsidiaries cannot be set-off against losses of other subsidiaries for tax purposes as these subsidiaries are not able to satisfy the conditions for group relief and certain expenses were disallowed for tax deductions.

6 Status of corporate proposals

On 26 March 2012, the Company announced its proposal to undertake a Renounceable Rights Issue of up to 338,969,273 new ordinary shares of RM0.10 each in DGSB ("Rights Shares") together with up to 338,969,273 Free Detachable Warrants ("Warrants") at an issue price of RM0.10 per Rights Share on the basis of one (1) Rights Share for every four (4) existing ordinary shares of RM0.10 each held in DGSB ("DGSB Shares") together with one (1) free Warrant for every one (1) Rights Share subscribed at an entitlement date, to be determined later by the Board ("Proposed Rights Issue With Warrants").

On 6 July 2012, Bursa Securities had approved the following:

- (i) Listing of and quotation for up to 338,969,273 new DGSB Shares to be issued pursuant to the Proposed Rights Issue with Warrants;
- (ii) Admission to the Official List and the listing of and quotation for up to 338,969,273 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and
- (iii) Listing of and quotation for up to 338,969,273 new DGSB Shares to be issued pursuant to the exercise of the Warrants.
- On 19 July 2012, Bank Negara Malaysia had approved the issuance of the Warrants to non-residents shareholders of the Company.

On 13 September 2012, shareholders of DGSB have approved the Proposed Rights Issue With Warrants.

On 21 December 2012, the Company announced that an application for extension of time of six (6) months up to 5 July 2013 to complete the Proposed Rights Issue with Warrants was submitted to Bursa Securities in which the Application has been approved by Bursa Securities on 24 December 2012.

As at the date of this report, the Proposed Rights Issue With Warrants has yet to be completed.

Saved as disclosed above, there were no other corporate proposals announced or outstanding as at the date of this report.

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P) Incorporated in Malaysia

Additional information required by Bursa Securities Listing Requirements For the Fourth Quarter Ended 31 March 2013

7 Borrowings and debts securities

The Group's bank borrowings as at 31 March 2013 are as follows:

RM'000
12,427
1,586
272
272
14,285

8 Realised and Unrealised Profits

The breakdown of retained profits of the Group as at the reporting date, into realised and unrealised profits, pursuant to the directive issued by Bursa Securities on 25 March 2010 and 20 December 2010, is as follows:

Total retained profits of the Group: -	31.03.2013 RM'000	31.12.2012 RM'000
Total retained profits of the Group		
- Realised	25,624	24,683
- Unrealised	70	184
	25,694	24,867
Less: Consolidation adjustments	(8,993)	(6,740)
Total Group retained profits as per consolidated financial statements	16,701	18,127

The determination of realised and unrealised profits is based on the Guidedance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Securities Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

9 Changes in material litigation

Please refer to the Summary of Material Litigation attached for further details.

10 Dividends

No dividends have been recommended during the financial year under review.

11 (Loss) / Earnings per ordinary share

(a) (Loss) / Earnings per ordinary share

Basic (loss) / earnings per ordinary share for the financial year under review is calculated based on the Group's (loss) / profit after tax and noncontrolling interests divided by the weighted average ("WA") number of ordinary shares in issue during the financial year.

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2013	2012	2013	2012
(Loss) / Profit after tax and non-controlling interests (RM'000)	(1,426)	(2,742)	888	(7,109)
WA number of ordinary shares in issue ('000)	1,355,877	1,355,877	1,355,877	1,355,877
Basic (loss) / earnings per ordinary share (sen)	(0.11)	(0.20)	0.07	(0.52)

(b) Fully diluted earnings per ordinary share

The Group has no potential ordinary shares in issue as at 31 March 2013 and therefore, diluted earnings per share has not been presented.

Additional information required by Bursa Securities Listing Requirements For the Fourth Quarter Ended 31 March 2013

12 (Loss) / Profit before tax

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
(Loss) / Profit before tax is arrived at after charging: -				
Bad debts written off	10	2,146	10	2,034
Changes in fair value of other investments	-	(128)	-	178
Depreciation of property, plant and equipment	(12)	72	672	384
Impairment losses on goodwill	2,253	3,000	2,253	3,000
Impairment losses on trade receivables	(65)	(1,742)	236	1,147
Interest expenses	635	358	1,413	1,043
Inventories written off	253	-	253	114
Loss on disposal of:				
 property, plant and equipment 	(18)	9	29	9
- other investments	-	89	-	104
Property, plant and equipment written off	-	-	47	2
Realised loss on foreign currency transactions	-	-	-	207
Unrealised loss on foreign currency translation	595	99	388	223
And crediting: -				
Dividend income	-	61	-	61
Fair value gain on other investments	-	-	-	-
Gain on disposal of property, plant and equipment	-	-	1	-
Interest income	78	118	367	458
Reversal of impairment losses on				
- trade receivables	(821)	84	1,063	1,643
Realised gain on foreign currency transactions	76	309	186	776
Unrealised gain on foreign currency translation	-	-	-	232

DIVERSIFIED GATEWAY SOLUTIONS BERHAD ("DGSB") (675362-P)

SUMMARY OF STATUS OF MATERIAL LITIGATION AS AT 20 MAY 2013

MATERIAL LITIGATION FOR THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
	ISS Consulting (M) Sdn Bhd ("ISS (M)") v TSH Resources Berhad		Arbitration at Kuala	The Parties are in the midst of complying with pre-hearing directions. The arbitration has been fixed for hearing on 2nd to 6th December 2013.
			Lumpur	