# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2013 (The figures have not been audited)

	INDIVIDUAL ( THREE MONTH: SEPTEM 2013 RM'000	S ENDED 30	CUMULATIVE PERIOD SIX MONTHS ENDED 30 SEPTEMBER 2013 2012 RM'000 RM'000	
Revenue	21,022	14,354	34,898	35,326
Cost of sales	(9,895)	(8,309)	(18,992)	(23,149)
Gross profits	11,127	6,045	15,906	12,177
Other operating income	966	34	1,401	1,032
Other operating expenses	(8,610)	(6,483)	(13,821)	(12,293)
Finance costs	(273)	(372)	(570)	(654)
Profit / (Loss) before tax	3,210	(776)	2,916	262
Tax (expense) / income	(519)	177	(1,004)	(477)
Profit / (Loss) for the financial period	2,691	(599)	1,912	(215)
Other comprehensive (loss) / income, net of tax - Item that may be reclassified subsequently to profit or loss				
Foreign currency translation differences for foreign operations	(43)	180	(202)	(306)
Other comprehensive (loss) / income for the financial period, net of tax	(43)	180	(202)	(306)
Total comprehensive income / (loss) for the financial period	2,648	(419)	1,710	(521)
Profit / (Loss) attributable to:- Owners of the Company Non-controlling interest Profit / (Loss) for the financial period	2,691 - 2,691	(598) (1) (599)	1,912 - 1,912	(213) (2) (215)
Total comprehensive income / (loss) attributable to:- Owners of the Company Non-controlling interest Total comprehensive income / (loss) for the financial period	2,648 - 2,648	(418) (1) (419)	1,710 - 1,710	(519) (2) (521)
Earnings / (Loss) per ordinary share (sen) -Basic	0.20	(0.04)	0.14	(0.02)

(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 2013.)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2013

ASSETS	Unaudited As at 30.09.2013 RM'000	Audited As at 31.03.2013 RM'000
Non-Current Assets		
Property, plant and equipment Goodwill Deferred tax assets	1,489 8,675 23 10,187	1,563 8,675 23 10,261
Current Assets		
Inventories Trade receivables Other receivables, deposits and prepayments Amounts owing by related companies Current tax assets Cash and cash equivalents	12,813 10,630 8,353 12,155 605 14,345	12,158 8,392 12,585 10,863 377 18,294
TOTAL ASSETS	69,088	72,930
EQUITY AND LIABILITIES		
Equity attributable to owners of the Company		
Share capital Reverse acquisition reserve Exchange translation reserve Retained earnings	135,588 (115,767) 43 18,624 38,488	135,588 (115,767) 245 16,712 36,778
Non-controlling interest	19	19
TOTAL EQUITY	38,507	36,797
Non-Current Liabilities		
Borrowings Provision for post-employment benefits	272 188 460	272 191 463
Current Liabilities		
Trade payables Other payables, deposits and accruals Amounts owing to ultimate holding company Amounts owing to related companies Borrowings Current tax payables	6,492 8,824 2,911 2,343 9,392 159	5,986 11,538 1,353 2,508 14,013 272 35,670
TOTAL LIABILITIES	30,581	36,133
TOTAL EQUITY AND LIABILITIES	69,088	72,930
Net assets per share (sen)	2.84	2.71

(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 2013.)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2013 (The figures have not been audited)

	< Attributable to owners of the Parent				>		
	< N	on-distributable	>	Distributable			
	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
Six Months Financial Year Ended 30 September 2013							
Balance as at 1 April 2013	135,588	(115,767)	245	16,712	36,778	19	36,797
Profit after tax for the financial period	-	-	-	1,912	1,912	-	1,912
Other comprehensive loss for the financial period, net of tax: - Foreign currency translation differences for foreign operations	-	-	(202)	-	(202)	-	(202)
Total comprehensive (loss) / income for the financial period	-	-	(202)	1,912	1,710	-	1,710
Balance as at 30 September 2013	135,588	(115,767)	43	18,624	38,488	19	38,507

	<>						
	< N	on-distributable	>	Distributable			
	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
Six Months Financial Year Ended 30 September 2012							
Balance as at 1 April 2012	135,588	(115,767)	204	15,813	35,838	46	35,884
Loss after tax for the financial period	-	-	-	(213)	(213)	(2)	(215)
Other comprehensive loss for the financial period, net of tax: - Foreign currency translation differences for foreign operations	-	-	(306)	-	(306)	-	(306)
Total comprehensive loss for the financial period	_	-	(306)	(213)	(519)	(2)	(521)
Balance as at 30 September 2012	135,588	(115,767)	(102)	15,600	35,319	44	35,363

(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 2013.)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2013 (The figures have not been audited)

	SIX MONTHS ENDED 30 SEPTEMBER		
	2013 RM'000	2012 RM'000	
CASH FLOWS FROM OPERATING ACTIVITIES	11111 000	555	
Profit before tax	2,916	262	
Adjustment for non-cash items: Depreciation of property, plant and equipment Impairment losses on trade receivables Interest income Interest expense	247 40 (111) 462	413 738 (214) 620	
Inventories written down  Net loss on disposal of property, plant and equipment  Property, plant and equipment written off  Reversal of impairment losses on trade receivables  Net unrealised loss / (gain) on foreign exchange	573 - 406 (310) 15	27 47 (261) (65)	
Operating profit before working capital changes	4,238	1,567	
Net changes in assets Net changes in liabilities	(382) (1,249)	1,651 (11,645)	
Net cash generated from / (used in) operations	2,607	(8,427)	
Tax paid Tax refunded	(1,346)	(954) 76	
Net cash from / (used in) operating activities	1,261	(9,305)	
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment Proceeds from disposal of property, plant and equipment Placement of fixed deposits pledged Interest received	(416) - (52) 111	(662) 251 (492) 214	
Net cash used in investing activities	(357)	(689)	
CASH FLOWS FROM FINANCING ACTIVITIES			
Drawdown of borrowings Repayment of borrowings Interest paid	(2,040) (462)	9,423 (260) (620)	
Net cash (used in) / from financing activities	(2,502)	8,543	
Net decrease in cash and cash equivalents	(1,598)	(1,451)	
Cash and cash equivalents at 1 April 2013/2012**	(1,887)	(147)	
Effect of foreign exchange on opening balance	345	(381)	
Cash and cash equivalents at 30 September 2013/2012**	(3,140)	(1,979)	

<sup>\*\*</sup> Cash and cash equivalents at the beginning and end of the financial period 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 2013.)

Notes to the Interim Financial Report For the Second Quarter Ended 30 September 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 2013. 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 2013.

#### 2 Significant Accounting Policies

The significant accounting policies and methods of computation applied in the unaudited interim financial statements are consistent with those adopted in the most recent annual financial statements for the financial year ended 31 March 2013, except for the adoption of the following MFRS, IC Interpretation and Amendments to MFRS during the current financial period: -

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MFRSs / IC Interpretations		Effective for financial periods beginning <u>on or after</u>
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interests in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits	1 January 2013
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investments in Associates and Joint Ventures	1 January 2013
Amendments to MFRS 7	Disclosures - Offseting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 10, MFRS 11 and MFRS 12	Transition Guidance	1 January 2013
Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
Annual Improvements to MF	RSs 2009 - 2011 Cycle	1 January 2013

The adoption of the above standards that are applicable from the financial year beginning on 1 April 2013 is not expected to result in any material impact on the financial position and results of the Group and Company except for certain changes in the presentation of the statement of comprehensive income as guided by the Amendments to MFRS 101.

#### 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 2013 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 period 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 period 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 period 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 period under review.

#### 8 Dividends paid

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

Notes to the Interim Financial Report For the Second Quarter Ended 30 September 2013

#### 9 Segmental reporting

In the preceding quarter, the Group's reportable segments were identified as Distribution, Networks and Solutions. From the beginning of the current quarter under review, the Group has reorganised the structure of its business segments. Arising from this, the Group's reportable segments has changed to as follows: -

- Business Performance Services Provision of business performance improvement related services
- Trading & Distribution Services Distribution and reselling of hardware and software and related services
- Digital & Infrastructure Services Provision of a comprehensive range of tele/data communication, networking solutions and related services

Other operating segments that do not constitute reportable segments comprise operations related to investment holding.

Following the change in the composition of its reportable segments, the corresponding information for earlier periods has been restated.

Business Segments	Business Performance Services RM'000	Trading & Distribution Services RM'000	Digital & Infrastructure Services RM'000	Others RM'000	Eliminations RM'000	Total RM'000
Six Months Financial Year Ended 30 September 2013						
External sales Inter segment sales	13,908	2,166	18,834 20	(10) -	- (20)	34,898
Total Sales	13,908	2,166	18,854	(10)	(20)	34,898
Segment results Interest expense Interest Income	(561)	145	3,670	13	-	3,267 (462) 111
Profit before tax					_	2,916
Segment assets	15,973	441	43,356	9,318	-	69,088
Six Months Financial Year Ended 30 September 2012						
External sales Inter segment sales	12,004 717	-	23,322	-	- (717)	35,326 -
Total Sales	12,721	-	23,322	-	(717)	35,326
Segment results Interest expense Interest Income	(1,357)	-	2,550	(525)	-	668 (620) 214
Profit before tax					_	262
Segment assets	10,169	-	47,498	11,863	-	69,530

#### 10 Related Party Disclosures

Significant related party transactions are as follows:-

	INDIVIDUAL	QUARTER	<b>CUMULATIVE PERIOD</b>	
	THREE MONTH	IS ENDED 30	SIX MONTHS ENDED 30	
	2013 2012		2013	2012
	RM'000	RM'000	RM'000	RM'000
Sale of goods and services to related companies	6,034	2,579	10,523	5,496
Purchase of goods and services from related companies	92	-	92	324
Management fees to ultimate holding company	120	120	240	240

Notes to the Interim Financial Report For the Second Quarter Ended 30 September 2013

#### 11 Carrying amount of revalued assets

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

#### 12 Subsequent events

There were no material events announced subsequent to the end of the current financial period 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 period under review.

#### 14 Changes in contingent liabilities or contingent assets

Corporate Guarantees granted by the following company during the current financial quarter under review is as follows:-

DGSE

- to financial institution for facilities granted

12,800

#### 15 Capital commitments

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

### Additional information required by Bursa Securities Listing Requirements For the Second Quarter Ended 30 September 2013

#### 1 Detailed analysis of performance

The Group recorded RM21.0 million of revenue in the current quarter under review, an increase by RM6.7 million from RM14.4 million in the corresponding quarter of the preceding financial year.

For the financial period under review, the Group's revenue slightly decreased by RM0.4 million from RM35.3 million in the corresponding financial period of the preceding financial year to RM34.9 million.

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

	INDIVIDUAL QUARTER			CUMI	OD	
	THREE MONTH	HS ENDED 30 S	SEPTEMBER	SIX MONTHS ENDED 30 SEPTEMBI		
	2013	2012	Variance	2013	2012	Variance
	RM'000	RM'000	%	RM'000	RM'000	%
Business Performance Services	8,437	6,424	31.3	13,908	12,721	9.3
Trading & Distribution Services	2,027	-	-	2,166	-	-
Digital & Infrastructure Services	10,568	8,081	30.8	18,854	23,322	(19.2)
Others	(10)			(10)	-	-
	21,022	14,505	44.9	34,918	36,043	(3.1)
Less : Inter Segment Revenue	-	(151)	<u>.</u>	(20)	(717)	
Total Group Revenue	21,022	14,354	46.5	34,898	35,326	(1.2)

The increase in revenue in Business Performance Services segment of RM2.0 million for the current quarter and RM1.2 million for the current financial period mainly due to higher billings contributed from a subsidiary in Thailand.

The revenue of Digital & Infrastructure Services segments increased by RM2.5 million in the current quarter. However, the revenue in the current financial period recorded a decrease of RM4.5 million which was mainly due to the completion of a sizeable project amounting to RM8.1 million in the preceding financial period.

There was no comparative for the Trading & Distribution Services segment as the subsidiary under this segment only started its operation in the third quarter of the preceding financial year.

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

	INDI	CUMULATIVE PERIOD				
	THREE MONTHS ENDED 30 SEPTEMBER			SIX MONTHS ENDED 30 SEPTEMBI		
	2013	2012	Variance	2013	2012	Variance
	RM'000	RM'000	%	RM'000	RM'000	%
Business Performance Services	784	1	78,300.0	(681)	(1,405)	51.5
Trading & Distribution Services	170	-	-	145	-	-
Digital & Infrastructure Services	2,144	(284)	854.9	3,707	2,500	48.3
Others	112	(493)	122.7	(255)	(833)	69.4
Profit / (Loss) before tax	3,210	(776)	513.7	2,916	262	1,013.0

Comparing the current quarter against the corresponding quarter of the preceding financial period, the Group has improved from a loss before tax of RM0.8 million to a profit before tax of RM3.2 million which is mainly attributable to the increase in revenue in all segments as aforementioned as well as improved gross profit margin under the Digital & Infrastructure Services segment.

#### 2 Variation of results against preceding quarter

	3 months ended 30.09.2013 RM'000	3 months ended 30.06.2013 RM'000
Profit / (Loss) before tax	3,210	(294)

The Group achieved a profit before tax of RM3.2 million for the current quarter under review as compared to loss before tax of RM0.3 million in the immediate preceding quarter. The higher profit before tax in the preceding quarter was due to the higher revenue and improved gross profit margin during the current quarter under review as compared to the immediate preceding quarter.

#### 3 Current year prospects

The Board is optimistic that the Group's performance for the remaining quarters of the current financial year is expected to be positive.

### Additional information required by Bursa Securities Listing Requirements For the Second Quarter Ended 30 September 2013

#### 4 Profit forecast

Not applicable.

#### 5 Tax expense / (income)

	THREE MONTH	INDIVIDUAL QUARTER THREE MONTHS ENDED 30 SEPTEMBER		
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Current tax expense - Malaysian taxation - Foreign taxation	519 -	(188) 12	942 62	500 41
Over provision in prior year - Foreign taxation	-	(1)	-	(64)
	519	(177)	1,004	477

The Group's effective tax rate for the current financial quarter 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 ("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 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 Rights Issue with Warrants; and
- (iii) Listing of and guotation 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 Rights Issue With Warrants.

The Company applied for two extensions of time of six (6) months each up to 5 July 2013 and 5 January 2014 respectively to complete the Rights Issue with Warrants. The said applications have been approved by Bursa Securities on 24 December 2012 and 28 June 2013 respectively.

As at the date of this report, the 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.

#### 7 Borrowings and debts securities

The Group's bank borrowings as at 30 September 2013 are as follows:

3	RM'000
Short term bank borrowings - secured	
- Denominated in RM	7,876
- Denominated in Thai Baht	1,516
Long term bank borrowings - secured	
- Denominated in RM	176
- Denominated in Thai Baht	96
	9,664

### Additional information required by Bursa Securities Listing Requirements For the Second Quarter Ended 30 September 2013

#### 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: -	30.09.2013 RM'000	30.06.2013 RM'000
- Realised - Unrealised	27,657 (40)	24,905 21
	27,617	24,926
Less: Consolidation adjustments	(8,993)	(8,993)
Total Group retained profits as per consolidated financial statements	18,624	15,933

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

There is no pending material litigation as at the date of this announcement.

#### 10 Dividends

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

#### 11 Earnings / (Loss) per ordinary share

#### (a) Basic earnings / (loss) per ordinary share

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

	INDIVIOUAL QUARTER THREE MONTHS ENDED 30 SEPTEMBER		CUMULATIVE PERIOD SIX MONTHS ENDED 30 SEPTEMBER	
	2013	2012	2013	2012
Profit / (Loss) after tax and non-controlling interests (RM'000)	2,691	(598)	1,912	(213)
WA number of ordinary shares in issue ('000)	1,355,877	1,355,877	1,355,877	1,355,877
Basic earnings / (loss) per ordinary share (sen)	0.20	(0.04)	0.14	(0.02)

#### (b) Fully diluted earnings per ordinary share

The Group has no potential ordinary shares in issue as at 30 September 2013 and therefore, diluted earnings per share has not been presented.

#### 12 Profit / (Loss) before tax

	INDIVIDUAL QUARTER THREE MONTHS ENDED 30 SEPTEMBER		CUMULATIVE PERIOD SIX MONTHS ENDED 30 SEPTEMBER	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Profit / (Loss) before tax is arrived at after charging: -				
Depreciation of property, plant and equipment Impairment losses on trade receivables Interest expenses Inventories written down Loss on disposal of: - property, plant and equipment Property, plant and equipment written off Realised loss on foreign currency transactions Unrealised loss on foreign currency translation	118 (9) 205 573 - 338 82 123	243 369 351 - 29 - 19 159	247 40 462 573 - 406 48 396	413 738 620 - 29 47 120 152
And crediting: -				
Gain on disposal of property, plant and equipment Interest income Reversal of impairment losses on - trade receivables Realised gain on foreign currency transactions Unrealised gain on foreign currency translation	- 43 291 -	1 82 38 -	- 111 310 39 381	2 214 261 255 217