

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015
 (The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	THREE MONTHS ENDED 31 MARCH		TWELVE MONTHS ENDED 31 MARCH	
	2015 RM'000 Unaudited	2014 RM'000 Unaudited	2015 RM'000 Unaudited	2014 RM'000 Audited
Revenue	22,179	23,527	101,872	76,287
Cost of sales	(10,540)	(10,395)	(57,296)	(39,737)
Gross profits	11,639	13,132	44,576	36,550
Other operating income	997	765	2,107	2,266
Other operating expenses	(12,679)	(12,916)	(38,021)	(34,456)
Finance costs	(514)	(330)	(1,400)	(1,205)
(Loss)/Profit before tax	(557)	651	7,262	3,155
Tax expense	17	(356)	(2,063)	(1,549)
(Loss)/Profit for the financial quarter / year	(540)	295	5,199	1,606
Other comprehensive loss, net of tax				
- Item that may be reclassified subsequently to profit or loss				
Foreign currency translation differences for foreign operations	(20)	(295)	42	(514)
Other comprehensive loss for the financial quarter / year, net of tax	(20)	(295)	42	(514)
Total comprehensive (loss) / income for the financial quarter / year	(560)	-	5,241	1,092
(Loss) / Profit attributable to:-				
Owners of the Company	(566)	293	5,142	1,603
Non-controlling interest	26	2	57	3
(Loss)/Profit for the financial quarter / year	(540)	295	5,199	1,606
Total comprehensive (loss) / income attributable to:-				
Owners of the Company	(586)	(1)	5,184	1,090
Non-controlling interest	26	1	57	2
Total comprehensive (loss) / income for the financial quarter / year	(560)	-	5,241	1,092
(Loss) / Earnings per ordinary share (sen)				
-Basic	(0.04)	0.02	0.38	0.12

(The Condensed Consolidated Statement of Profit or Loss and Other 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 2014.)

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2015

	As at 31.03.2015 RM'000 Unaudited	As at 31.03.2014 RM'000 Audited
ASSETS		
Non-Current Assets		
Property, plant and equipment	1,624	1,809
Goodwill	7,375	8,025
Deferred tax assets	498	242
	<u>9,497</u>	<u>10,076</u>
Current Assets		
Inventories	9,643	10,592
Trade receivables	17,755	15,367
Other receivables, deposits and prepayments	9,677	14,010
Amounts owing by related companies	13,114	6,596
Current tax assets	2,073	1,525
Cash and cash equivalents	22,114	17,543
	<u>74,376</u>	<u>65,633</u>
TOTAL ASSETS	<u><u>83,873</u></u>	<u><u>75,709</u></u>
EQUITY AND LIABILITIES		
Equity attributable to owners of the Company		
Share capital	135,588	135,588
Reverse acquisition reserve	(115,767)	(115,767)
Exchange translation reserve	(226)	(268)
Retained earnings	23,457	18,315
	<u>43,052</u>	<u>37,868</u>
Non-controlling interest	78	21
TOTAL EQUITY	<u>43,130</u>	<u>37,889</u>
Non-Current Liabilities		
Borrowings	327	493
Provision for post-employment benefits	1,763	1,210
Deferred tax liabilities	-	12
	<u>2,090</u>	<u>1,715</u>
Current Liabilities		
Trade payables	8,078	7,460
Other payables, deposits and accruals	11,806	12,152
Amounts owing to ultimate holding company	4,158	3,230
Amount due to holding company	532	-
Amounts owing to related companies	2,101	2,324
Borrowings	11,960	10,918
Current tax payables	18	21
	<u>38,653</u>	<u>36,105</u>
TOTAL LIABILITIES	<u>40,743</u>	<u>37,820</u>
TOTAL EQUITY AND LIABILITIES	<u><u>83,873</u></u>	<u><u>75,709</u></u>
Net assets per share (sen)	<u>3.18</u>	<u>2.79</u>

(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 2014.)

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015**
 (The figures have not been audited)

	<----- Attributable to owners of the Parent ----->						Total equity RM'000
	<----- Non-distributable ----->			Distributable		Non- controlling interest RM'000	
	Ordinary shares RM'000	Reverse acquisition reserve RM'000	Exchange translation reserve RM'000	Retained earnings RM'000	Total RM'000		
Unaudited Twelve Months Financial Year Ended 31 March 2015							
Balance as at 1 April 2014	135,588	(115,767)	(268)	18,315	37,868	21	37,889
Profit after tax for the financial year	-	-	-	5,142	5,142	57	5,199
Other comprehensive income for the financial year, net of tax: - Foreign currency translation differences for foreign operations	-	-	42	-	42	-	42
Total comprehensive income for the financial year	-	-	42	5,142	5,184	57	5,241
Balance as at 31 March 2015	<u>135,588</u>	<u>(115,767)</u>	<u>(226)</u>	<u>23,457</u>	<u>43,052</u>	<u>78</u>	<u>43,130</u>

	<----- Attributable to owners of the Parent ----->						Total equity RM'000
	<----- Non-distributable ----->			Distributable		Non- controlling interest RM'000	
	Ordinary shares RM'000	Reverse acquisition reserve RM'000	Exchange translation reserve RM'000	Retained earnings RM'000	Total RM'000		
Unaudited Twelve Months Financial Year Ended 31 March 2014							
Balance as at 1 April 2013	135,588	(115,767)	245	16,712	36,778	19	36,797
Profit after tax for the financial year	-	-	-	1,603	1,603	3	1,606
Other comprehensive loss for the financial year, net of tax: - Foreign currency translation differences for foreign operations	-	-	(514)	-	(514)	-	(514)
Total comprehensive (loss) / income for the financial year	-	-	(514)	1,603	1,089	3	1,092
Balance as at 31 March 2014	<u>135,588</u>	<u>(115,767)</u>	<u>(269)</u>	<u>18,315</u>	<u>37,867</u>	<u>22</u>	<u>37,889</u>

(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 2014.)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015
(The figures have not been audited)

	TWELVE MONTHS ENDED 31 MARCH	
	2015	2014
	RM'000	RM'000
	Unaudited	Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	7,262	3,155
Adjustment for non-cash items:		
Bad debts recovered	-	(196)
Bad debts written off	-	15
Depreciation of property, plant and equipment	565	593
Impairment losses on goodwill	650	650
Impairment losses on trade receivables	794	447
Interest income	(361)	(197)
Interest expense	1,295	1,013
Inventories written off	1,339	1,179
Net gain on disposal of property, plant and equipment	(8)	(1)
Property, plant and equipment written off	30	423
Provision for post-employment benefits	354	1,043
Reversal of impairment losses on trade receivables	(539)	(520)
Net unrealised (gain) / loss on foreign exchange	(480)	340
	<u>10,901</u>	<u>7,944</u>
Operating profit before working capital changes	10,901	7,944
Net changes in assets	(3,405)	(3,846)
Net changes in liabilities	(466)	1,737
	<u>7,030</u>	<u>5,835</u>
Net cash generated from operations	7,030	5,835
Tax paid	(2,730)	(3,320)
Tax refunded	20	156
	<u>4,320</u>	<u>2,671</u>
Net cash from operating activities	4,320	2,671
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(409)	(532)
Proceeds from disposal of property, plant and equipment	98	-
Placement of fixed deposits pledged	(2,603)	(2,368)
Interest received	361	197
	<u>(2,553)</u>	<u>(2,703)</u>
Net cash used in investing activities	(2,553)	(2,703)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayment of borrowings	(2,717)	(722)
Advances from holding company	-	1,814
Advances from related companies	-	72
Interest paid	(1,295)	(1,013)
	<u>(4,012)</u>	<u>151</u>
Net cash (used in) / from financing activities	(4,012)	151
Net (decrease) / increase in cash and cash equivalents	(2,245)	119
Cash and cash equivalents at 1 April 2014/2013**	(2,113)	(1,887)
Effect of foreign exchange on opening balance	777	(345)
	<u>(3,581)</u>	<u>(2,113)</u>
Cash and cash equivalents at 31 March 2015/2014**	(3,581)	(2,113)

** 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 2014.)

Notes to the Interim Financial Report
For the Fourth Quarter Ended 31 March 2015

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 2014. 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 2014.

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 2014, except for the adoption of the following MFRS, IC Interpretation and Amendments to MFRS during the current financial year: -

<u>MFRSs / IC Interpretations</u>		Effective for financial periods beginning <u>on or after</u>
Amendments to MFRS 10	Consolidated Financial Statements	1 January 2014
Amendments to MFRS 12	Disclosure of Interests in Other Entities	1 January 2014
Amendments to MFRS 127 (2011)	Consolidated and Separate Financial Statements	1 January 2014
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
Amendments to MFRS 136	Recoverable Amount Disclosures for Non-financial Assets	1 January 2014
Amendments to MFRS 139	Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014
IC Interpretation 21	Levies	1 January 2014

The adoption of the above standards that are applicable from the financial period beginning on 1 April 2014 is not expected to result in any material impact on the financial position and results of the Group and Company.

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 2014 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 year 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 year 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 year under review.

8 Dividends paid

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

Notes to the Interim Financial Report
 For the Fourth Quarter Ended 31 March 2015

9 Segmental reporting

The Group's reportable segments were identified 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 non-reportable comprise operations related to investment holding.

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
<u>Twelve Months Financial Year Ended 31 March 2015</u>						
External sales	38,065	1,296	62,511	-	-	101,872
Inter segment sales	-	-	462	-	(462)	-
Total Sales	38,065	1,296	62,973	-	(462)	101,872
Segment results	1,713	(95)	7,594	(1,016)	-	8,196
Interest expense						(1,295)
Interest Income						361
Profit before tax						7,262
Segment assets	23,179	925	51,588	8,181	-	83,873

Twelve Months Financial Year Ended 31 March 2014

External sales	34,557	6,537	35,193	-	-	76,287
Inter segment sales	-	-	2,040	1,000	(3,040)	-
Total Sales	34,557	6,537	37,233	1,000	(3,040)	76,287
Segment results	(1,973)	481	6,459	(996)	-	3,971
Interest expense						(1,013)
Interest Income						197
Profit before tax						3,155
Segment assets	20,441	2,658	42,068	8,775	-	73,942

10 Related Party Disclosures

Significant related party transactions are as follows:-

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Sale of goods and services to related companies	4,389	2,728	26,618	15,667
Purchase of goods and services from related companies	9	19	86	171
Management fees to ultimate holding company	120	120	480	480
Interest paid to related company	-	-	13	-

**Notes to the Interim Financial Report
For the Fourth Quarter Ended 31 March 2015**

11 Carrying amount of revalued assets

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

15 Capital commitments

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

**Additional information required by Bursa Securities Listing Requirements
 For the Fourth Quarter Ended 31 March 2015**

1 Detailed analysis of performance

The Group recorded RM22.18 million of revenue in the current quarter under review, a decrease by RM1.35 million from RM23.53 million in the corresponding quarter of the preceding financial year.

For the financial year under review, the Group's revenue increased by RM25.59 million compared to the corresponding financial year of the preceding financial year.

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

	INDIVIDUAL QUARTER			CUMULATIVE PERIOD		
	THREE MONTHS ENDED 31 MARCH			TWELVE MONTHS ENDED 31 MARCH		
	2015	2014	Variance	2015	2014	Variance
	RM'000	RM'000	%	RM'000	RM'000	%
Business Performance Services	10,776	12,083	(10.8)	38,065	34,557	10.2
Trading & Distribution Services	568	2,044	(72.2)	1,296	6,537	(80.2)
Digital & Infrastructure Services	10,835	11,360	(4.6)	62,973	37,233	69.1
Others	-	10	-	-	1,000	-
	<u>22,179</u>	<u>25,497</u>	<u>(13.0)</u>	<u>102,334</u>	<u>79,327</u>	<u>29.0</u>
Less : Inter Segment Revenue	-	(1,970)	-	(462)	(3,040)	-
Total Group Revenue	<u>22,179</u>	<u>23,527</u>	<u>(5.7)</u>	<u>101,872</u>	<u>76,287</u>	<u>33.5</u>

Despite the decrease in revenue of Business Performance Services segment by RM1.31 million in the current quarter, the revenue for the current financial year overall increased by RM3.51 million compared against the preceding financial year, due mainly to higher billings contributed from a subsidiary in Thailand.

The Trading & Distribution Services segment recorded a decrease in revenue by RM1.48 million and RM5.24 million during the current quarter and financial year respectively was due to lower orders secured.

Although the Digital & Infrastructure Services segment recorded a lower revenue during the quarter under review compared to the corresponding quarter of the immediate preceding year, this segment's revenue increased significantly during the current financial year to RM63.00 million compared against the preceding financial year's RM37.23 million due to fulfilment of sizeable orders secured from new customers.

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

	INDIVIDUAL QUARTER			CUMULATIVE PERIOD		
	THREE MONTHS ENDED 31 MARCH			TWELVE MONTHS ENDED 31 MARCH		
	2015	2014	Variance	2015	2014	Variance
	RM'000	RM'000	%	RM'000	RM'000	%
Business Performance Services	(20)	(535)	96.3	1,507	(2,308)	165.3
Trading & Distribution Services	14	(68)	-	(96)	479	-
Digital & Infrastructure Services	107	2,301	(95.3)	7,365	6,485	13.6
Others	(658)	(1,047)	37.2	(1,514)	(1,501)	(0.9)
(Loss)/Profit before tax	<u>(557)</u>	<u>651</u>	<u>(185.6)</u>	<u>7,262</u>	<u>3,155</u>	<u>130.2</u>

The Group's current quarter's loss before tax of RM0.56 million against the profit before tax of RM0.65 million of the corresponding quarter of the preceding year was mainly attributable to lower revenue as well as lower GP margins across all segments.

For the financial year under review, the Group's profit before tax increased to RM7.26 million compared to the immediate preceding year's RM3.12 million due to the turnaround of the Business Performance Services segment as well as increased contributions from the Digital & Infrastructure Services segment.

2 Variation of results against preceding quarter

	3 months ended 31.03.2015 RM'000	3 months ended 31.12.2014 RM'000
Revenue	<u>22,179</u>	<u>33,781</u>
(Loss) / Profit before tax	<u>(557)</u>	<u>3,980</u>

The Group recorded a loss before tax of RM0.56 million for the quarter under review compared to the profit before tax of RM3.98 million in the immediate preceding quarter due mainly to lower billings recorded. Additionally, a charge of RM0.65 million arising from impairment of goodwill was also recognized during the quarter under review.

3 Prospects

The Board is optimistic that the Group's financial performance in the new financial year will remain positive.

**Additional information required by Bursa Securities Listing Requirements
For the Fourth Quarter Ended 31 March 2015**

4 Profit forecast

Not applicable.

5 Tax expense

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Current tax expense				
- Malaysian taxation	172	448	2,121	1,655
- Foreign taxation	41	123	388	190
(Over) / Under provision in prior year				
- Malaysian taxation	(2)	-	(218)	(85)
- Foreign taxation	1	(5)	1	(1)
	<u>212</u>	<u>566</u>	<u>2,292</u>	<u>1,759</u>
Deferred taxation				
- origination and reversal of temporary differences				
- Malaysian taxation	-	(210)	-	(210)
- Foreign taxation	(229)	-	(229)	-
	<u>(17)</u>	<u>356</u>	<u>2,063</u>	<u>1,549</u>

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

There were no corporate proposals announced or outstanding as at the date of this report.

7 Borrowings and debts securities

The Group's bank borrowings as at 31 March 2015 are as follows:

	RM'000
Short term bank borrowings - secured	
- Denominated in RM	11,854
- Denominated in Thai Baht	106
Long term bank borrowings - secured	
- Denominated in RM	271
- Denominated in Thai Baht	56
	<u>12,287</u>

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:

	31.03.2015 RM'000	31.12.2014 RM'000
Total retained profits of the Group: -		
- Realised	33,727	33,545
- Unrealised	23	121
	<u>33,750</u>	<u>33,666</u>
Less: Consolidation adjustments	(10,293)	(9,643)
Total Group retained profits as per consolidated financial statements	<u>23,457</u>	<u>24,023</u>

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.

**Additional information required by Bursa Securities Listing Requirements
For the Fourth Quarter Ended 31 March 2015**

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 year under review.

11 (Loss) / Earnings per ordinary share

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

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

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
	(Loss) / Profit after tax and non-controlling interests (RM'000)	(566)	293	5,142
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)	(0.04)	0.02	0.38	0.12

(b) Fully diluted earnings per ordinary share

The Group has no potential ordinary shares in issue as at 31 March 2015 and therefore, diluted earnings per share has not been presented.

12 (Loss)/Profit before tax

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
	(Loss)/Profit before tax is arrived at after charging: -			
Bad debts written off	-	15	-	15
Depreciation of property, plant and equipment	167	224	565	593
Impairment losses on goodwill	650	650	650	650
Impairment losses on trade receivables	561	128	794	447
Interest expenses	496	272	1,295	1,013
Inventories written off	390	406	1,339	1,179
Loss on disposal of property, plant and equipment	-	-	-	-
Property, plant and equipment written off	-	-	30	423
Realised loss on foreign currency transactions	228	99	507	160
Unrealised loss on foreign currency translation	30	201	311	348

And crediting: -

Bad debts recovered	2	196	-	196
Gain on disposal of property, plant and equipment	7	-	7	-
Interest income	264	1	361	197
Reversal of impairment losses on - trade receivables	380	92	539	520
Realised gain on foreign currency transactions	-	-	5	8
Unrealised gain on foreign currency translation	212	-	791	-