



**DGB ASIA BERHAD (formerly known as DSC SOLUTIONS BERHAD) (721605-K)**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE SECOND (2ND) QUARTER ENDED 31 MARCH 2015**

	UNAUDITED INDIVIDUAL QUARTER		UNAUDITED CUMULATIVE QUARTER	
	CURRENT QUARTER ENDED 31-Mar-2015	PRECEDING CORRESPONDING QUARTER ENDED 31-Mar-2014	CURRENT YEAR TO DATE ENDED 31-Mar-2015	PRECEDING CORRESPONDING YEAR TO DATE ENDED 31-Mar-2014
	RM'000	RM'000	RM'000	RM'000
Revenue	3,238	1,169	5,126	3,964
Cost of sales	(2,995)	(1,223)	(3,845)	(3,527)
Gross profit / (loss)	243	(54)	1,281	437
Other income	-	(34)	-	33
Interest income	1	1	4	3
Selling and distribution expenses	(40)	(70)	(76)	(122)
Administrative expenses	(497)	(1,005)	(797)	(1,937)
Depreciation and amortization	(37)	(32)	(242)	(77)
Foreign exchange gain / (loss)	(65)	(13)	29	(43)
Impairment of goodwill	(6)	-	(461)	-
Other operating expenses	(26)	-	(27)	-
Loss from operations	(427)	(1,207)	(289)	(1,706)
Interest expenses	-	(10)	-	(23)
Finance expenses	-	(14)	-	(30)
Loss before tax expenses	(427)	(1,231)	(289)	(1,759)
Tax expenses	-	-	-	-
Loss after tax expenses	(427)	(1,231)	(289)	(1,759)
Other comprehensive expense - Foreign exchange translation from the foreign operations	(33)	(7)	(8)	(8)
Total comprehensive expense	(460)	(1,238)	(297)	(1,767)
Loss attributable to :				
Equity holders of the company	(427)	(1,239)	(288)	(1,777)
Minority shareholders	-	8	(1)	18
	(427)	(1,231)	(289)	(1,759)
Total comprehensive loss :				
Equity holders of the company	(464)	(1,246)	(304)	(1,785)
Minority shareholders	4	8	7	18
	(460)	(1,238)	(297)	(1,767)
Loss per share attributable to the equity holders of the Company (sen)	(0.26)	(1.00)	(0.18)	(1.43)

**Note:-**

The unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 30 September 2014 and the accompanying explanatory notes to the interim financial statements.

There was no income / expense in relation to gain or loss on disposal of quoted or unquoted investment or properties, and gain or loss on derivatives and exceptional items.



**DGB ASIA BERHAD (formerly known as DSC SOLUTIONS BERHAD) (721605-K)**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**FOR THE SECOND (2ND) QUARTER ENDED 31 MARCH 2015**

	<b>UNAUDITED AS AT END OF CURRENT QUARTER 31-Mar-2015</b>	<b>AUDITED AS AT PRECEDING FINANCIAL YEAR ENDED 30-Sep-2014</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>ASSETS</b>		
<b>Non-current Assets</b>		
Property, plant and equipment	115	153
Goodwill	183	183
Intangible assets	1,839	2,408
	<u>2,137</u>	<u>2,744</u>
<b>Current Assets</b>		
Inventories	518	500
Trade receivables	3,943	1,191
Other receivables, deposits and prepayments	110	156
Tax recoverable	9	9
Fixed deposit with licensed banks	3	3
Cash and bank balances	1,618	3,989
	<u>6,201</u>	<u>5,848</u>
<b>TOTAL ASSETS</b>	<u><u>8,338</u></u>	<u><u>8,592</u></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to equity holders of the Company</b>		
Share Capital	16,300	16,300
Share Premium	379	379
Foreign exchange fluctuation reserve	121	138
Accumulated losses	(9,334)	(9,045)
Shareholders' funds	7,466	7,772
Minority interests	(106)	(114)
<b>Total Equity</b>	<u>7,360</u>	<u>7,658</u>
<b>Current Liabilities</b>		
Trade payables	448	326
Other payables and accruals	526	604
Dividend payable	4	4
	<u>978</u>	<u>934</u>
<b>Total Liabilities</b>	978	934
<b>TOTAL EQUITY AND LIABILITIES</b>	<u><u>8,338</u></u>	<u><u>8,592</u></u>
Net assets per share (RM)	<u>0.05</u>	<u>0.05</u>

**Note:-**

The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 30 September 2014 and the accompanying explanatory notes attached to the interim financial statements.



**DGB ASIA BERHAD (formerly known as DSC SOLUTIONS BERHAD) (721605-K)**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND (2ND) QUARTER ENDED 31 MARCH 2015**

	<----->	Non-Distributable	----->				
	Share Capital	Share Premium	Foreign Exchange	Distributable	Shareholders'	Non-controlling	Total
	RM'000	RM'000	Fluctuation Reserve	Accumulated losses	Fund	Interests	Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 30 September 2013</b>							
At 1 October 2013	11,440	207	217	(3,933)	7,931	(70)	7,861
Issuance of share capital pursuant to SIS	3,432	172	-	-	3,604	-	3,604
Issuance of share capital pursuant to Private Placement	1,428	-	-	-	1,428	-	1,428
Total comprehensive expense for the financial period	-	-	(79)	(5,112)	(5,191)	(44)	(5,235)
<b>At 30 September 2014 (audited)</b>	<u>16,300</u>	<u>379</u>	<u>138</u>	<u>(9,045)</u>	<u>7,772</u>	<u>(114)</u>	<u>7,658</u>
At 1 October 2014	16,300	379	138	(9,045)	7,772	(114)	7,658
Total comprehensive expense for the financial period	-	-	(17)	(289)	(306)	8	(298)
<b>At 31 December 2014 (Unaudited)</b>	<u>16,300</u>	<u>379</u>	<u>121</u>	<u>(9,334)</u>	<u>7,466</u>	<u>(106)</u>	<u>7,360</u>

**Note:-**

The unaudited Condensed Consolidated Statement Of Changes In Equity should be read in conjunction with the Audited Financial Statements for the year ended 30 September 2014 and the accompanying explanatory notes attached to the interim financial statements.



**DGB ASIA BERHAD (formerly known as DSC SOLUTIONS BERHAD) (721605-K)**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND (2ND) QUARTER ENDED 31 MARCH 2015**

	<b>UNAUDITED CURRENT YEAR TO DATE ENDED 31-Mar-2015  RM'000</b>	<b>AUDITED AS AT PRECEDING FINANCIAL YEAR ENDED AT 30-Sep-2014  RM'000</b>
<b>Cash flows from operating activities</b>		
Loss before tax	(289)	(5,159)
Adjustments for:		
Amortisation of intangible assets	206	843
Depreciation of property, plant and equipment	36	126
Finance cost	-	66
Gain on disposal of plant and equipment	-	(4)
Impairment loss on trade receivables	-	20
Impairment loss on intellectual property	461	1,556
Inventories written off	-	62
Property, plant and equipment write-off	(12)	(70)
Interest income	(4)	(7)
Reversal of impairment loss on trade receivables	-	(20)
Unrealised gain on foreign exchange translation	-	4
Operating profit / (loss) before working capital changes	398	(2,583)
Changes in working capital:		
(Increase) / Decrease in inventories	(19)	1,155
(Increase) / Decrease in receivables	(2,793)	690
Decrease / (Increase) in payables	46	(702)
Cash flows absorbed by operations	(2,368)	(1,440)
Tax refund	-	77
<b>Net cash used in operating activities</b>	<b>(2,368)</b>	<b>(1,363)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	-	(43)
Proceed from disposal of property, plant and equipment	-	269
Interest income received	4	7
<b>Net cash from investing activities</b>	<b>4</b>	<b>233</b>
<b>Cash flows from financing activities</b>		
Finance and interest cost paid	-	(66)
Issuance of share capital	-	5,032
Repayment of term loan	-	(1,415)
<b>Net cash from financing activities</b>	<b>-</b>	<b>3,551</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(2,364)</b>	<b>2,421</b>
<b>Foreign exchange fluctuation reserve</b>	<b>(7)</b>	<b>(1)</b>
Cash and cash equivalents at beginning of the financial period/year	3,992	1,572
<b>Cash and cash equivalents at end of the financial period/year</b>	<b>1,621</b>	<b>3,992</b>
<b>Cash and cash equivalents at the end of the financial period/year comprises the following :-</b>		
Fixed deposits with licensed banks (pledged)	3	3
Cash and bank balances	1,618	3,989
	<b>1,621</b>	<b>3,992</b>

**Note:-**

The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 30 September 2014 and the accompanying explanatory notes attached to the interim financial statements.



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**A NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**A1. Basis of preparation**

The interim financial statements of the Group are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134, Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and Paragraph 9.22 and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the DGB Asia Berhad ("Group") for the financial year ended 30 September 2014.

**A2. Changes in accounting policies**

The significant accounting policies, method of computation and basis of consolidation adopted by the Group in this interim financial report are consistent with those adopted in the most recent audited financial statements for the year ended 30 September 2014 except for the adoption of the following new and revised Malaysian Financial Reporting Standards ("MFRS") and amendment to MFRS that had been issued but not yet effective.

MFRS 5	Non-current Assets Held for Sale and Discontinued Operations
MFRS 7	Financial Instruments : Disclosures
MFRS 9	Financial Instruments
MFRS 10	Consolidated Financial Statements : Investment Entities
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interest in Other Entities : Investment Entities
MFRS 15	Revenue from Contracts with Customers
MFRS 101	Presentation of Financial Statements : Disclosure Initiative
MFRS 116	Property, Plant and Equipment
MFRS 119	Employee Benefits
MFRS 127	Consolidated and Separate Financial Statements
MFRS 128	Investment in Associates and Joint Ventures : Investment Entities
MFRS 134	Interim Financial Reporting
MFRS 138	Intangible Assets
MFRS 139	Financial Instruments : Recognition and Measurement
MFRS 141	Agriculture
New MFRS 14	Regulatory Deferral Accounts

The adoptions of new and revised MFRSs, and amendment to MFRS are not expected to have significant financial impact to the Group.

**A3. Auditors' report on preceding annual financial statements**

The preceding year's annual financial statements were not subject to any qualification.



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**A4. Seasonal or cyclical factors**

The Group's operations are not materially affected by seasonal or cyclical factors.

**A5. Unusual items affecting assets, liabilities, equity, net income or cash flows**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group during the current financial quarter under review.

**A6. Material changes in estimates**

There were no changes in estimates that have had a material effect in the current financial quarter under review.

**A7. Debts and equity securities**

There were no issuance, cancellations, repurchases, resale and repayments of debt and equity securities, share buy backs, share cancellation, shares held as treasury share and resale of treasury shares for the current financial quarter under review.

**A8. Dividend**

There were no dividends declared or paid during the current financial quarter under review.

**A9. Segmental information**

(a) Analysis of revenue by geographical area

	<b>Current Quarter Ended 31/03/2015 RM'000</b>	<b>Preceding Corresponding Quarter Ended 31/03/2014 RM'000</b>	<b>Current Year To Date Ended 31/03/2015 RM'000</b>	<b>Preceding Corresponding Year To Date Ended 31/03/2014 RM'000</b>
Singapore	54	816	81	2,937
Malaysia	431	477	619	1,173
Hong Kong	2,800	-	2,800	-
Indonesia	36	-	1,018	-
Others	(76)	23	666	108
	<u>3,245</u>	<u>1,316</u>	<u>5,184</u>	<u>4,218</u>
Less: Inter-company transactions	(7)	(147)	(58)	(254)
	<u>3,238</u>	<u>1,169</u>	<u>5,126</u>	<u>3,964</u>
Total revenue	<u>3,238</u>	<u>1,169</u>	<u>5,126</u>	<u>3,964</u>



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**A9. Segmental information (Cont'd)**

(b) Analysis of revenue by product categories

	<b>Current Quarter Ended 31/03/2015 RM'000</b>	<b>Preceding Corresponding Quarter Ended 31/03/2014 RM'000</b>	<b>Current Year To Date Ended 31/03/2015 RM'000</b>	<b>Preceding Corresponding Year To Date Ended 31/03/2014 RM'000</b>
Proprietary software	28	94	807	364
Value added products & services	3,164	851	3,796	2,444
AIDC hardware / equipment	53	371	581	1,410
	3,245	1,316	5,184	4,218
Less: Inter-company transactions	(7)	(147)	(58)	(254)
	3,238	1,169	5,126	3,964

**A10. Valuation of property, plant and equipment**

There was no valuation of the property, plant and equipment in the current financial quarter under review.

**A11. Material events subsequent to the end of the quarter**

There were no material events subsequent to the end of the current financial quarter under review except for:-

On 13 April 2015, the Company announced that it has on 10 April 2015 entered into a Memorandum of Understanding ("MOU") with Rofarez Solutions Sdn. Bhd. ("RFR") to record the general intentions, principles and guidelines for the forming of a joint venture alliance into the business of distribution, implementation and service of the Cloud Based Business Solution products to various business sectors.

RFR is a company involved in the developments and implementation of Cloud Based Business Solution. Ministry of Finance is a major shareholder of RFR.

None of the Directors and/or major shareholders of the Group and/or persons connected to the Directors and/or major shareholders of the Group have any interest direct or indirect, in the MOU or the project.

On 14 April 2015, the Company further announced that the MOU is valid for a period of three (3) months after which either party can, unless the parties are then negotiating an exclusive Joint Venture Agreement, terminate the MOU with thirty (30) days written notice in advance.

**A12. Changes in composition of the Group**

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



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**A13. Contingent assets or liabilities**

The Directors are of the opinion that the Group has no contingent liabilities which, upon crystallisation would have a material impact on the financial position and business of the Group as at reporting date.

**A14. Capital commitments**

There were no material capital commitments in respect of property, plant and equipment as at the end of the current quarter under review.

**A15. Significant related party transactions**

During the current financial quarter, the Directors are of the opinion that the Group has no related party transactions which would have a significant impact on the financial position and business of the Group.

**A16. Cash and cash equivalents**

	<b>As at</b>	<b>As at</b>
	<b>31/03/2015</b>	<b>30/09/2014</b>
	<b>RM'000</b>	<b>RM'000</b>
Cash and bank balances	1,618	3,989
Fixed deposits with licensed banks	3	3
	<hr/>	<hr/>
	1,621	3,992
	<hr/> <hr/>	<hr/> <hr/>





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**ADDITIONAL NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA SECURITIES FOR THE ACE MARKET**

**B1. Review of performance**

Current Year 2nd Quarter versus Previous Year 2nd Quarter

For the quarter under review, the Group generated revenue of RM3.24 million and Loss before Tax expenses (“LBT”) of RM0.43 million respectively, compared with revenue of RM1.17 million and LBT of RM1.23 million in the corresponding quarter of the preceding financial year ended 31 March 2014. The increase in revenue for the quarter under review was mainly due to higher sales secured in Hong Kong and higher value added products and services provided in comparison with corresponding quarter of the preceding financial year ended 31 March 2014.

The management focusing on value added products and services rendered continuing to bear fruits. Besides, the Group is able to register a gross profit as compared to a gross loss in the preceding financial quarter.

**B2. Comparison with preceding quarter’s results**

	<b>Current Quarter 31/03/2015 RM'000</b>	<b>Preceding Quarter 31/12/2014 RM'000</b>	<b>Variance RM'000</b>
Revenue	3,238	1,888	1,350
(Loss) / Profit before tax	(427)	138	(565)

The Group’s revenue and LBT for the quarter under review were RM3.24 million and RM0.43 million respectively as compared with the preceding quarter’s revenue and Profit before Taxation (“PBT”) of 1.89 million and RM0.14 million respectively. The higher revenue was due to higher sales secured in current quarter as compared with the preceding quarter especially more contribution from value added products and services. The LBT incurred mainly due to higher operation cost including staff cost and professional fee paid.

**B3. Prospects**

DGB plans to further expand our sales and marketing presence in Malaysia and Singapore market. Furthermore, DGB have a plan to extend its footsteps into Thailand and Vietnam market. DGB have also undertaken certain cost reduction measures to improve our overall overheads. Going forward, DGB continue to remain positive on the prospects of the Group.

**B4. Tax expenses**

There was no provision of tax liability for the quarter under review.



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**B5. Profit forecast and profit guarantee**

The Group has not issued any profit forecast or profit guarantee during the current financial quarter under review.

**B6. Status of corporate proposals announced and not completed**

There were no corporate proposal announced but not completed as at the date of this report.

**B7. Status of utilisation of proceeds raised from previous corporate proposals**

(i.) Right Issue of shares

The utilisation of the proceeds of RM35,860,000 from the Rights Issues of 326,000,000 new ordinary shares of RM0.11 each as of the date of this report is as follows:-

	<b>Proposed</b>	<b>Amount</b>	<b>Amount</b>	<b>Timeframe for</b>
	<b>Amount</b>	<b>Utilised</b>	<b>Unutilised</b>	<b>Utilisation</b>
<b>Purpose</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>(from the date of listing)</b>
Working capital	29,910	-	29,910	Within 18 months
Capital expenditure	5,500	-	5,500	Within 18 months
Estimated expenses in relation to the corporate exercises	450	188	262	Within 2 weeks
<b>Total estimated proceeds</b>	<b>35,860</b>	<b>188</b>	<b>35,672</b>	

(ii.) Shares issuance scheme

The utilization of the gross proceeds of RM3,603,600 from the SIS as at 31 March 2015 is as follows:-

<b>Purpose</b>	<b>Proposed</b>	<b>Amount</b>	<b>Amount</b>	<b>Timeframe for</b>
	<b>Amount</b>	<b>Utilised</b>	<b>Unutilised</b>	<b>Utilisation</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	
Working Capital	3,504	3,316	188	Within twelve (12) months
Corporate Proposal Expenses	100	100	-	Within one (1) month
	<u>3,604</u>	<u>3,416</u>	<u>188</u>	



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(iii.) Private placement

The utilization of the gross proceeds of RM1,428,000 from the Private Placement as at 31 March 2015 is as follows:-

<b>Purpose</b>	<b>Proposed Amount RM'000</b>	<b>Amount Utilised RM'000</b>	<b>Amount Unutilised RM'000</b>	<b>Timeframe for Utilisation</b>
Maintenance and upgrading of software & facilities	352	352	-	Within twelve (12) months
Working Capital	966	660	306	Within twelve (12) months
Corporate Proposal Expenses	110	110	-	Within two (2) weeks
	<u>1,428</u>	<u>1,122</u>	<u>306</u>	

**B8. Borrowings and debt securities**

There were no borrowings as at the end of the current quarter under review.

**B9. Material litigation**

The Group has not been involved in any material litigation since the last statement of financial position dated as at 31 March 2015.

**B10. Dividends**

The Board of Directors does not recommend any dividends for the current financial quarter under review and the financial year-to-date.



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**B11. Earnings per share**

1) Basic earnings per ordinary shares

Basic earnings per share amounts were calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Individual Quarter		Cumulative Quarter	
	Current Quarter Ended	Preceding Corresponding Quarter Ended	Current Year To Date Ended	Preceding Corresponding Year To Date Ended
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Net loss attributable to ordinary equity holders of the Company (RM'000)	(427)	(1,239)	(288)	(1,777)
Weighted average number of ordinary shares in issue ('000)	163,000	124,039	163,000	124,039
Basic loss per share (sen)	(0.26)	(1.00)	(0.18)	(1.43)

2) Diluted Earnings per ordinary shares

The diluted earnings per share is calculated by dividing the loss of attributable to equity holders of the Company by the weighted average number of ordinary shares in issues and issuable during the financial period ended 31 March 2015. There is no diluted effect for current financial quarter as all Right Issue of shares, SIS and private placement issuance had duly completed.

**B12. Disclosure of Realised and Unrealised Profits / (Losses)**

	As at 31/03/2015	As at 30/9/2014
	RM'000	RM'000
Realised	(9,135)	(8,232)
Unrealised	-	4
	(9,135)	(8,228)
Less: Consolidation adjustment	(199)	(817)
Accumulated losses	(9,334)	(9,045)



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**B13. Authorisation for issue**

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 28 May 2015.

**DGB Asia Berhad**  
28 May 2015