



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

A. EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD (“FRS”) 134: INTERIM FINANCIAL REPORTING

1. Basis of Preparation

This interim financial report is unaudited and has been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Financial Reporting Standards (“MFRS”) 134: ‘Interim Financial Reporting’ in Malaysia and with IAS 34 ‘Interim Financial Reporting’. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the most recent audited financial statements of Company as at and for the year ended 31 December 2012.

The Company’s interim financial statements for part of the period covered by the Company’s first MFRS framework annual financial statements and MFRS 1, ‘First-time Adoption of the Malaysian Financial Reporting Standards’ had been applied.

2. Audit Report

The auditors’ report of the Group’s annual audited financial statements for the year ended 31 December 2012 was not subject to any audit qualification.

3. Seasonal or Cyclical Factors

The Group’s business operations for the current quarter ended 30 June 2013 have not been significantly affected by seasonal or cyclical factors.

4. 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 for the current quarter ended 30 June 2013.

5. Changes in Estimates

There were no changes in estimates that have a material effect on the current quarter ended 30 June 2013.

6. Changes in Debt and Equity Securities

There were no changes in debt and equity securities for the current quarter ended 30 June 2013.

7. Dividend Paid

There were no dividends paid during the current quarter ended 30 June 2013.



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

8. Segmental Reporting

Segmental information for the Group by business segments for the quarter ended 30 June 2013 are as follows:

Division	Revenue RM '000	Elimination RM '000	Consolidation RM '000	Profit/(Loss) Before Tax RM '000
FMS	20,191	-	20,191	4,010
PAS	1,271	-	1,271	(810)
WMS	1,652	245	1,407	257
TS	2,760	147	2,613	595
Others	431	431	-	(925)
Total	26,305	823	25,482	3,127

FMS – Financial Management Solutions, PAS – Payment Aggregation Solutions, WMS – Wealth Management Solutions. TS – Training Solutions

9. Changes in the Composition of the Group

There were no changes in the composition of the Group for the current quarter ended 30 June 2013.

10. Contingent Liabilities

As at 30 June 2013, the Group's contingent liabilities were as follows:

a) **Bank guarantee**

The Company has pledged a fixed deposit of RM3.59 million for a bank guarantee facility of a subsidiary company.

b) **Corporate guarantees**

Corporate guarantees totaling RM28.50 million were issued to licensed banks for credit facilities granted to a subsidiary company.

c) **Liquidated Ascertained Damages ("LAD")**

There is a potential contingent liability arising from the delay in a contract undertaken by a subsidiary company.

However, the Directors are confident that the potential LAD claims are unlikely to crystallize as the project is anticipated to be completed based on the extended timeline agreed with the customer.

11. Capital Commitments

The Group does not have any material commitment for capital expenditure for the current quarter ended 30 June 2013.



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

12. Subsequent Events

- a) On 8 July 2013, Bursa Securities approved the listing of and quotation for up to 38,722,500 new ordinary shares of RM0.10 each to be issues pursuant to the Proposed Private Placement.
- b) On 23 July 2013 Century Software (M) Sdn Bhd, a wholly-owned subsidiary company received a Letter of Award from Pertubuhan Keselamatan Social for a renewal maintenance contract sum of RM1.86million. The tenure of the contract is for 3 years, commencing from 1 February 2013 until 31 January 2016.
- c) On 31 July 2013 Century Software (M) Sdn Bhd, a wholly-owned subsidiary company received a Letter of Award from Jambatan Kedua Sdn Bhd for a contract sum of RM989,953.00. The tenure of the project is for 4 months, commencing from 2 September 2013 until 31 December 2013.
- d) On 12 August 2013, the major shareholders Saas Global Sdn Bhd converted 10,000,000 warrants to new ordinary shares at an exercise price of RM 0.46/share. The proceeds of RM4.6million have been deposited into Censof Warrants account. The new shares were listed on 15 August 2013.

13. Related Party Transaction

- a. Below is the related party transaction contracted during the quarter and the financial quarter.

	Current Year Quarter 30 Jun 2013 RM	Current Year To-Date 30 Jun 2013 RM
Inventrix Sdn Bhd - office rental	128,850	257,700

The transaction was contracted in the normal course of business and concluded under negotiated terms.

Inventrix Sdn Bhd – is a company controlled by common Directors namely, Datuk Samsul Bin Husin, Tamil Selvan A/L M. Durairaj, Ameer Bin Shaik Mydin, Ang Hsin Hsien and Abdul Mushir Bin Che Chik (resigned on 28 June 2013).



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS

1. Group Performance Review

a. Performance of the Current Quarter v Previous Year Corresponding Quarter

The Group registered revenue of RM14.21 million for the current quarter under review compared to the previous year corresponding quarter's revenue of RM13.27 million. The higher revenue for the current quarter as compared to the previous year quarter was attributed to the part recognition of Perkeso billing.

The Group recorded lower profit before taxation of RM0.77 million for the current quarter compared to the previous year corresponding quarter's profit before taxation of RM1.11 million, due to increase in administration expenses and finance cost.

Tabulated below is the Group's segmental break down by operating divisions of the revenue and profit before tax:-

Division	Current Year Quarter 2013		Previous Year Quarter 2012	
	Revenue RM '000 (Unaudited)	PBT RM '000 (Unaudited)	Revenue RM '000 (Unaudited)	PBT RM '000 (Unaudited)
FMS	11,248	1,228	11,754	1,453
PAS	635	(364)	1,088	(299)
WMS	700	21	432	40
TS	1,623	348	-	-
Others	-	(465)	-	(88)
Total	14,206	768	13,274	1,106



CENSOFF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

b. Performance of the Current Financial Year To-date v Previous Financial Year To-date

For the current financial year to-date under review, the Group registered a revenue of RM25.48 million compared to the previous year to-date revenue of RM21.80 million. The increase of 16.90% in comparison to the preceding financial year was attributed to the recognition of maintenance revenue and also the part billing for the Perkeso project.

As for the profit before taxation, the Group registered RM3.13 million for the current financial year to-date compared to the previous year to-date profit before taxation of RM2.95 million. The higher profit before taxation of 6.10% in comparison to the preceding financial year was due to contribution from the higher revenue recorded for current year to-date.

Division	Current Year To-date 2013		Previous Year To-date 2012	
	Revenue RM '000 (Unaudited)	PBT RM '000 (Unaudited)	Revenue RM '000 (Unaudited)	PBT RM '000 (Unaudited)
FMS	20,191	4,010	18,594	3,596
PAS	1,271	(810)	2,248	(315)
WMS	1,407	257	955	(106)
TS	2,613	595	-	-
Others	-	(925)	-	(225)
Total	25,482	3,127	21,797	2,950

2. Comparison with Immediate Preceding Quarter's Results

The Group registered a revenue and profit before taxation of RM11.28 million and RM2.36 million for the immediate preceding quarter ended 31 March 2013 against higher revenue of RM14.21 million and lower profit before taxation of RM0.77 million for the current quarter under review. The Group's higher profit before tax for the preceding quarter was due to the recognition of Maintenance revenue which contributed better margins for the profit before tax.

3. Business Prospects

The Group's business prospects is expected to be encouraging for the financial year ending 31 December 2013, based on the secured and committed orders amounting to some RM41.62 million in-hand. The Group's on-going marketing and operating initiatives are as follow:-

Financial Management Solutions Division (FMS) – the current marketing activities are geared towards securing more local council projects and subsequent upgrading of existing projects.

Payment Aggregate Solutions Division (PAS) – efforts are directed at strengthening the integrated e-transaction platform with additional value chain technology solutions.

Wealth Management Solutions Division (WMS) – ongoing efforts to market the WMS solution in Malaysia is slowly gaining market traction and for Indonesia sales are now expended to beyond the Java region.



CENSOFF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

Training Solutions (TS) – intensifying marketing activities by collaboration with Open University Malaysia to deliver Executive Master program with SAP modules and professional certification.

4. Profit Forecast and Profit Guarantee

The Group has not provided any profit forecast or profit guarantee.

5. Income Tax Expense

The taxation figures are as follows:

	Current Year Quarter 30 Jun 2013 RM'000	Current Year To-Date 30 Jun 2013 RM'000
Current tax	31	123

The current tax paid/payable is mainly in respect of interest income from bank deposits for Century Software (M) Sdn Bhd who has been granted Multimedia Super Corridor status, which qualifies the subsidiaries for the Pioneer Status incentive under the Promotion of Investment Act, 1986. As for the Indonesian subsidiary PT Praisindo the tax payable relates to corporation tax and value added tax. Where else for Knowledgecom Corporation Sdn Bhd and T-Melmax Sdn Bhd, both companies are subject to corporation tax.

6. Sales of Unquoted Investments and/or Properties

There were no disposals of unquoted investments and/or properties held by the Group as at the date of this interim report.

7. Purchase and/ or Disposal of Quoted Securities

There were no purchases or disposal of quoted securities for the Group as at the date of this interim report.



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

8. Borrowings

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

	RM '000
Short-term borrowing	
Hire purchase	50
Project financing	5,930
Term loan	2,076
	8,056
Long-term borrowing	
Hire purchase	675
Total	8,731

The project financing loan is secured by debenture and deed of assignment of all contract proceeds. The term loan is secured by pledging of shares by the Holding Company's major shareholders, Saas Global Sdn Bhd.

9. Status of Corporate Proposals

a) Utilisation of proceeds

The Company received proceeds of RM21.39 million from the public for the issuance of 23,000,000 new shares and the utilisation status is as follows:

Proposed Utilisation	RM'000	%	Utilised 30 Jun 2013 RM'000	Unutilised 30 Jun 2013 RM'000	Expected date of completion for utilisation
Research and Development expenditure	6,000	28.05	6,000	-	-
Business expansion and capital expenditure	4,890	22.86	4,890	-	-
Working capital	4,000	18.70	4,000	-	-
Repayment of bank borrowings	4,000	18.70	4,000	-	-
Estimated listing expenses	2,500	11.69	2,500	-	-
	21,390	100.00	21,390	-	



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

b) Warrants

On 19 July 2012, the Company had issued 43,025,000 warrants on the basis of 1 free warrant for every 8 existing ordinary share of RM0.10 each held in the Company. The exercise period is from 19 July 2012 to 18 July 2017 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each.

As at 30 June 2013, 43,025,000 warrants remained unexercised.

10. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at the date of this interim report.

11. Derivatives Financial Instruments

There were no derivatives financial instruments as at the date of this interim report.

12. Material Litigation

There were no material litigations involving the Group as at the date of this interim report.

13. Dividend

At the Annual General Meeting of the company held on 26 June 2013, shareholders have approved a First and Final Single Tier Dividend of 1.0 cent per ordinary share of RM0.10 each in respect of the financial year ended 31 December 2012. The dividend will be payable on 20 September 2013 to depositors registered in the Record of Depositors at the close of business on 21 August 2013.

14. Additional Disclosure

	Current Year Quarter 30 Jun 2013 RM '000	Current Year To-Date 30 Jun 2013 RM '000
Interest Income	30	79
Foreign Exchange Gain/(Loss)	(25)	(25)
Interest Expense	225	435
Depreciation and Amortization	316	634



CENSOFF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

15. Realised and Unrealised Profits/(Loss) Disclosure

The following analysis is prepared in accordance with Guidance on Special Matter No 1, Determination of Realised and Unrealised Profits or Losses in the context of disclosure pursuant to Bursa Securities Listing Requirements, as issues by the Malaysian Institute of Accountant ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad.

	As at 30 Jun 2013 RM '000 (Unaudited)	As at 31 Dec 2012 RM '000 (Audited)
Total retained profits/(loss) of the Company and its subsidiaries:		
- Realized	43,904	41,212
- Unrealized	-	-
Total Group Retained Profits	43,904	41,212

16. Earnings Per Share

a. Basic

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company for the period by the weighted average number of ordinary shares in issue during the financial period under review.

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter	Preceding Year Corresponding Quarter	Current Year to-date	Preceding Year Corresponding Period
	30 Jun 2013	30 Jun 2012	30 Jun 2013	30 Jun 2012
	RM '000	RM '000	RM '000	RM '000
	(unaudited)	(audited)	(unaudited)	(audited)
Total comprehensive income attributable to owners of the Company (RM'000)	539	1,087	2,691	2,980
Weighted average number of ordinary shares in issue ('000)	344,200	344,200	344,200	344,200
Basic earnings per share (sen)	0.16	0.32	0.78	0.85

b. Diluted

The Company does not have any convertible share or convertible financial instruments for the current quarter under review and financial year to-date.



CENSOF HOLDINGS BERHAD (Company No. 828269-A)
Incorporated in Malaysia under the Companies Act, 1965
INTERIM REPORT FOR THE QUARTER ENDED 30 JUNE 2013

17. Authorisation for issue

The interim financial statements were authorised for release by the Board of Directors as per the Board Meeting held on 16 August 2013.