



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 financial year ended 31 March 2014.

The Company has adopted and complied with MFRS 1 – First Time Adoption of Malaysian Financial Reporting Standards.

2) Audit Report

The auditors’ report of the Group’s annual audited financial statements for the financial year ended 31 March 2014 was not subject to any audit qualification.

3) Seasonal or Cyclical Factors

The Group’s business operations for the current quarter ended 30 September 2014 have not been significantly affected by seasonal or cyclical factors.

4) Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

The Profit Before Tax of RM11.91 million is after accounting for RM1.98 million, being interest expenses incurred for financing the acquisition of 45.03% equity interest in Dagang NeXchange Berhad.

5) Changes in Estimates

There were no changes in estimates that have a material effect for the current quarter ended 30 September 2014.

6) Changes in Debt and Equity Securities

For the current quarter ended 30 September 2014, the changes in debt and equity securities are as follows:

	No of Shares Issued (units)
Issued and Paid-up Share Capital As at 30 June 2014	415,598,382
Changes - Redeemable Convertible Notes converted to shares	30,052,489
Enlarged Issued and Paid-up Share Capital As at 30 September 2014	<u><u>445,650,871</u></u>



7) Dividend Paid

There were no dividends paid during the current quarter ended 30 September 2014.

8) Segmental Reporting

Segmental information for the Group by business segments for the cumulative quarter ended 30 September 2014 were as follows:

Division	Revenue RM '000 (unaudited)	Elimination RM '000 (unaudited)	Consolidation RM '000 (unaudited)	Profit/(Loss) Before Tax RM '000 (unaudited)
FMS	15,935	-	15,935	1,594
PAS	1,763	(624)	1,139	46
WMS	1,765	(126)	1,639	592
TS	3,193	(17)	3,176	622
NSW	42,260	-	42,260	12,870
OTHERS	-	-	-	(3,812)
Total	64,916	(767)	64,149	11,912

FMS – Financial Management Solutions, PAS – Payment Aggregation Solutions, WMS – Wealth Management Solutions. TS – Training Solutions, NSW – National Single Window

9) Changes in the Composition of the Group

There were no changes in the composition of the Group for the current quarter ended 30 September 2014.

10) Contingent Liabilities

As at 30 September 2014, the Group's contingent liabilities were as follows:

a) Bank guarantee

The Company has pledged a fixed deposit of RM3.72 million for a bank guarantee facility extended to a subsidiary company.

b) Corporate guarantees

Corporate guarantees totaling RM27.00 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.



Contingent Liabilities (cont'd)

d) Term loans

As at 30 September 2014, RHB Investment Bank Berhad (RHBIBB) loan outstanding is RM31.8m and secured by 178,956,773 Dagang NeXchange Berhad (DNex) shares pledged as collateral in relation to the funding for the acquisition of DNex shares.

11) Capital Commitments

The Group does not have any material commitment for capital expenditure for the current quarter ended 30 September 2014.

12) Subsequent Events

- a) On October 7 2014, Redeemable Convertible Notes for the last 2 sub-tranche's of the 1st tranche was issued for an amount of RM2.5m and converted into 6,002,400 new shares of the Company on 10 October 2014.
- b) On 7 October 2014, Century Software (M) Sdn Bhd a subsidiary entered in to a Joint-Venture Agreement with Asian Business Solutions Sdn Bhd for the purposes of promoting and marketing of GST ready software using Censof ABSS Sdn Bhd (formerly known as Centennial Profile Sdn Bhd).

The issued and paid-up share capital and shareholding structure for Censof ABSS Sdn Bhd is as follows:

<u>Shareholders</u>	<u>No of shares</u>	<u>Equity Interest Held</u>	
		<u>RM</u>	<u>%</u>
CSM	1,001	1,001	50.02
ABSS	1,000	1,000	49.98

- c) On 14 October 2014 pursuant to the announcement made on 3 July 2014, 111,412,717 Warrants-B of the Company was admitted to the Official List of the Main Market of Bursa Securities effective from 9.00 a.m., Wednesday, 15 October 2014.

Accordingly, the free warrants exercise was completed on 15 October 2014.

13) Related Party Transaction

Below is the related party transaction contracted during the financial quarter.

	<u>Current Quarter</u> <u>30 Sept 2014</u> <u>RM</u>	<u>Cumulative Quarter</u> <u>30 Sept 2014</u> <u>RM</u>
Inventrix Sdn Bhd – office rental	<u>128,850</u>	<u>257,700</u>

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).



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 RM32.63 million for the current quarter under review compared to the previous year corresponding quarter's revenue of RM7.65 million. The higher revenue for the current quarter as compared to the previous year corresponding quarter is due to the consolidation of Dagang NeXchange Berhad's results for the quarter.

The Group recorded a profit before taxation of RM5.19 million for the current quarter compared to the previous year corresponding quarter's profit before taxation of RM1.35 million, again this was due to the consolidation of Dagang NeXchange Berhad's results.

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

Division	Current Quarter 30 September 2014		Preceding Quarter 30 September 2013	
	Revenue RM '000 (unaudited)	Profit/(Loss) Before Tax RM '000 (unaudited)	Revenue RM '000 (unaudited)	Profit/(Loss) Before Tax RM '000 (unaudited)
FMS	8,324	166	6,214	1,760
PAS	231	38	458	(250)
WMS	1,113	505	10	(723)
TS	1,288	283	965	87
NSW	21,669	6,360	-	-
OTHERS	-	(2,158)	-	475
Total	32,625	5,194	7,647	1,349

b) No comparison is provided due to the change in financial year end to 31 March 2014.

2) Comparison with Immediate Preceding Quarter's Results

The Group registered a revenue and profit before taxation of RM31.52 million and RM6.72 million for the immediate preceding period ended 30 June 2014 against a revenue of RM32.63 million and profit before taxation of RM5.19 million for the current quarter under review. Although the Group recorded slightly higher revenue for the quarter, the profit before tax was still down due to the higher administration cost for Dagang NeXchange Berhad.

3) Business Prospects

The Group's overall business prospects are expected to be better for the current financial year due to the following marketing initiatives and cost management actions:-

- Active in-roads made to secure more commercial sector applications, including the joint-venture with Asian Business Solutions Sdn Bhd to intensify on GST related marketing activities,
- Business synergies arising from Dagang NeXchange Berhad trade facilitation business, and
- Rationalization exercise to streamline operating overheads with focus on improving productivity and project margins.



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 Quarter 30 Sept 2014 RM'000	Cumulative Quarter 30 Sept 2014 RM'000
Current tax	<u>3,178</u>	<u>4,879</u>

The current tax paid/payable is mainly in respect of interest income from bank deposits for Century Software (M) Sdn Bhd and Knowledgecom Corporation 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 T-Melmax Sdn Bhd and Dagang NeXchange Bhd is 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

On 16, 18 and 22 July 2014, announcements were made by the Company for the disposal of 5.8% equity interest in Dagang NeXchange Berhad ("DNex") comprising 45,000,000 ordinary shares of RM0.20 each fully issued and paid-up for a total consideration of RM12,500,000.00. After the share disposal, CENSOF still has 304,112,731 (39.22%) ordinary shares in DNex. DNex is still a subsidiary of CENSOF. The entire disposal proceeds were used as partial settlement of a term loan.

8) Borrowings

The Group's borrowings as at 30 September 2014 are as follows:

	RM '000
Short-term borrowings	
Hire purchase	181
Project financing	12,974
Term loan	<u>19,017</u>
	<u>32,172</u>
Long-term borrowings	
Hire purchase	1,111
Term loan	<u>56,459</u>
Total	<u>89,742</u>

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 Company's major shareholders, Saas Global Sdn Bhd.



9) Status of Corporate Proposals

a) Warrants

Warrant A

A total of 43,025,000 free warrants were issued on the 19 July 2012 and listed on the 27 July 2012 with a 5 year exercise/conversion period at a price of RM0.46. The maturity date for the free warrants is on the 18 July 2017.

As at to-date a total of 13,529,675 warrants have been converted into shares:

<u>Date</u>	<u>No of Warrants</u>	<u>No of Shares Issued</u>	<u>Proceed (RM)</u>	<u>Listing Date</u>
14-08-13	10,000,000	10,000,000	4,600,000	15-08-13
19-09-13	3,527,800	3,527,800	1,622,788	20-09-13
30-10-13	1,875	1,875	863	31-10-13
	13,529,675	13,529,675	6,223,651	

All proceeds have been deposited into Censof Warrants account and the proceeds were used for working capital purposes.

As at to-date, the outstanding unexercised warrant is 29,495,325.

Warrants B

A total of 111,412,717 free warrants were issued on the 8 October 2014 and listed on the 15 October 2014 with a 5 year exercise/conversion period at a price of RM0.46. The maturity date for the free warrants is on 7 October 2019.

As at to-date, there were no warrants converted and the balance remains at 111,412,717 warrants.

c) Redeemable Convertible Notes

On 24 October 2013, Bursa Securities approved the listing of such number of new Censof Shares to be issued pursuant to the conversion of the Redeemable Convertible Notes (RCN) and subject to conditions.

On 31 October 2013, Securities Commission Malaysia authorized the issuance of the RCN and subject to conditions.

The proposed RCN was duly approved by the shareholders of the company at the EGM held on the 29 November 2013.



Status of Corporate Proposals (cont'd)

To-date, the following transactions were completed.

<u>Date</u>	<u>Sub-tranche</u>	<u>Global Certificate No</u>	<u>Amount (RM)</u>	<u>Status</u>
09-01-14	1st	01/T1/2013	1,250,000	Converted to shares
14-02-14	2nd	02/T1/2013	1,250,000	Converted to shares
21-02-14	3rd	03/T1/2013	1,250,000	Converted to shares
18-04-14	4th	04/T1/2013	1,250,000	Converted to shares
29-04-14	5th	05/T1/2013	1,250,000	Converted to shares
20-05-14	6th	06/T1/2013	1,250,000	Converted to shares
18-06-14	7th	07/T1/2013	1,250,000	Converted to shares
20-06-14	8th	08/T1/2013	1,250,000	Converted to shares
02-07-14	9th & 10th	09 & 10/T1/2013	2,500,000	Converted to shares
31-07-14	11th	11/T1/2013	1,250,000	Converted to shares
06-08-14	12th	12/T1/2013	1,250,000	Converted to shares
21-08-14	13th & 14th	13 & 14/T1/2013	2,500,000	Converted to shares
04-09-14	15th & 16th	15 & 16/T1/2013	2,500,000	Converted to shares
17-09-14	17th & 18th	17 & 18/T1/2013	2,500,000	Converted to shares
			22,500,000	

The proceeds were utilized for loan repayment.

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

No dividend has been proposed or declared in relation to the current quarter ended 30 September 2014



14) Additional Information

Profit before income tax is arrived at after crediting:

	Current Quarter 30 Sep 14 RM '000	Cumulative Quarter 30 Sep 14 RM '000
Interest Income	35	987
Foreign Exchange Gain/(Loss)	-	-
Finance Costs (finance cost is computed on accrual basis pertaining to the term loan from RHB)	1,987	3,933
Depreciation and Amortization	3,821	7,124

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 Sept 2014 RM '000 (unaudited)	As at 30 Sept 2013 RM '000 (unaudited)
Total Retained Profits/(Loss) of the Company and its subsidiaries		
- Realized	47,826	40,492
- Unrealized	-	-
Total Group Retained Profit	<u>47,826</u>	<u>40,492</u>

16) Earnings/ (Loss) Per Share

a) Basic

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

	Individual Quarter Ended		Cumulative Quarter Ended	
	Current year Quarter 30 Sept 2014 '000 (unaudited)	Preceding year corresponding Quarter 30 Sept 2013 '000 (unaudited)	Current Year to-date 30 Sept 2014 '000 (unaudited)	Preceding year corresponding Year to-date 30 Sept 2013 '000 (unaudited)
Total comprehensive Income/(Loss) attributable to owners (RM)	(533)	1,131	1,177	3,822
Weighted average number of ordinary shares in issue	408,467	346,283	408,467	346,283
Basic earnings/(loss)	(0.13)	0.33	0.29	1.10



b) Diluted

	Individual Quarter Ended		Cumulative Quarter Ended	
	Current year Quarter 30 Sept 2014 '000 (unaudited)	Preceding year corresponding Quarter 30 Sept 2013 '000 (unaudited)	Current Year to-date 30 Sept 2014 '000 (unaudited)	Preceding year corresponding Year to-date 30 Sept 2013 '000 (unaudited)
Total comprehensive Income/Loss attributable to owners (RM)	(533)	1,131	1,177	3,822
Impact on Income Statement upon conversion of warrants and placement	-	(240)	-	(240)
Total	-	891	-	3,582
Weighted average number of ordinary shares in issue	408,467	346,283	408,467	346,283
Adjustment for dilutive effect on Conversion of Warrants A	29,495	29,497	29,495	29,497
Adjustment for dilutive effect on Private Placement	-	18,723	-	18,723
Adjustment for dilutive effect on Conversion of Warrants B	111,413	-	111,413	-
Total	549,375	394,503	549,375	394,503
Diluted earnings/(loss) per share (sen)	(0.10)	0.23	0.21	0.91

17) Change of financial year end

On 28 November 2013, the Board approved the change of its financial year end from 31 December 2013 to 31 March 2014. From there on the financial statements will commence from 1 April 2014 to 31 March 2015.

Enclosed herewith the quarterly financial results for the period ended 30 September 2013 marked as "Appendix A" for reference..

18) Authorisation for issue

The interim financial statements were authorised for release by the Board of Directors as per the Board Meeting held on 21 November 2014.