



**CENSOF HOLDINGS BERHAD**

**Company No: 828269-A  
(Incorporated in Malaysia)**

**Unaudited Condensed Consolidated Financial Statement  
for the quarter ended 31 December 2014**

**CENSO HOLDINGS BERHAD (Company No.: 828269-A)**  
(Incorporated in Malaysia)  
**Interim Financial Statement**  
**Condensed Consolidated Statement of Comprehensive Income**  
**For the Quarter Ended 31 December 2014**  
(The figures have not been audited)



	Individual Quarter		Cummulative Quarter	
	Current Quarter Ended 31 Dec 2014 RM '000*	Preceding Corresponding Quarter Ended 31 Dec 2013 RM '000	Current Year to-date 31 Dec 2014 RM '000	Preceding Corresponding Year to-date 31 Dec 2013 RM '000 **
Revenue	38,195	17,717	102,344	-
Cost of Sales	(10,037)	(11,061)	(29,925)	-
<b>Gross Profit</b>	<b>28,158</b>	<b>6,656</b>	<b>72,419</b>	<b>-</b>
Other Income	1,409	(919)	3,162	-
Administrative expenses	(13,736)	(7,034)	(38,006)	-
Other expenses	(4,479)	(338)	(10,378)	-
<b>Results from Operating Activities</b>	<b>11,352</b>	<b>(1,635)</b>	<b>27,197</b>	<b>-</b>
Finance costs	(1,480)	(1,210)	(5,413)	-
<b>Profit before Taxation</b>	<b>9,872</b>	<b>(2,845)</b>	<b>21,784</b>	<b>-</b>
Taxation	(3,574)	(203)	(8,453)	-
Zakat	(259)	-	(259)	-
<b>Profit after Taxation</b>	<b>6,039</b>	<b>(3,048)</b>	<b>13,072</b>	<b>-</b>
Other Comprehensive Income	-	-	-	-
<b>Total Comprehensive Income for the Period</b>	<b>6,039</b>	<b>(3,048)</b>	<b>13,072</b>	<b>-</b>
Profit Attributable to:				
- Owners of the Company	846	(3,419)	2,023	n/a
- Non-controlling interests	5,194	371	11,049	n/a
	<b>6,039</b>	<b>(3,048)</b>	<b>13,072</b>	<b>-</b>
Earning per Share (sen)				
- Basic	0.20	(0.97)	0.48	n/a
- Diluted	0.15	-	0.36	n/a

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2014)

Note:

\* Current quarter does include the consolidation of Dagang Nexchange Berhad's financial numbers.

\*\*Note: No comparison is provided due to the change in the financial year end to 31 March 2014.

**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**  
(Incorporated in Malaysia)  
**Interim Financial Statement**  
**Condensed Consolidated Statement of Financial Position**  
**as at 31 December 2014**



	<b>As at end of Current Quarter 31 Dec 2014 RM '000 (Unaudited)</b>	<b>As at preceding Financial Year Ended 31 March 2014 RM '000 (Audited)</b>
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	17,932	18,251
Intangible assets	17,351	20,502
Long-term trade receivables	20,834	40,439
Long-term other receivables, deposit & prepayments	3,743	6,550
Goodwill on consolidation	43,075	43,052
Investments	100	100
	<u>103,035</u>	<u>128,894</u>
<b>CURRENT ASSETS</b>		
Inventories	-	62
Amount Due From Contract Customers	37,398	27,088
Trade Receivables	62,753	72,708
Other receivables, deposits and prepayments	37,725	13,177
Deferred expenses	20	-
Tax refundable	2,519	3,300
Fixed Deposits with a Licensed bank	56,904	63,132
Cash and Bank balances	21,156	11,506
	<u>218,475</u>	<u>190,973</u>
<b>TOTAL ASSETS</b>	<b><u>321,510</u></b>	<b><u>319,867</u></b>
<b>EQUITY</b>		
Share Capital	45,166	39,960
Share Premium	39,042	22,545
Merger Deficit	(12,300)	(12,300)
Retained profits	48,686	38,781
Foreign exchange translation reserve	(314)	(311)
Redeemable convertible notes - Equity component	-	72
<b>Total Equity Attributable to owners of the company</b>	<u>120,280</u>	<u>88,747</u>
Non-controlling interests	76,612	62,403
<b>TOTAL EQUITY</b>	<u>196,892</u>	<u>151,150</u>
<b>NON-CURRENT LIABILITY</b>		
Long-term borrowings	52,878	66,547
Deferred income	4,056	7,098
Redeemable convertible notes	-	354
Deferred taxation	2,796	2,863
	<u>59,730</u>	<u>76,862</u>
<b>CURRENT LIABILITIES</b>		
Trade Payables	4,988	4,125
Other Payables and Accruals	17,484	21,201
Amount owing by related party	-	60
Deferred Revenue	4,182	5,032
Short-term borrowings	31,401	55,490
Bank Overdraft	4,569	5,126
Provision for taxation	2,266	821
	<u>64,888</u>	<u>91,855</u>
<b>TOTAL LIABILITIES</b>	<u>124,618</u>	<u>168,717</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b><u>321,510</u></b>	<b><u>319,867</u></b>
<b>Net Assets per Share (sen)</b>	<u>28.54</u>	<u>24.55</u>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statement for the financial year ended 31 March 2014)

**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**

(Incorporated in Malaysia)

**Interim financial Statement****Condensed Consolidated Statement of Cash Flows****For the Quarter Ended 31 December 2014**

(The figures have not been audited)



	<b>Current Year to-date 31 Dec 2014 RM '000</b>	<b>Preceding Corresponding Year to-date 31 Dec 2013 RM '000</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before taxation	21,784	1,629
Adjustments for:-		
Allowances for impairment losses on receivables	347	-
Amortisation of development expenditure	4,736	4,049
Depreciation of equipment	5,641	1,114
Current tax expense	-	(395)
Gain on disposal of fixed asset	(456)	-
Gain on disposal of investment in subsidiary	-	-
Interest expense	5,413	1,808
Dividend received	-	-
Interest income	(1,458)	(176)
	<u>36,007</u>	<u>8,027</u>
Working capital:-		
Decrease in inventories	62	-
Decrease/(Increase) in trade and other receivables	(3,838)	(22,064)
Increase/(Decrease) in trade and other payables	3,658	7,426
<b>CASH FROM OPERATIONS</b>	<u>35,889</u>	<u>(6,612)</u>
Income tax (paid) / refunded	(6,545)	(121)
Interest received	(5,413)	176
Interest paid	1,458	1,808
<b>NET CASH FROM OPERATIONS</b>	<u><b>25,390</b></u>	<u><b>(8,364)</b></u>
<b>CASH FLOWS FOR INVESTING ACTIVITIES</b>		
Development/Deferred expenditure	(11,970)	(8,544)
Acquisition of subsidiary	(10,153)	(5,422)
Purchase of equipment	(5,395)	(1,989)
Proceed from issuance of RCN	21,250	-
Proceed from disposal / issuance of share in subsidiary company	12,500	-
Proceed from public issue/fixed assets	2	15,452
Proceed from disposal of asset	412	-
<b>NET CASH FOR INVESTING ACTIVITIES</b>	<u><b>6,646</b></u>	<u><b>(503)</b></u>
<b>CASH FLOWS FOR FINANCING ACTIVITIES</b>		
Dividends paid/Advance from subsidiary	(1,459)	(6,287)
Repayment of hire purchase/loan obligations	(39,241)	(76)
Drawdown of short term borrowing	12,645	76,641
<b>NET CASH FOR FINANCING ACTIVITIES</b>	<u><b>(28,055)</b></u>	<u><b>70,278</b></u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENT</b>	<u><b>3,981</b></u>	<u><b>61,411</b></u>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD</b>	<u><b>69,511</b></u>	<u><b>7,083</b></u>
<b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD</b>	<u><b>73,492</b></u>	<u><b>68,494</b></u>
<b>CASH AND CASH EQUIVALENTS COMPRISE:</b>		
Fixed deposits with a licensed bank		
- restricted	7,585	5,663
- unrestricted	49,321	58,563
Cash and bank balances	21,156	6,264
Bank overdraft	(4,569)	(1,996)
	<u><b>73,492</b></u>	<u><b>68,494</b></u>
Less: Cash and cash equivalent pledged as security	(7,585)	(5,663)
	<u><b>65,907</b></u>	<u><b>62,831</b></u>

(The Condensed Consolidated Statement of Cashflow should be read in conjunction with the Audited Financial Statement for the year ended 31 March 2014)

**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**

(Incorporated in Malaysia)

**Interim Financial Statement**

**Unaudited Condensed Consolidated Statement of Changes in Equity**

**For the Quarter Ended 31 December 2014**



(Unaudited)	Share capital RM '000	Share Premium RM '000	Retained Earnings RM '000	Forex Transl. Reserve RM '000	Redeemable Convertible Notes-equity RM '000	Merger Deficit RM '000	Non Controlling Interest RM '000	Total RM '000
<b>AT 1 APRIL 2014</b>	<b>39,960</b>	<b>22,545</b>	<b>38,781</b>	<b>(311)</b>	<b>72</b>	<b>(12,300)</b>	<b>62,403</b>	<b>151,150</b>
Total Comprehensive income	-	-	2,023	-	-	-	11,049	13,072
Contributions by and Distributions to Owners of the Company:								
- Changes in ownership interests in subsidiary	-	-	5,772	-	-	-	3,228	9,000
- Issue of share capital of a subsidiary Company to non-controlling interest	-	-	-	-	-	-	200	200
- Gain on disposal on divestment in subsi - Dnex	-	-	2,096	-	-	-	1,404	3,500
- Conversion of RCN	4,456	13,797	-	-	(72)	-	-	18,181
- Conversion of warrant	750	2,700	-	-	-	-	-	3,450
Dividend paid	-	-	-	-	-	-	(1,663)	(1,663)
Consolidated Adjustment	-	-	14	(3)	-	-	(9)	2
<b>AS AT 31 DECEMBER 2014</b>	<b>45,166</b>	<b>39,042</b>	<b>48,686</b>	<b>(314)</b>	<b>-</b>	<b>(12,300)</b>	<b>76,612</b>	<b>196,892</b>

(Audited)	Share capital RM '000	Share Premium RM '000	Retained Earnings RM '000	Forex Transl. Reserve RM '000	Redeemable Convertible Notes-equity RM '000	Merger Deficit RM '000	Non Controlling Interest RM '000	Total RM '000
<b>AT 1 JANUARY 2013</b>	<b>34,420</b>	<b>1,308</b>	<b>41,212</b>	<b>(130)</b>	<b>-</b>	<b>(12,300)</b>	<b>990</b>	<b>65,500</b>
Total Comprehensive income	-	-	1,111	-	-	-	3,018	4,129
Contributions by and Distributions to Owners of the Company:								
- Acquisition of a subsidiary	-	-	-	-	-	-	58,459	58,459
- Issuance of RCN (equity component)	-	-	-	-	72	-	-	72
- Private placement of shares	3,442	13,891	-	-	-	-	-	17,333
- Expenses of issuance of private placement	-	(80)	-	-	-	-	-	(80)
- Issuance of warrants	1,353	4,871	-	-	-	-	-	6,224
- Conversion of RCN	745	2,555	-	-	-	-	-	3,300
Dividend paid	-	-	(3,542)	-	-	-	(64)	(3,606)
Consolidated adjustment	-	-	-	(181)	-	-	-	(181)
<b>AS AT 31 MARCH 2014</b>	<b>39,960</b>	<b>22,545</b>	<b>38,781</b>	<b>(311)</b>	<b>72</b>	<b>(12,300)</b>	<b>62,403</b>	<b>151,150</b>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statement for the financial year ended 31 March 2014)



**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 31 December 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 RM21.78 million is after accounting for RM2.61 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 31 December 2014.

**6) Changes in Debt and Equity Securities**

For the current quarter ended 31 December 2014, the changes in debt and equity securities are as follows:

	<b>No of Shares Issued (units)</b>
Issued and Paid-up Share Capital As at 30 September 2014	445,650,871
Changes	
- Redeemable Convertible Notes converted to shares	6,002,400
- Warrants converted to shares	7,500
Enlarged Issued and Paid-up Share Capital As at 31 December 2014	<u><u>451,660,771</u></u>

**7) Dividend paid**

There were no dividends paid during the current quarter ended 31 December 2014.



**8) Segmental reporting**

Segmental information for the Group by business segments for the cumulative quarter ended 31 December 2014 were as follows:

<b>Division</b>	<b>Revenue RM'000 (unaudited)</b>	<b>Elimination RM'000 (unaudited)</b>	<b>Consolidation RM'000 (unaudited)</b>	<b>Profit/(Loss) Before Tax RM'000 (unaudited)</b>
FMS	25,530	-	25,530	3,630
PAS	2,428	(1,160)	1,268	142
WMS	2,659	(126)	2,533	752
TS	4,823	(17)	4,806	1,265
NSW	68,207		68,207	23,028
OTHERS	-	-	-	(7,033)
<b>TOTAL</b>	<b>103,647</b>	<b>(1,303)</b>	<b>102,344</b>	<b>21,784</b>

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

**9) Changes in the Composition of the Group**

During the current quarter ended 31 December 2014, Century Software (M) Sdn Bhd (CSM) a subsidiary formed a Joint-Venture Company with Asian Business Software Solution Sdn Bhd (ABSS) with a registered name of Censof-ABSS Sdn Bhd. The paid-up share capital of this company is RM2,001 and comprise of 2,001 shares of RM1 each. Out of which 1,001 shares is held by CSM and another 1,000 shares by ABSS. The financial performance of this entity had been consolidated for the current quarter ended 31 December 2014.

**10) Contingent Liabilities**

As at 31 December 2014, the Group's contingent liabilities were as follows:-

**a) Bank guarantee**

The Company has pledged a fixed deposit of RM3.74 million for a bank guarantee facility extended to a subsidiary company.

**b) Corporate guarantee**

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.

**d) Term Loans**

As at 31 December 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 31 December 2014.

**12) Subsequent Events**

- a) On 26th January 2015, subsequent to the approval obtained from Bursa Securities for the Company's Private Placement exercise, the company fixed the issue price at RM0.415 for the 1st tranche which comprise of 20 million new ordinary shares.
  
- b) On 6th February 2015, the 1st tranche of 20 million new ordinary shares were listed on the Main Board of Bursa Securities.

**13) Related Party Transaction**

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

	<b>Current Quarter 31 Dec 2014 RM</b>	<b>Cumulative Quarter 31 Dec 2014 RM</b>
Inventrix Sdn Bhd - office rental	<u>128,850</u>	<u>386,550</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 vs Previous Year Corresponding Quarter**

The Group registered revenue of RM38.20 million for the current quarter under review compared to the previous year corresponding quarter's revenue of RM17.72 million. The higher revenue for the current quarter as compared to the previous year corresponding quarter was due to the consolidation of Dagang NeXchange Berhad's results for the quarter.

The Group recorded a profit before taxation of RM9.87 million for the current quarter compared to the previous year corresponding quarter's loss before taxation of RM2.85 million, again this was due to the consolidation of Dagang NeXchange Berhad's performance.

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

Division	Current Quarter 31 December 2014		Preceding Quarter 31 December 2013	
	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	9,596	2,036	14,818	2,909
PAS	128	97	307	(501)
WMS	894	159	1,054	806
TS	1,630	644	1,538	563
NSW	25,947	10,160	-	-
OTHERS	-	(3,224)	-	(6,622)
<b>TOTAL</b>	<b>38,195</b>	<b>9,872</b>	<b>17,717</b>	<b>(2,845)</b>

**b) Performance of the Current Financial Period To-date vs Previous Financial Period To-date**

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 RM32.63 million and RM5.19 million for the immediate preceding period ended 30 September 2014 against a revenue of RM38.20 million and profit before taxation of RM9.87 million for the current quarter under review. The increase for the current quarter was due to positive contributions from the new joint-venture company, Censof-ABSS Sdn Bhd and Dagang NeXchange Bhd's recent secured Petronas project.

**3) Business Prospects**

The Group's current financial year performance is expected to further improve with better capital management and cost control initiatives, coupled with the following management actions:-

- On-going aggressive roll-out of GST projects for the SME business segment under Censof - ABSS Sdn Bhd,
- Expanding trade facilitation services by Dagang NeXchange Berhad to increase fees based income, and
- Continuous rationalization efforts to enhance 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:

	<b>Current Quarter 31 Dec 2014 RM'000</b>	<b>Cumulative Quarter 31 Dec 2014 RM'000</b>
Current tax	3,574	8,453

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**

There were no purchase and/ or disposal of quoted securities by the Group as at the date of this interim report.

**8) Borrowings**

The Group's borrowings as at 31 December 2014 are as follows:

	<b>RM'000</b>
<b>Short-term borrowings</b>	
Hire purchase	98
Project financing	12,645
Term loan	18,658
	<u>31,401</u>
<b>Long-term borrowings</b>	
Hire purchase	1,042
Term loan	51,836
	<u>52,878</u>
<b>Total</b>	<u>84,279</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 Issues</u>	<u>Proceed (RM)</u>	<u>Listing Date</u>
14/08/2013	10,000,000	10,000,000	4,600,000	15/08/2013
19/09/2013	3,527,800	3,527,800	1,622,788	20/09/2013
30/10/2013	1,875	1,875	863	31/10/2013
	<u>13,529,675</u>	<u>13,529,675</u>	<u>6,223,651</u>	

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.

#### Warrant 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 the 7 October 2019.

As at to-date a total of 7,500 warrants have been converted into shares

<u>Date</u>	<u>No of Warrants</u>	<u>No of Shares Issues</u>	<u>Proceed (RM)</u>	<u>Listing Date</u>
02/12/2014	7,500	7,500	3,450	03/12/2014
	<u>7,500</u>	<u>7,500</u>	<u>3,450</u>	

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 111,405,217.

### b) 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.

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.



**9) Status of Corporate Proposals (cont'd)**

**b) Redeemable Convertible Notes (cont'd)**

As at 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>
09/01/2014	1st	01/T1/2013	1,250,000	Converted to shares
14/02/2014	2nd	02/T1/2013	1,250,000	Converted to shares
21/02/2014	3rd	03/T1/2013	1,250,000	Converted to shares
18/04/2014	4th	04/T1/2013	1,250,000	Converted to shares
29/04/2014	5th	05/T1/2013	1,250,000	Converted to shares
20/05/2014	6th	06/T1/2013	1,250,000	Converted to shares
18/06/2014	7th	07/T1/2013	1,250,000	Converted to shares
20/06/2014	8th	08/T1/2013	1,250,000	Converted to shares
02/07/2014	9th & 10th	09&10/T1/2013	2,500,000	Converted to shares
31/07/2014	11th	11/T1/2013	1,250,000	Converted to shares
06/08/2014	12th	12/T1/2013	1,250,000	Converted to shares
21/08/2014	13th & 14th	13&14/T1/2013	2,500,000	Converted to shares
04/09/2014	15th & 16th	15&16/T1/2013	2,500,000	Converted to shares
19/09/2014	17th & 18th	17&18/T1/2013	2,500,000	Converted to shares
03/10/2014	19th & 20th	19&20/T1/2013	2,500,000	Converted to shares
			<b>25,000,000</b>	

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 Litigations**

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 31 December 2014

**14) Additional Information**

Profit before income tax is arrived at after crediting:

	<b>Current Quarter 31 Dec 2014 RM'000</b>	<b>Cumulative Quarter 31 Dec 2014 RM'000</b>
Interest Income	471	1,458
Finance Costs (finance cost is computed on accrual basis pertaining to the term loan from RHB)	1,480	5,413
Depreciation and Amortisation	4,479	10,378



**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.

	<b>As at 31 Dec 2014</b> <b>RM'000</b> <b>(unaudited)</b>	<b>As at 31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>
Total Retained Profits/(Loss) of the Company and its subsidiaries		
- Realized	48,686	38,074
- Unrealized	-	-
	<u>48,686</u>	<u>38,074</u>

**16) Earning/ (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

	<b>Individual Quarter Ended</b>		<b>Cumulative Quarter Ended</b>	
	<b>Current year</b> <b>Quarter</b> <b>31 Dec 2014</b> <b>RM'000</b> <b>(unaudited)</b>	<b>Preceding year</b> <b>corresponding</b> <b>Quarter</b> <b>31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>	<b>Current Year</b> <b>to-date</b> <b>31 Dec 2014</b> <b>RM'000</b> <b>(unaudited)</b>	<b>Preceding year</b> <b>corresponding</b> <b>Year to-date</b> <b>31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>
Total comprehensive Income/ (Loss) attributable to owners	846	(3,419)	2,023	404
Weighted average no. of ordinary shares in issue ('000)	421,425	354,210	421,425	354,210
<b>Basic earnings/ (Loss)</b>	<b>0.20</b>	<b>(0.97)</b>	<b>0.48</b>	<b>0.11</b>



**16) Earning/ (Loss) per Share (cont'd)**

**b) Diluted**

	Individual Quarter Ended		Cumulative Quarter Ended	
	Current year Quarter 31 Dec 2014 RM'000 (unaudited)	Preceding year corresponding Quarter 31 Dec 2013 RM'000 (unaudited)	Current Year to-date 31 Dec 2014 RM'000 (unaudited)	Preceding year corresponding Year to-date 31 Dec 2013 RM'000 (unaudited)
Total comprehensive Income/ (Loss) attributable to owners	846	(3,419)	2,023	404
Impact on Income Statement upon conversion of Warrants and Private Placement	-	(579)	-	(579)
<b>Total</b>	<b>846</b>	<b>(3,998)</b>	<b>2,023</b>	<b>(175)</b>
Weighted average no. of ordinary shares in issue ('000)	421,425	354,210	421,425	354,210
Adjustment for dilutive effect on Conversion of Warrants A ('000)	29,495	29,495	29,495	29,495
Adjustment for dilutive effect on Conversion of Warrants B ('000)	111,405	-	111,405	-
Adjustment for dilutive effect on Conversion of Private Placement ('000)	-	18,723	-	18,723
<b>TOTAL</b>	<b>562,325</b>	<b>402,428</b>	<b>562,325</b>	<b>402,428</b>
<b>Diluted earnings/ (Loss) per share (sen)</b>	<b>0.15</b>	<b>(0.99)</b>	<b>0.36</b>	<b>(0.04)</b>

**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 Result for the Period Ended 31 December 2013 marked as "Appendix A".

**18) Authorisation for issue**

The interim financial statements were authorised for release by the Board of Directors as per the Board Meeting held on 25 February 2015.

**"Appendix A"**



**CENSOF HOLDINGS BERHAD**  
**Company No: 828269-A**  
**(Incorporated in Malaysia)**

**Unaudited Condensed Consolidated Financial Statement**  
**for the quarter ended 31 December 2013**

**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**  
**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2013**



	INDIVIDUAL PERIOD		CUMULATIVE PERIOD	
	CURRENT PERIOD ENDED 31 DECEMBER 2013 RM '000 (Unaudited)	PRECEDING CORRESPONDING PERIOD ENDED 31 DECEMBER 2012 RM '000 (Audited)	CURRENT PERIOD TO-DATE 31 DECEMBER 2013 RM '000 (Unaudited)	PRECEDING CORRESPONDING PERIOD TO-DATE 31 DECEMBER 2012 RM '000 (Audited)
Revenue	17,717	17,858	50,846	44,765
Cost of sales	(11,061)	(9,802)	(29,420)	(22,725)
<b>Gross Profit</b>	<b>6,656</b>	<b>8,056</b>	<b>21,425</b>	<b>22,040</b>
Other income	(919)	75	183	213
Administrative expenses	(7,034)	(2,313)	(16,877)	(9,640)
Other expenses for the quarter 31 December 2013	(338)	(675)	(1,295)	(2,671)
<b>Results from Operating Activities</b>	<b>(1,635)</b>	<b>5,143</b>	<b>3,437</b>	<b>9,942</b>
Finance costs	(1,210)	(55)	(1,808)	(138)
<b>Profit/(Loss) before Taxation</b>	<b>(2,846)</b>	<b>5,088</b>	<b>1,629</b>	<b>9,805</b>
Taxation	(203)	(203)	(444)	(355)
<b>Profit/(Loss) after Taxation</b>	<b>(3,049)</b>	<b>4,885</b>	<b>1,184</b>	<b>9,450</b>
Other Comprehensive Income	-	-	-	-
<b>Total Comprehensive Income/(Loss) for the Period</b>	<b>(3,049)</b>	<b>4,885</b>	<b>1,184</b>	<b>9,450</b>
Profit/(Loss) Attributable to:				
- Owners of the Company	(3,420)	4,607	404	9,327
- Non-controlling interests	371	278	781	123
	<b>(3,049)</b>	<b>4,885</b>	<b>1,184</b>	<b>9,450</b>
Earning/(Loss) per Share (sen)				
- Basic	(0.97)	1.42	0.11	2.77
- Diluted	-	-	-	-

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2012)



**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**  
**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2013**



	<b>AS AT END OF CURRENT PERIOD 31 DECEMBER 2013 RM '000 (Unaudited)</b>	<b>AS AT PRECEDING FINANCIAL YEAR ENDED 31 DECEMBER 2012 RM '000 (Audited)</b>
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	20,592	4,114
Development expenditure	13,894	15,653
Goodwill on consolidation	43,052	6,540
Investments	100	100
Trade receivables	45,227	-
Other receivables, deposits and prepayments	7,486	-
	<u>130,350</u>	<u>26,407</u>
<b>CURRENT ASSETS</b>		
Amount due from contract customers	29,033	14,915
Trade receivables	66,504	31,722
Other receivables, deposits and prepayments	19,857	1,843
Deferred expenses	35	-
Inventories	65	-
for the quarter 31 December 2013	3,002	211
Fixed Deposits with a Licensed bank	62,558	3,836
Cash and Bank balances	5,936	3,247
	<u>186,991</u>	<u>55,774</u>
<b>TOTAL ASSETS</b>	<b><u>317,341</u></b>	<b><u>82,181</u></b>
<b>EQUITY</b>		
Share capital	37,773	34,420
Retained profits	38,074	41,212
Foreign exchange translation reserve	(155)	(130)
Share premium	13,407	1,308
Merger deficit	(12,300)	(12,300)
<b>TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<u>76,800</u>	<u>64,510</u>
Non-controlling interests	60,230	990
<b>TOTAL EQUITY</b>	<u>137,030</u>	<u>65,500</u>
<b>NON-CURRENT LIABILITY</b>		
Deferred tax liabilities	3,388	-
Borrowings	71,254	667
Deferred revenue	8,112	-
	<u>82,754</u>	<u>667</u>
<b>CURRENT LIABILITIES</b>		
Trade payables	25,977	2,142
Other payables and accruals	3,645	6,266
Deferred revenue	218	-
Short-term borrowings	66,534	6,855
Hire purchase payables	76	-
Provision for taxation	1,107	751
	<u>97,558</u>	<u>16,014</u>
<b>TOTAL LIABILITIES</b>	<u>180,311</u>	<u>16,681</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b><u>317,341</u></b>	<b><u>82,181</u></b>
<b>Net Assets per Share (sen)</b>	<u>21.68</u>	<u>18.74</u>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2012)

**CENSO HOLDINGS BERHAD (Company No.: 828269-A)  
CONDENSED CONSOLIDATED STATEMENT OF CASHFLOWS  
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2013**



	<b>CURRENT PERIOD TO-DATE 31 DECEMBER 2013 RM '000 (Unaudited)</b>	<b>PRECEDING CORRESPONDING YEAR TO-DATE 31 DECEMBER 2012 RM '000 (Audited)</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before taxation	1,629	9,805
Adjustments for:-		
Allowance for impairment losses on receivables	-	181
Amortisation of development expenditure	4,049	3,076
Bad debt written off	-	127
Depreciation of equipment	1,114	1,093
Current tax expense	(395)	-
Net impairment loss on development expenditure	-	57
Finance cost	1,808	138
Interest income	(176)	(147)
	<u>8,027</u>	<u>14,330</u>
for the quarter 31 December 2013		
Decrease/(Increase) in trade and other receivables	(22,064)	(12,576)
Increase/(Decrease) in trade and other payables	7,426	2,255
<b>CASH FROM OPERATIONS</b>	<u>(6,612)</u>	<u>4,009</u>
Income tax paid	(121)	17
Interest received	176	147
Finance cost	(1,808)	(138)
<b>NET CASH FROM OPERATIONS</b>	<u>(8,364)</u>	<u>4,035</u>
<b>CASH FLOWS FOR INVESTING ACTIVITIES</b>		
Development/Deferred expenditure	(8,544)	(7,442)
Purchase of equipment	(1,989)	(1,355)
Proceed from public issue/fixed assets	15,452	-
Proceed from acquisition of subsidiary	(5,422)	(2,959)
<b>NET CASH FOR INVESTING ACTIVITIES</b>	<u>(503)</u>	<u>(11,756)</u>
<b>CASH FLOWS FOR FINANCING ACTIVITIES</b>		
Warrant issue expenses paid	-	(138)
Dividends paid/Advance from subsidiary	(6,287)	-
Repayment of hire purchase/loan obligations	(76)	(87)
Drawdown of borrowing	76,641	6,282
<b>NET CASH FOR FINANCING ACTIVITIES</b>	<u>70,278</u>	<u>6,057</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENT</b>	<u>61,411</u>	<u>(1,664)</u>
<b>FOREIGN EXCHANGE DIFFERENCES</b>	-	(112)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD</b>		
- restricted	3,836	8,859
- unrestricted	3,247	-
<b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD</b>	<u>68,494</u>	<u>7,083</u>
<b>CASH AND CASH EQUIVALENTS COMPRISE:</b>		
Fixed deposits with a licensed bank	5,663	3,836
- restricted	58,563	-
- unrestricted	6,264	3,247
Cash and bank balances	(1,996)	-
Bank overdraft	<u>68,494</u>	<u>7,083</u>
Less: Cash and cash equivalent pledged as security	(5,663)	(3,836)
	<u>62,831</u>	<u>3,247</u>

(The Condensed Consolidated Statement of Cashflow should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2012)

**CENSOF HOLDINGS BERHAD (Company No.: 828269-A)**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2013**



(Unaudited)	SHARE CAPITAL RM '000	DISTRIBUTABLE RETAINED PROFITS RM '000	FOREX TRANSLATION RESERVE RM '000	SHARE PREMIUM RM '000	MERGER DEFICIT RM '000	NON- CONTROLLING INTEREST RM '000	TOTAL RM '000
<b>AT 1 JANUARY 2013</b>	<b>34,420</b>	<b>41,212</b>	<b>(130)</b>	<b>1,308</b>	<b>(12,300)</b>	<b>990</b>	<b>65,500</b>
Total Comprehensive Income	-	404	-	(71)	-	781	1,114
Contributions by and Distributions to Owners of the Company:							
- public placement of shares	2,000	-	-	7,300	-	-	9,300
- issuance of warrants	1,353	-	-	4,870	-	-	6,223
Dividend Paid	-	(3,543)	-	-	-	-	(3,543)
Consolidated Adjustment	-	-	(25)	-	-	58,460	58,435
<b>AS AT 31 DECEMBER 2013</b>	<b>37,773</b>	<b>38,074</b>	<b>(155)</b>	<b>13,407</b>	<b>(12,300)</b>	<b>60,230</b>	<b>137,030</b>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2012)

for the quarter 31 December 2013

(Audited)	SHARE CAPITAL RM '000	DISTRIBUTABLE RETAINED PROFITS RM '000	FOREX TRANSLATION RESERVE RM '000	SHARE PREMIUM RM '000	MERGER DEFICIT RM '000	NON- CONTROLLING INTEREST RM '000	TOTAL RM '000
<b>AT 1 JANUARY 2012</b>	<b>34,420</b>	<b>31,885</b>	<b>-</b>	<b>1,447</b>	<b>(12,300)</b>	<b>669</b>	<b>56,122</b>
Total Comprehensive Income	-	9,327	(130)	-	-	124	9,321
Contributions by and Distributions to Owners of the Company:							
- expenses on issuance of warrants	-	-	-	(139)	-	-	(139)
- acquisition of a subsidiary	-	-	-	-	-	197	197
Consolidated Adjustment	-	-	-	-	-	-	-
<b>AS AT 31 DECEMBER 2012</b>	<b>34,420</b>	<b>41,212</b>	<b>(130)</b>	<b>1,308</b>	<b>(12,300)</b>	<b>990</b>	<b>65,500</b>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2011)



**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 financial 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 31 December 2013 have not been significantly affected by seasonal or cyclical factors.

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

The Loss Before Tax is after accounting for RM5.31 million, being acquisition cost and interest expenses incurred for the acquisition of 45.03% equity interest in Time Engineering Berhad.

**5) Changes in Estimates**

There were no changes in estimates that have a material effect for the current quarter ended 31 December 2013.

**6) Changes in Debt and Equity Securities**

For the current quarter ended 31 December 2013, the changes in debt and equity securities are as follows:

	<b>No of Shares Issued (units)</b>
Issued and Paid-up Share Capital As at 30 September 2013	377,727,800
Changes	
- Warrants converted to shares	1,875
Enlarged Issued and Paid-up Share Capital As at 31 December 2013	<u><u>377,729,675</u></u>

**7) Dividend paid**

There were no dividends paid during the current quarter ended 31 December 2013.



**8) Segmental reporting**

Segmental information for the Group by business segments for the cumulative quarter ended 31 December 2013 were as follows:

<b>Division</b>	<b>Revenue RM'000 (unaudited)</b>	<b>Elimination RM'000 (unaudited)</b>	<b>Consolidation RM'000 (unaudited)</b>	<b>Profit/(Loss) Before Tax RM'000 (unaudited)</b>
FMS	41,222	-	41,222	8,679
PAS	2,026	-	2,026	(1,562)
WMS	3,747	1,275	2,472	340
TS	5,374	248	5,126	1,246
OTHERS	52	52	-	(7,074)
<b>TOTAL</b>	<b>52,421</b>	<b>1,575</b>	<b>50,846</b>	<b>1,629</b>

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

**9) Changes in the Composition of the Group**

On 27 November 2013, full and final settlement was made to Khazanah Nasional Berhad for the acquisition of 45.03% equity interest in Time Engineering Berhad. Accordingly, Time Engineering Berhad is recognized as a subsidiary of Censof Holdings Berhad.

**10) Contingent Liabilities**

As at 31 December 2013, the Group's contingent liabilities were as follows:-

**a) Bank guarantee**

The Company has pledged a fixed deposit of RM3.84 million for a bank guarantee facility extended to a subsidiary company.

**b) Corporate guarantee**

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.

**d) Term Loans**

The Company secured 2 term loans from RHB Investment Bank Berhad (RHBIBB) and Kenanga Investment Bank Berhad (KIBB) for an amount of RM53.00 million and RM13.63 million respectively to finance the acquisition of 45.03% equity interest in Time Engineering Berhad. The entire 45.03% equity interest in Time Engineering Berhad, amounting to 178,956,773 shares and 170,155,958 shares have been pledged into a designated account with RHBIBB and KIBB respectively as collateral for the term loans.

**11) Capital Commitments**

The Group does not have any material commitment for capital expenditure for the current quarter ended 31 December 2013.



**12) Subsequent Events**

- a) On 9 January 2014, the Company issued Redeemable Convertible Notes for a sum of RM1.25 million.

Subsequently, the Redeemable Convertible Notes were converted into new shares on the following exercise dates:

<u>Exercise Date</u>	<u>Exercise Price (RM)</u>	<u>Conversion amount (RM)</u>	<u>No of New Shares Issued (Units)</u>	<u>Listing Date</u>
13-01-14	0.4503	100,000.00	222,074	21-01-14
14-01-14	0.4503	200,000.00	444,148	23-01-14
15-01-14	0.4503	900,000.00	2,109,704	12-02-14
<b>TOTAL</b>		<b>1,200,000.00</b>	<b>2,775,926</b>	

Arising from the 2nd sub-tranche of RM1.25 million Redeemable Convertible Notes issued on 12 February 2014 which was duly converted into 2,775,927 new shares issued at RM0.45 and was listed on 20 February 2014.

- b) On 10 January 2014, Bursa Malaysia Securities Berhad granted the Company an extension of time of two (2) months from 8 January 2014 to 7 March 2014 to complete the balance Private Placement of 18,722,500 shares

On 22 January 2014, 12,722,500 new ordinary shares representing approximately 3.37% of the issued and paid-up capital of the Company was issued at RM0.56 and subsequently listed on the 23 January 2014.

On 12 February 2014, based on the enlarged issued and paid-up share capital, another 1,697,500 new shares of the Company was issued at RM0.535 and listed on 18 February 2014.

- c) On 20 January 2014, Tamil Selvan a/l M.Durairaj was re-designated from Executive Director to Deputy Managing Director for the Group.
- d) On 6 February 2014, Companies Commission of Malaysia duly approved the extension of time pursuant to Companies application for the change in Financial Year End of the Company from 31 December 2013 to 31 March 2014 with the following conditions:
- section 143 (2) of the Companies Act 1965 to hold the Annual General Meeting for 2014 to 30 September 2014, and
  - section 169 (2) of the Companies Act 1965 to present accounts made up to 31 March 2014 at the Annual General Meeting proposed to be held not later than 30 September 2014.

**13) Related Party Transaction**

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

	<b>Current Period Quarter 31 Dec 2013 RM</b>	<b>Current Period To-date 31 Dec 2013 RM</b>
Inventrix Sdn Bhd - office rental	<u>128,850</u>	<u>515,400</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 vs Previous Year Corresponding Quarter

The Group registered revenue of RM17.72 million for the current period under review compared to the previous year corresponding period's revenue of RM17.89 million. The slightly lower revenue for the current period as compared to the previous year period was due the additional revenue contributed from the on-going Perkeso project.

The Group recorded a loss before taxation of RM2.85 million for the current period compared to the previous year corresponding period's profit before taxation of RM5.09 million, due to the one off acquisition cost amounting to RM5.31 million incurred by the Company in relation to the acquisition of 45.03% equity interest in Time Engineering Berhad.

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

Division	Current Period Quarter 2013		Previous Period Quarter 2012	
	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	14,818	2,908	14,497	4,321
PAS	307	(501)	821	(74)
WMS	1,054	806	993	419
TS	1,538	563	1,547	756
OTHERS	-	(6,622)	-	(334)
<b>TOTAL</b>	<b>17,717</b>	<b>(2,846)</b>	<b>17,858</b>	<b>5,088</b>

#### b) Performance of the Current Financial Period To-date vs Previous Financial Period To-date

For the current financial period to-date under review, the Group registered a revenue of RM50.85 million compared to the previous year to-date's revenue of RM44.77 million. The increase of 13.58% in comparison to the preceding financial year was attributed to the recognition of revenue from the Perkeso project and increased billings for the current period.

As for the profit before taxation, the Group registered RM1.63 million for the current financial period to-date compared to the previous period to-date of RM9.81 million. The loss and lower profit before taxation of 83.38% in comparison for the preceding financial period due to the acquisition cost incurred for the Time Engineering Berhad acquisition.





Division	Current Period To-date 2013		Previous Period To-date 2012	
	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	41,222	8,679	37,132	10,457
PAS	2,026	(1,562)	3,687	(689)
WMS	2,472	340	2,158	86
TS	5,126	1,246	1,547	756
OTHERS	-	(7,074)	241	(805)
<b>TOTAL</b>	<b>50,846</b>	<b>1,629</b>	<b>44,765</b>	<b>9,805</b>

**2) Comparison with Immediate Preceding Quarter's Results**

The Group registered a revenue and profit before taxation of RM7.67 million and RM1.35 million for the immediate preceding quarter ended 30 September 2013 against a higher revenue of RM18.17 million and loss before taxation of RM2.44 million for the current quarter under review. The Group's higher revenue for the current period was due to the higher billings to the government sector. Despite the higher recognition of revenue for the quarter, the Group still posted a loss due to the one off acquisition cost for the acquisition of 45.03% equity interest in Time Engineering Berhad.

**3) Business Prospects**

The Group's business prospects is expected to be challenging for the 15 month ending 31 March 2014, with the completion of Time Engineering Berhad acquisition and based on the secured and committed orders amounting to some RM35.02 million in-hand.

**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 Period Quarter 31 Dec 2013 RM'000	Current Period To-date 31 Dec 2013 RM'000
Current tax	203	444

*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 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**

There were no purchase and/ or disposal of quoted securities by the Group as at the date of this interim report.

**8) Borrowings**

The Group's borrowings as at 31 December 2013 are as follows:

	<b>RM'000</b>
<b>Short-term borrowings</b>	
Hire purchase	76
Project financing	12,396
Term loan	54,138
	<u>66,610</u>
<b>Long-term borrowings</b>	
Hire purchase	612
Term loan	70,642
	<u>70,642</u>
<b>Total</b>	<u>137,864</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**

Conversion of Warrants was exercised on the following dates:

<u>Date</u>	<u>No of Warrants</u>	<u>No of Shares Issues</u>	<u>Listing Date</u>
14/08/2013	10,000,000	10,000,000	15/08/2013
19/09/2013	3,527,800	3,527,800	20/09/2013
30/10/2013	1,875	1,875	31/10/2013
	<u>13,529,675</u>	<u>13,529,675</u>	

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.

**b) Private Placement**

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. Since then the Company have issued 20,000,000 shares of 10,000,000 shares each which were listed on the 26 September 2013 and 30 September 2013 respectively at a price of RM0.465.



**9) Status of Corporate Proposals (cont'd)**

**b) Private Placement - (cont'd)**

The proceeds of RM9.30 million were used to pay the deposits for the acquisition of Time Engineering Berhad shares amounting to RM6.98 million and the balance as working capital.

There is a balance of 18,722,500 ordinary shares, out of which 14,420,000 new shares were issued and listed to-date.

**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 authorised 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.

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>
09/01/2014	1st	01/T1/2013	1,250,000	Converted to shares
14/02/2014	2nd	02/T1/2013	1,250,000	Converted to shares
20/02/2014	3rd	03/T1/2013	1,250,000	Converted to shares
			<b><u>3,750,000</u></b>	

**d) Time Engineering Berhad (TEB) Share Acquisition & Mandatory General Offer**

On 9 October 2013, the Share Sales Agreement (SSA) had become unconditional with Khazanah Nasional Berhad for the fulfillment of the conditions precedent in the SSA upon the receipt of the following:

- a) the approval by Bursa Securities, vide its letter dated 3 October 2013, of a waiver from complying with Paragraph 8.29(1) of the Listing Requirements subject to the condition that Censof shall procure its shareholders' ratification for the Acquisition and the Mandatory General Offer (MGO) within two (2) months from the completion date of the Acquisition; and
- b) the letter from the SC dated 8 October 2013 (which was received on 9 October 2013) on its concurrence that the Acquisition and the MGO would not result in a significant change in the business direction or policy of Censof and therefore are not subject to the SC's approval under section 214(1) of the CMSA.

On 11 October 2013, the Company made the payment of RM35,791,354.60 being the Balance Purchase Price I to Khazanah Nasional Berhad for the acquisition of 178,956,773 Sale Shares representing 23.08% equity interest in TIME Engineering Berhad of which has been successfully transferred to the Company.



**9) Status of Corporate Proposals (cont'd)**

**d) Time Engineering Berhad (TEB) Share Acquisition & Mandatory General Offer (cont'd)**

Accordingly, the Company

- a) served the Notice on the Board of TEB, notifying TEB of Censof's intention to undertake a conditional mandatory take-over offer; and
- b) announced to Bursa Securities that the Notice abovementioned had been served upon the SSA becoming unconditional.

**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 Litigations**

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 31 December 2013

**14) Additional Information**

Profit before income tax is arrived at after crediting:

	<b>Current Period Quarter 31 Dec 2013 RM'000</b>	<b>Current Period To-date 31 Dec 2013 RM'000</b>
Interest Income	10	176
Foreign Exchange Gain/ (loss)	(5)	25
Finance Costs	(1,197)	(1,808)
Depreciation and Amortisation	(1,191)	(5,163)



**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.

	<b>As at 31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>	<b>As at 31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>
Total Retained Profits/(Loss) of the Company and its subsidiaries		
- Realized	38,074	41,212
- Unrealized	-	-
	<u>38,074</u>	<u>41,212</u>

**16) Earning/ (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 period under review

	<b>Individual Quarter</b>		<b>Cumulative Quarter</b>	
	<b>Current Period</b> <b>Quarter</b> <b>31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>	<b>Preceding Period</b> <b>Corresponding</b> <b>Quarter</b> <b>31 Dec 2012</b> <b>RM'000</b> <b>(audited)</b>	<b>Current Period</b> <b>to-date</b> <b>31 Dec 2013</b> <b>RM'000</b> <b>(unaudited)</b>	<b>Preceding Period</b> <b>Corresponding</b> <b>Period</b> <b>31 Dec 2012</b> <b>RM'000</b> <b>(audited)</b>
Total comprehensive Income/ (Loss) attributable to owners of the Company (RM'000)	(3,420)	4,607	404	9,327
Weighted average no. of ordinary shares in issue ('000)	354,210	344,200	354,210	344,200
<b>Basic earnings/ (Loss)</b>	<b>(0.97)</b>	<b>1.42</b>	<b>0.11</b>	<b>2.77</b>



**16) Earning/ (Loss) per Share (cont'd)**

**b) Diluted**

	Individual Quarter		Cumulative Quarter	
	Current Period Quarter 31 Dec 2013 RM'000 (unaudited)	Preceding Period Corresponding Quarter 31 Dec 2012 **RM'000 (audited)	Current Period to-date 31 Dec 2013 RM'000 (unaudited)	Preceding Period Corresponding Period 31 Dec 2012 RM'000 (audited)
Total comprehensive Income/ (Loss) attributable to owners	(3,420)	4,607	404	9,327
Impact on Income Statement upon conversion of Warrants and Private Placement	(579)	-	(579)	-
<b>Total</b>	<b>(3,999)</b>	<b>4,607</b>	<b>(175)</b>	<b>9,327</b>
Weighted average no. of ordinary shares in issue ('000)	354,210	344,200	354,210	344,200
Adjustment for dilutive effect on Conversion of Warrants A ('000)	29,495	-	29,495	-
Adjustment for dilutive effect on Conversion of Private Placement ('000)	18,723	-	18,723	-
<b>TOTAL</b>	<b>402,428</b>	<b>344,200</b>	<b>402,428</b>	<b>344,200</b>
<b>Diluted earnings/ (Loss) per share (sen)</b>	<b>(0.99)</b>	<b>1.42</b>	<b>(0.04)</b>	<b>2.77</b>

\*\*the share price upon approval of the warrant in July 2012 was below the exercise price of 0.46 sen and the approval for Private Placement were obtained in July 2013. Hence the 2 exercises are not applicable for dilution computation purposes for the preceding quarter ended September 2012.

**17) Authorisation for issue**

The interim financial statements were authorised for release by the Board of Directors as per the Board Meeting held on 25 February 2014.