



CENSOF HOLDINGS BERHAD

Company No: 828269-A

(Incorporated in Malaysia)

Unaudited Condensed Consolidated Financial Statement
for the Fourth Quarter ended 31 March 2015

CENSOF HOLDINGS BERHAD (Company No.: 828269-A)
(Incorporated in Malaysia)
Interim Financial Statement
Condensed Consolidated Statement of Comprehensive Income
For the Quarter Ended 31 March 2015
(The figures have not been audited)



	Individual Quarter		Cummulative Quarter	
	Current Quarter Ended 31 Mar 2015 RM '000	Preceding Corresponding Quarter Ended 31 Mar 2014 RM '000	Current Year to-date 31 Mar 2015 RM '000	Preceding Corresponding Year to-date 31 Mar 2014 RM '000 *
Revenue	49,591	30,250	151,935	-
Cost of Sales	(20,007)	(10,065)	(49,932)	-
Gross Profit	29,584	20,185	102,002	-
Other Income	1,486	284	4,648	-
Administrative expenses	(12,155)	(5,267)	(50,161)	-
Other expenses	(6,547)	(8,795)	(16,925)	-
Results from Operating Activities	12,368	6,406	39,565	-
Finance costs	(1,440)	(2,123)	(6,853)	-
Profit before Taxation	10,928	4,284	32,712	-
Taxation	(2,354)	(1,311)	(10,807)	-
Zakat	-	-	(259)	-
Profit after Taxation	8,574	2,972	21,646	-
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the Period	8,574	2,972	21,646	-
Profit Attributable to:				
- Owners of the Company	5,653	1,318	7,676	n/a
- Non-controlling interests	2,921	1,654	13,970	n/a
	8,574	2,972	21,646	-
Earning per Share (sen)				
- Basic	1.29	0.36	1.75	n/a
- Diluted	0.98	-	1.33	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:

*Note: No comparison is provided due to change in 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 March 2015



	As at end of Current Quarter 31 Mar 2015 RM '000 (Unaudited)	As at preceding Financial Year Ended 31 Mar 2014 RM '000 (Audited)
ASSETS		
NON-CURRENT ASSETS		
Plant and equipment	16,331	18,251
Intangible assets	17,983	20,502
Long-term trade receivables	19,405	40,439
Long-term other receivables, deposit & prepayments	3,119	6,550
Goodwill on consolidation	44,828	43,052
Investments	100	100
	<u>101,766</u>	<u>128,894</u>
CURRENT ASSETS		
Inventories	-	62
Amount Due From Contract Customers	30,720	27,088
Trade Receivables	85,897	72,708
Other receivables, deposits and prepayments	38,224	13,177
Deferred expenses	99	-
Tax refundable	2,230	3,300
Fixed Deposits with a Licensed bank	64,798	63,132
Cash and Bank balances	16,128	11,506
	<u>238,096</u>	<u>190,973</u>
	<u>-</u>	<u>-</u>
TOTAL ASSETS	<u>339,862</u>	<u>319,867</u>
EQUITY		
Share Capital	47,666	39,960
Share Premium	45,383	22,545
Merger Deficit	(12,300)	(12,300)
Retained profits	54,341	38,781
Foreign exchange translation reserve	(283)	(311)
Redeemable convertible notes - Equity component	-	72
Total Equity Attributable to owners of the company	<u>134,807</u>	<u>88,747</u>
Non-controlling interests	79,532	62,403
TOTAL EQUITY	<u>214,340</u>	<u>151,150</u>
NON-CURRENT LIABILITY		
Long-term borrowings	48,321	66,547
Deferred income	3,042	7,098
Redeemable convertible notes	-	354
Deferred taxation	2,796	2,863
	<u>54,159</u>	<u>76,862</u>
CURRENT LIABILITIES		
Trade Payables	9,064	4,125
Other Payables and Accruals	19,086	21,201
Amount owing by related party	-	60
Deferred Revenue	4,345	5,032
Short-term borrowings	31,216	55,490
Bank Overdraft	4,748	5,126
Provision for taxation	2,905	821
	<u>71,364</u>	<u>91,855</u>
	<u>-</u>	<u>-</u>
TOTAL LIABILITIES	<u>125,523</u>	<u>168,717</u>
	<u>-</u>	<u>-</u>
TOTAL EQUITY AND LIABILITIES	<u>339,862</u>	<u>319,867</u>
Net Assets per Share (sen)	<u>30.82</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 March 2015



	Current Year to-date 31 Mar 2015 RM '000 (Unaudited)	Preceding Corresponding Year to-date 31 Mar 2014 RM '000 (Audited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	32,712	5,829
Adjustments for:-		
Amortisation of intangible assets	7,039	5,362
Depreciation of PPE	9,795	3,619
Impairment loss on trade and other receivables	409	410
Finance cost	6,853	3,835
PPE write off	-	10
Gain on disposal of PPE	(537)	(137)
Unrealised gain on foreign exchange	(11)	(38)
Writeback of impairment loss on trade receivables	(347)	(181)
Interest income	(1,998)	(658)
	<u>53,914</u>	<u>18,051</u>
Working capital:-		
Decrease in inventories	62	3
Decrease/(Increase) in amount owing by contract customers	(3,632)	(12,173)
Decrease/(Increase) in trade and other receivables	(10,183)	(3,154)
Increase/(Decrease) in trade and other payables	2,035	(821)
(Decrease)/Increase in deferred income	-	(38)
Increase/(Decrease) in amount owing to related party	-	60
CASH FROM OPERATIONS	<u>42,196</u>	<u>1,928</u>
Income tax (paid) / refunded	(11,066)	(2,407)
Interest received	1,998	658
Finance cost	(6,853)	(3,835)
NET CASH FROM OPERATIONS	<u>26,276</u>	<u>(3,656)</u>
CASH FLOWS FOR INVESTING ACTIVITIES		
Acquisition of subsidiary, net cash & cash equivalent	(11,531)	(5,422)
Purchase of PPE	(5,542)	(1,011)
Divestment of subsidiary, net cash & cash equivalent	3,500	-
Proceed from disposal of asset	484	219
Intangible assets paid	(2,784)	(8,175)
NET CASH FOR INVESTING ACTIVITIES	<u>(15,873)</u>	<u>(14,389)</u>
CASH FLOWS FOR FINANCING ACTIVITIES		
Dividends paid	-	(3,542)
Dividends paid to NCI	(1,662)	(64)
Drawdown of term loans / Hire purchase	324	82,147
Placement of pledged deposits and restricted cash	7,023	-
Placement of unpledged deposits	97	(3,000)
Proceed from issuance new share in subsi co	200	-
Proceed from issuance of:		
- private placement	10,375	17,333
- conversion of RCN	21,250	3,300
- warrant exercise	3	6,224
Proceed from issuance of RCN	450	450
Repayment of hire purchase obligations	(175)	(330)
Repayment of term loan	(44,052)	(24,958)
Share issuance expenses paid	-	(80)
NET CASH FOR FINANCING ACTIVITIES	<u>(6,167)</u>	<u>77,480</u>
NET DECREASE IN CASH AND CASH EQUIVALENT	<u>4,236</u>	<u>59,435</u>

CENSOF HOLDINGS BERHAD (Company No.: 828269-A)
(Incorporated in Malaysia)
Interim financial Statement
Condensed Consolidated Statement of Cash Flows
For the Quarter Ended 31 March 2015 - Cont'd



	Current Year to-date 31 Mar 2015 RM '000 (Unaudited)	Preceding Corresponding Year to-date 31 Mar 2014 RM '000 (Audited)
FOREIGN EXCHANGE DIFFERENCES	-	(6)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD	62,676	3,247
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD	<u>66,912</u>	<u>62,676</u>
CASH AND CASH EQUIVALENTS COMPRISE:		
Fixed deposits with a licensed bank	9,265	6,838
- restricted	55,532	56,294
- unrestricted	16,128	11,506
Cash and bank balances	<u>(4,748)</u>	<u>(5,126)</u>
Bank overdraft	76,177	69,512
Less: Cash and cash equivalent pledged as security	<u>(9,265)</u>	<u>(6,836)</u>
	<u>66,912</u>	<u>62,676</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 March 2015



	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
(Unaudited)								
AT 1 APRIL 2014	39,960	22,545	38,781	(311)	72	(12,300)	62,403	151,150
Total Comprehensive income	-	-	7,676	-	-	-	13,970	21,646
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 in Dnex shares	-	-	2,096	-	-	-	1,404	3,500
- Conversion of RCN	4,456	13,797	-	-	(72)	-	-	18,181
- Conversion of Warrant	750	2,700	-	-	-	-	-	3,450
- Private Placement of shares	2,500	7,875	-	-	-	-	-	10,375
- Expenses on issuance of Private Placement	-	(1,534)	-	-	-	-	-	(1,534)
Dividend paid	-	-	-	-	-	-	(1,663)	(1,663)
Consolidated Adjustment	-	-	17	28	-	-	(9)	36
AS AT 31 MARCH 2015	47,666	45,383	54,342	(283)	-	(12,300)	79,533	214,340
(Audited)								
AT 1 JANUARY 2013	34,420	1,308	41,212	(130)	-	(12,300)	990	65,500
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)
AS AT 31 MARCH 2014	39,960	22,545	38,781	(311)	72	(12,300)	62,403	151,150

(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 STANDARDS (“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 March 2015 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 RM32.71 million is after accounting for RM3.24 million, being interest expenses incurred for financing the share acquisition of Dagang NeXchange Berhad (“DNex”).

5) Changes in Estimates

There were no changes in estimates that have a material effect for the current quarter ended 31 March 2015.

6) Changes in Debt and Equity Securities

For the current quarter ended 31 March 2015, the changes in debt and equity securities are as follows:

	No of Shares Issued (units)
Issued and Paid-up Share Capital As at 31 December 2014	451,660,771
Changes - Private Placement of shares	25,000,000
Enlarged Issued and Paid-up Share Capital As at 31 March 2015	<u><u>476,660,771</u></u>

7) Dividend paid

There were no dividends paid during the current quarter ended 31 March 2015.



8) Segmental reporting

Segmental information for the Group by business segments for the cumulative quarter ended 31 March 2015 were as follows:

Division	Revenue RM'000 (unaudited)	Elimination RM'000 (unaudited)	Consolidation RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	50,763	-	50,763	14,515
PAS	2,742	(1,759)	983	(2,103)
WMS	3,524	(126)	3,398	884
TS	6,611	(17)	6,594	1,881
NSW	90,197	-	90,197	25,174
OTHERS	-	-	-	(7,639)
TOTAL	153,837	(1,902)	151,935	32,712

FMS - Financial Management Solution (includes the performance of JV company Censof-ABSS Sdn Bhd) , 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 31 March 2015.

10) Contingent Liabilities

As at 31 March 2015, the Group's contingent liabilities are as follows:-

a) Bank guarantee

The Company has pledged a fixed deposit of RM3.78 million for a bank guarantee facility extended to a subsidiary company.

b) Corporate guarantee

Corporate guarantees totaling RM30.5 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 March 2015, 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 March 2015.



12) Subsequent Events

Private Placement

On 16 April 2015, the company fixed the issue price at RM0.40 for the 3rd tranche which comprise of 10 million new ordinary shares and was subsequently listed on the Main Board of Bursa Securities on 27 April 2015.

13) Related Party Transaction

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

	Current Quarter 31 March 2015 RM	Cumulative Quarter 31 March 2015 RM
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).

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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 RM49.59 million for the current quarter under review compared to the previous year's corresponding quarter revenue of RM30.25 million. The higher revenue for the current quarter as compared to the previous year's corresponding quarter was due to the consolidation of Censof-ABSS Sdn Bhd's results.

The Group recorded a profit before taxation of RM10.93 million for the current quarter compared to the previous year's corresponding quarter profit before taxation of RM4.28 million, again this was due to the consolidation of Censof-ABSS Sdn Bhd'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 March 2015		Preceding Quarter 31 March 2014	
	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	25,232	8,983	8,782	2,009
PAS	(284)	(486)	232	137
WMS	865	257	891	(824)
TS	1,788	636	1,749	521
NSW	21,990	2,144	18,596	4,624
OTHERS	-	(606)	-	(2,183)
TOTAL	49,591	10,928	30,250	4,284

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 RM38.20 million and RM9.87 million for the immediate preceding quarter ended 31 March 2014 against a revenue of RM49.59 million and profit before taxation of RM10.93 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.

3) Business Prospects

The Board expects the performance of the new financial year ending 31 March 2016 to be more challenging with the GST implementation opportunities that will have a positive impact on the Group's overall results.

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 31 March 2015 RM'000	Cumulative Quarter 31 March 2015 RM'000
Current tax	2,354	10,807

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, Censof-ABSS 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 March 2015 are as follows:

	RM'000
Short-term borrowings	
Hire purchase	129
Project financing	18,494
Term loan	12,593
	<u>31,216</u>
Long-term borrowings	
Hire purchase	980
Term loan	47,341
	<u>48,321</u>
Total	<u><u>79,538</u></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 Warrant were issued on 19 July 2012 and listed on 27 July 2012 with a 5 year exercise/conversion period at a price of RM0.46. The maturity date for the free Warrant A is 18 July 2017.

As at to-date a total of 13,529,675 Warrant A 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 Warrant A 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 Warrant were issued on 8 October 2014 and listed on 15 October 2014 with a 5 year exercise/conversion period at a price of RM0.46. The maturity date for the free Warrant B is 7 October 2019.

As at to-date a total of 7,500 Warrant B 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 Warrant B 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 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
			25,000,000	

The proceeds were utilized for loan repayments.

c) Private Placement

On 12 December 2014, Bursa Malaysia Securities Berhad (Bursa Securities) have approved the listing and quotation of up to 62,843,334 new ordinary shares of RM0.10 each in Censof representing up to ten percent (10%) of the existing issued and paid-up share capital of Censof (excluding treasury shares), to be issued pursuant to the Proposed Private Placement.

Since then, the company have issued shares on the following dates:

<u>Allotment Date</u>	<u>Issue Price (RM)</u>	<u>No of New Shares Issued</u>	<u>Amount (RM)</u>	<u>Listing Date</u>
05/02/2015	0.415	20,000,000	8,300,000	06/02/2015
12/03/2015	0.415	5,000,000	2,075,000	13/03/2015
		25,000,000	10,375,000	

There is a balance of 20 million ordinary shares out of 45 million ordinary shares yet to be listed. Total fund expected to be raised via this exercise is RM18.67 million at conversion price of RM0.415 per ordinary shares.

Proposed utilisation of proceeds as per Bursa Securities's approval is for part payment for the undertakings of Dagang NeXchange Berhad's rights shares of RM13.18 million. The balance will be utilised for Group's working capital.

The expiry date for Bursa Securities's approval for the remaining 10 million shares is 11 June 2015.



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 March 2015.

14) Additional Information

Profit before income tax is arrived at after crediting:

	Current Quarter 31 March 2015 RM'000	Cumulative Quarter 31 March 2015 RM'000
Interest Income	539	1,998
Finance Costs*	1,440	6,853
Depreciation and Amortisation	5,537	15,915
* finance cost pertaining to the acquisition of DNex shares.	627	3,239

15) Realised and Unrealised Profits 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 31 March 2015 RM'000 (unaudited)	As at 31 March 2014 RM'000 (audited)
Total Retained Profits of the Company and its subsidiaries		
- Realized	54,341	38,781
- Unrealized	-	-
	<u>54,341</u>	<u>38,781</u>



16) Earning per Share

a) Basic

The basic earnings 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 31 March 2015 RM'000 (unaudited)	Preceding year corresponding Quarter 31 March 2014 RM'000 (unaudited)	Current Year to-date 31 March 2015 RM'000 (unaudited)	Preceding year corresponding Year to-date 31 March 2014 RM'000 (audited)
Total comprehensive Income attributable to owners	5,653	1,318	7,676	1,111
Weighted average no. of ordinary shares in issue ('000)	437,468	361,538	437,468	361,538
Basic earnings	1.29	0.36	1.75	0.31

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16) Earning per Share (cont'd)

b) Diluted

	Individual Quarter Ended		Cumulative Quarter Ended	
	Current year Quarter 31 March 2015 RM'000 (unaudited)	Preceding year corresponding Quarter 31 March 2014 RM'000 (unaudited)	Current Year to-date 31 March 2015 RM'000 (unaudited)	Preceding year corresponding Year to-date 31 March 2014 RM'000 (audited)
Total comprehensive Income attributable to owners	5,653	1,318	7,676	1,111
Impact on Income Statement upon conversion of Warrants and Private Placement	-	-	-	-
Total	5,653	1,318	7,676	1,111
Weighted average no. of ordinary shares in issue ('000)	437,468	361,538	437,468	361,538
Adjustment for dilutive effect on Conversion of Warrants A ('000)	29,495	3,687	29,495	29,495
Adjustment for dilutive effect on Conversion of Warrants B ('000)	111,405	-	111,405	-
TOTAL	578,368	365,225	578,368	391,033
Diluted earnings per share (sen)	0.98	0.36	1.33	0.31

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 March 2014 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 May 2015.