



**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 2015.

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 2015 was not subject to any audit qualification. The auditor wish to draw attention on the emphasis of matter to the financial statements, which is disclosed as trade receivables of the Group due from government agencies, which had been outstanding for more than one year.

**3) Seasonal or Cyclical Factors**

The Group’s business operations for the current quarter ended 30 June 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 RM7.39 million is after accounting for RM0.63 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 30 June 2015.

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

For the current quarter ended 30 June 2015, 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 31 March 2015	476,660,771
Changes	
- Private Placement of shares	10,000,000
Enlarged Issued and Paid-up Share Capital	
As at 30 June 2015	<u><u>486,660,771</u></u>

**7) Dividend paid**

There were no dividends paid during the current quarter ended 30 June 2015



### 8) Segmental reporting

Segmental information for the Group by business segments for the cumulative quarter ended 30 June 2015

Division	Revenue RM'000 (unaudited)	Elimination RM'000 (unaudited)	Consolidation RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	9,086	-	9,086	286
PAS	439	(322)	118	(151)
WMS	790	(18)	772	97
TS	1,465	(5)	1,459	473
NSW	22,616	-	22,616	7,790
OTHERS	-	-	-	(1,109)
<b>TOTAL</b>	<b>34,396</b>	<b>(345)</b>	<b>34,051</b>	<b>7,386</b>

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 30 June 2015.

### 10) Contingent Liabilities

As at 30 June 2015, the Group's contingent liabilities are as follows:-

#### a) Bank guarantee

The Company has pledged a fixed deposit of RM3.81 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

RHB Investment Bank Berhad (RHBIBB) loan outstanding is RM31.8m and is 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 June 2015.



## 12) Subsequent Events

- a) On 9th July 2015, Audited Account for the Financial Year Ended 31 March 2015 was announced to Bursa Malaysia Securities Berhad.
- b) On 9th July 2015, Censof had entered into a share sale and purchase agreement with Paul Alistair Jennings, Matthew Edward Critchley, Simone Gross, Foo Chee Pin, Irine Lopez, Rhys Paul Brown, Lum Choong Eu, Gauri Thanasingam, Shanmugapriya Kanesan, Elavarasu Balasubramaniam and Lim Suan Kooi (shall be collectively known as the "Vendors") and Asian Business Software Solutions Pte Ltd ("ABSS") to acquire 306,000 shares held by the Vendors in ABSS, which represent fifty one percent (51%) equity interest of the issued and paid-up share capital of ABSS, for an aggregate purchase price of SGD10.0 million to be fully settled in cash.
- c) On 13th July 2015, an announcement was made by the Company in relation to the "Proposed Private Placement". The proceeds originally earmarked as per announcement dated 12 November 2014 for part payment for the undertakings of Dagang Nexchange Berhad's ("DNEX") rights shares will be reallocated for part finance of the proposed acquisition of fifty one percent (51%) equity interest of Asian Business Software Solutions Pte Ltd.
- d) On 31st July 2015, the Notice of Seventh Annual General Meeting was announced to the
- e) On 3rd August 2015, Annual Report for the Financial Year Ended 31 March 2015 was mailed to the shareholders.

## 13) Significant related party transaction

- a) Identities of related parties:  
 The Company has related party relationships with:
  - (i) an entity controlled by certain key management personnel; and
  - (ii) the directors and certain members of senior management of the Company who are the key management personnel.
- b) The Company carried out the following significant transaction with its related parties during the financial quarter:-

	<b>Current Quarter 30 June 2015 RM</b>	<b>Cumulative Quarter 30 June 2015 RM</b>
Related parties		
Office rental*	128,850	128,850
Sales	22,400	22,400
Purchases	22,400	22,400
Royalty payment	360,000	360,000
Key Management Personnel		
Short term employee benefit	2,607,355	2,607,355

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 and Ang Hsin Hsien.



**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 RM34.05 million for the current quarter under review compared to the previous year's corresponding quarter revenue of RM31.52 million. The higher revenue for the current quarter as compared to the previous year's corresponding quarter was due to the higher contribution from the NSW segment.

The Group recorded a profit before taxation of RM7.39 million for the current quarter compared to the previous year's corresponding quarter profit before taxation of RM6.72 million, again this was due to the higher contribution from the NSW segment

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

Division	Current Quarter 30 June 2015		Preceding Quarter 30 June 2014	
	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)	Revenue RM'000 (unaudited)	Profit/(Loss) Before Tax RM'000 (unaudited)
FMS	9,086	286	7,581	1,427
PAS	118	(151)	908	7
WMS	772	97	555	90
TS	1,459	473	1,888	338
NSW	22,616	7,790	20,592	6,510
OTHERS	-	(1,109)	-	(1,656)
<b>TOTAL</b>	<b>34,051</b>	<b>7,386</b>	<b>31,524</b>	<b>6,716</b>

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

Same as above.

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

The Group registered a revenue and profit before taxation of RM49.59 million and RM10.93 million for the immediate preceding quarter ended 31 March 2015 against a revenue of RM34.05 million and profit before taxation of RM7.39 million for the current quarter under review. The decrease for the current quarter was due to lower contribution from the FMS segment. This was due to, in the preceding quarter there were more GST business revenue and also large billing milestones were achieved from current projects.

**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 and the Group will continue to leverage on its existing client-base and established presence in the trade facilitation (B2G) business. At the same time, the Group is also firming up its services and broadening its product range in B2B segment of its e-commerce services both domestically and regionally 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:

	<b>Current Quarter 30 June 2015 RM'000</b>	<b>Cumulative Quarter 30 June 2015 RM'000</b>
Current tax	1,976	1,976

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 30 June 2015 are as follows:

	<b>RM'000</b>
<b>Short-term borrowings</b>	
Hire purchase	105
Project financing	13,864
Term loan	50,411
	<u>64,380</u>
<b>Long-term borrowings</b>	
Hire purchase	965
Term loan	10,788
	<u>11,753</u>
<b>Total</b>	<u><u>76,133</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 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 repayments.

**c) Private Placement**

On 12 December 2014, Bursa Malaysia Securities Berhad 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
22/04/2015	0.400	10,000,000	4,000,000	27/04/2015
		<b>35,000,000</b>	<b>14,375,000</b>	

There is a balance of 10 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.

The utilisation of proceeds which originally allocated for the subscription of DNEX Right Issue is now reallocated to part finance the proposed acquisition of fifty one percent (51%) equity interest of Asian Business Software Solutions Pte Ltd ("Proposed Acquisition").

Bursa Malaysia Securities Berhad had, vide its letter dated 11 June 2015, approved the application for an extension of time of six (6) months from 12 June 2015 until 11 December 2015 to complete the implementation of the Proposed Private Placement.



**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 30 June 2015.

**14) Additional Information**

Profit/ (loss) before taxation is arrived at after charging/ (crediting):

	<b>Current Quarter 30 June 2015 RM'000</b>	<b>Cumulative Quarter 30 June 2015 RM'000</b>
Interest Income	745	745
Foreign Exchange Gain/ (loss)	-	-
Finance Costs*	1,345	1,345
Depreciation and Amortisation	1,605	1,605
* finance cost pertaining to the acquisition of DNex shares.	634	634

**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.

	<b>As at 30 June 2015 RM'000 (unaudited)</b>	<b>As at 30 June 2014 RM'000 (audited)</b>
Total Retained Profits of the Company and its subsidiaries		
- Realized	53,069	40,491
- Unrealized	-	-
	<u>53,069</u>	<u>40,491</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 30 June 2015 RM'000 (unaudited)	Preceding year corresponding Quarter 30 June 2014 RM'000 (unaudited)	Current Year to-date 30 June 2015 RM'000 (unaudited)	Preceding year corresponding Year to-date 30 June 2014 RM'000 (audited)
Total comprehensive Income attributable to owners	838	1,710	838	1,710
Weighted average no. of ordinary shares in issue ('000)	485,921	402,071	485,921	402,071
<b>Basic earnings</b>	<b>0.17</b>	<b>0.43</b>	<b>0.17</b>	<b>0.43</b>

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

**b) Diluted**

	Individual Quarter Ended		Cumulative Quarter Ended	
	Current year Quarter 30 June 2015 RM'000 (unaudited)	Preceding year corresponding Quarter 30 June 2014 RM'000 (unaudited)	Current Year to-date 30 June 2015 RM'000 (unaudited)	Preceding year corresponding Year to-date 30 June 2014 RM'000 (audited)
Total comprehensive Income attributable to owners	838	1,710	838	1,710
Impact on Income Statement upon conversion of Warrants and Private Placement	-	-	-	-
<b>Total</b>	<b>838</b>	<b>1,710</b>	<b>838</b>	<b>1,710</b>
Weighted average no. of ordinary shares in issue ('000)	485,921	402,071	485,921	402,071
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	-
<b>TOTAL</b>	<b>626,821</b>	<b>431,566</b>	<b>626,821</b>	<b>431,566</b>
<b>Diluted earnings per share (sen)</b>	<b>0.13</b>	<b>0.40</b>	<b>0.13</b>	<b>0.40</b>

**17) Authorisation for issue**

The interim financial statements were authorised for release by the Board of Directors as per the Board Meeting held on 28 August 2015.