



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

Unaudited Condensed Consolidated Financial Statement for the Financial Year 2017
Fourth Quarter Ended 31 March 2017



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2017

	UNAUDITED INDIVIDUAL QUARTER		UNAUDITED CUMULATIVE PERIOD	
	3 Months Ended 31/03/2017 RM'000	3 Months Ended 31/03/2016 RM'000 (Restated)	12 Months Ended 31/03/2017 RM'000	12 Months Ended 31/03/2016 RM'000 (Restated)
Revenue	17,170	48,703	146,568	165,041
Cost of sales	(18,377)	(21,604)	(81,012)	(58,268)
Gross profit/(loss)	(1,207)	27,099	65,556	106,773
Other income	130	1,116	2,568	3,943
Administrative expenses	(2,535)	(15,712)	(53,081)	(59,390)
Other expenses *	(9,595)	(24,443)	(31,080)	(35,429)
Results from operating activities	(13,207)	(11,940)	(16,037)	15,897
Finance costs	(1,720)	(1,477)	(6,153)	(5,633)
Profit/(Loss) before share of associates result	(14,927)	(13,417)	(22,190)	10,264
Share of associates result	4,290	291	102,065	-
Profit/(Loss) before tax and zakat	(10,637)	(13,126)	79,875	10,264
Income tax expense	(588)	(1,582)	(5,345)	(9,171)
Net Profit/(Loss) for the financial period	(11,225)	(14,708)	74,530	1,093
Other comprehensive income	404	-	404	423
Total comprehensive income for the financial period	(10,821)	(14,708)	74,934	1,516
Net profit /(loss) attributable to:				
Equity holders of the Company	(12,314)	(19,853)	13,259	(13,930)
Non-controlling interests	1,089	5,145	61,271	15,023
	(11,225)	(14,708)	74,530	1,093
Total comprehensive income attributable to:				
Equity holders of the Company	(11,910)	(19,853)	13,663	(13,507)
Non-controlling interests	1,089	5,145	61,271	15,023
	(10,821)	(14,708)	74,934	1,516
(Loss)/earnings per share attributable to equity holders of the Company:				
Basic (sen)	(2.45)	(4.03)	2.64	(2.83)
Diluted (sen)	N/A	N/A	2.06	N/A

* - Inclusive of the loss of derecognition of a subsidiary upon the disposal of DNeX Shares amounting to RM15.96 million.

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2016.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2017

	UNAUDITED As At 31/03/2017 RM'000	UNAUDITED As At 31/03/2016 RM'000 (Restated)	AUDITED As At 01/04/2015 RM'000
ASSETS			
Non-current assets			
Plant and equipment	2,415	23,712	16,252
Intangible assets	25,245	33,191	17,980
Goodwill	29,019	67,167	44,703
Investments	100	4,272	100
Investment in Associates	96,877	-	-
Trade receivables	-	-	19,221
Other receivables, deposits and prepayments	-	-	2,807
	153,656	128,342	101,063
Current assets			
Inventories	53	61	-
Amount owing by contract customers	18,717	25,539	30,720
Trade receivables	36,726	101,205	92,965
Other receivables, deposits and prepayments	18,172	71,457	24,889
Amount owing by a related party	-	-	6,671
Deferred expenses	-	148	-
Tax refundable	584	1,863	2,353
Fixed deposits placed with licensed banks	6,725	10,502	64,798
Cash and bank balances	5,749	18,041	16,151
	86,726	228,816	238,547
TOTAL ASSETS	240,382	357,158	339,610
EQUITY AND LIABILITIES			
Equity attributable to Equity Holders			
Share capital	50,170	50,170	47,666
Share premium	50,379	50,379	45,384
Treasury shares	(91)	-	-
Merger deficit	(12,300)	(12,300)	(12,300)
Retained profits	56,528	41,939	52,231
Foreign exchange translation reserves	423	103	(320)
	145,109	130,291	132,661
Non-controlling interests	10,722	73,409	81,536
Total equity	155,831	203,700	214,197



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2017 (Continued)**

	UNAUDITED As At 31/03/2017 RM'000	UNAUDITED As At 31/03/2016 RM'000 (Restated)	AUDITED As At 01/04/2015 RM'000
Non-current liabilities			
Long term borrowings	28,457	44,611	16,377
Deferred income	-	-	3,042
Deferred taxation	2,304	3,463	2,769
	<u>30,761</u>	<u>48,074</u>	<u>22,188</u>
Current liabilities			
Trade payables	6,043	9,133	6,653
Other payables and accruals	8,513	40,422	20,332
Amount owing to a related party	-	-	1,007
Short term borrowings	23,549	41,046	63,160
Deferred income	4,272	6,720	4,345
Bank overdrafts	7,200	3,582	4,755
Provision for taxation	4,213	4,481	2,973
	<u>53,790</u>	<u>105,384</u>	<u>103,225</u>
Total liabilities	<u>84,551</u>	<u>153,458</u>	<u>125,413</u>
TOTAL EQUITY AND LIABILITIES	<u>240,382</u>	<u>357,158</u>	<u>339,610</u>
Net assets per share attributable to ordinary equity holders of the Company (sen)	28.92	26.47	26.44

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2016.



CENSO HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2017**

	←————— Attributable to Equity Holders of the Company —————→								
	←————— Non-Distributable			—————→ Distributable					
	Share Capital	Share Premium	Treasury Shares	Merger Deficit	Translation Reserve	Retained Profits	Attributable to Owners of the Company	Non-controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
(UNAUDITED)									
At 1 April 2016, restated	50,170	50,379	-	(12,300)	103	41,939	130,291	73,409	203,700
Profit after taxation	-	-	-	-	-	13,259	13,259	61,271	74,530
Other comprehensive income for the financial year:									
- Foreign currency translation differences	-	-	-	-	404	-	404	-	404
Total comprehensive income for the financial year	-	-	-	-	404	13,259	13,663	61,271	74,934
Contributions by and distributions to owners of the Company:									
Changes in ownership interest in subsidiaries	-	-	-	-	-	1,330	1,330	(117,079)	(115,749)
Effects of change in stake	-	-	-	-	(84)	-	(84)	-	(84)
Dividend paid by subsidiaries to NCI	-	-	-	-	-	-	-	(6,879)	(6,879)
Treasury shares	-	-	(91)	-	-	-	(91)	-	(91)
At 31 March 2017	50,170	50,379	(91)	(12,300)	423	56,528	145,109	10,722	155,831

* - Pursuant to subsection 618(3) of the Companies Act 2016 ("New Act"), the Company may transfer the share premium account of RM50.38 million to the share capital account and exercise its right to use the amount within 24 months after the commencement of the New Act effective from 31 January 2017.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2017 (Continued)**

	←————— Attributable to Equity Holders of the Company —————→						Attributable to Owners of the Company	Non- controlling Interest	Total Equity
	Share Capital	Share Premium	Treasury Shares	Merger Deficit	Translation Reserve	Retained Profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
(AUDITED)						(Restated)			
At 1 April 2015	47,666	45,384	-	(12,300)	(320)	52,231	132,661	81,536	214,197
Total comprehensive income	-	-	-	-	423	(13,930)	(13,507)	15,023	1,516
Contributions by and distributions to owners of the Company:									
Changes in ownership interest in subsidiaries that do not result in loss of control	-	-	-	-	-	3,638	3,638	(3,638)	-
Acquisition of subsidiary	-	-	-	-	-	-	-	7,250	7,250
Issuance of shares:									
- Issue of share of a subsidiary to NCI	-	-	-	-	-	-	-	(20)	(20)
- Private placement	2,000	4,250	-	-	-	-	6,250	-	6,250
- Conversion of RCN	504	745	-	-	-	-	1,249	-	1,249
Dividends:									
- By subsidiaries to NCI	-	-	-	-	-	-	-	(3,455)	(3,455)
- Selective capital reduction and repayment	-	-	-	-	-	-	-	(23,287)	(23,287)
Total Transaction with Owners	2,504	4,995	-	-	-	3,638	11,137	(23,150)	(12,013)
At 31 March 2016, restated	50,170	50,379	-	(12,300)	103	41,939	130,291	73,409	203,700

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2016.



CENSO HOLDINGS BERHAD

(Company No. 828269-A)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2017

	UNAUDITED 12 Months Ended 31/03/2017 RM'000	UNAUDITED 12 Months Ended 31/03/2016 RM'000 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	79,875	10,264
Adjustments for:		
Amortisation of intangible assets	3,584	5,390
Depreciation of plant and equipment	(568)	10,305
Interest expense	50	6,096
Gain on disposal of plant and equipment	(1)	(1)
Impairment losses on trade and other receivables	-	21,150
Interest income	-	(1,515)
Loss on derecognition and disposal of a subsidiary	18,678	-
Gain on disposal of warrant	(2,745)	-
Share of results from an associate	(102,065)	-
Unrealised gain on foreign exchange	-	(178)
Operating profit before working capital changes	(3,192)	51,511
Changes in working capital:		
Amount owing by contract customers	6,822	(2,086)
Inventories	8	6
Trade and other receivables	53,352	(44,159)
Trade and other payables	(1,304)	19,019
Deferred income	(2,449)	(2,511)
Amount owing to related party	-	5,664
Income tax refund/(paid)	(5,719)	(10,662)
Interest received	-	1,157
Finance cost	(50)	(5,568)
Net Operating Cash Flows	47,468	12,371
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in subsidiary, net cash & cash equivalent	(74,868)	(27,914)
Disposal of subsidiary, net cash & cash equivalent	44,725	-
Dividends received	1,554	-
Purchase of plant and equipment	466	(17,371)
Short-term investment	74	-
Purchase of other investments	(1,246)	-
Proceeds from disposal of asset	1	3
Proceeds from disposal of warrant	2,745	-
Selective Capital Repayment	-	(23,287)
Intangible assets paid	1,219	(5,385)
Net Investing Cash Flows	(25,330)	(73,954)



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2017 (Continued)**

	UNAUDITED	UNAUDITED
	12 Months	12 Months
	Ended	Ended
	31/03/2017	31/03/2016
	RM'000	RM'000
		(Restated)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid to non-controlling interests	(7,149)	(3,475)
Drawdown of term loans / hire purchase	29,330	65,166
Placement of pledged deposits and restricted cash	-	(5,232)
- private placement	-	6,250
- conversion of RCN	-	1,249
Purchase of treasury shares	(91)	-
Repayment of hire purchase obligations	(209)	(147)
Repayment of term loan	(54,420)	(58,899)
Net Financing Cash Flows	(32,539)	4,912
Net change in cash and cash equivalents	(10,401)	(56,671)
Effect of exchange rate changes	-	206
Cash and cash equivalents at the beginning of the financial year	10,464	66,929
Cash and cash equivalents at the end of the financial year	63	10,464
Analysis of Cash and Cash Equivalents		
Fixed deposits placed with licensed banks	6,725	10,428
Short term investments	-	74
Cash and bank balances	5,749	18,041
Bank overdrafts	(7,200)	(3,582)
	5,274	24,961
Less: Fixed deposits pledged as security	(5,211)	(14,497)
Total	63	10,464

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2016.



CENSO HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART A – EXPLANATORY NOTES AS PER FINANCIAL REPORTING STANDARD ("FRS") 134 INTERIM FINANCIAL REPORTING

A1. BASIS OF PREPARATION

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134 - Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 March 2016. These explanatory notes attached to the interim financial report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 March 2016.

A2. CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted by the Group in the quarterly financial statements are consistent with those adopted in the financial statements for financial year ended 31 March 2016. The Group has not applied in advance the following accounting standards and/or interpretations (*including the consequential amendments, if any*) that have been issued by the Malaysian Accounting Standard Board ("MASB") but are not yet effective for the current financial period:

MFRSs

MFRS 14 Regulatory Deferral Accounts

Amendments to MFRSs and/or IC Interpretations

MFRS 5	Annual Improvements to MFRSs 2012 – 2014 Cycle
MFRS 7	Annual Improvements to MFRSs 2012 – 2014 Cycle
MFRS 10, MFRS 12 & MFRS 128 (2011)	Investment Entities – Applying the Consolidation Exception
MFRS 11	Accounting for Acquisitions of Interests in Joint Operations
MFRS 101	Presentation of Financial Statements – Disclosure Initiative
MFRS 116 & MFRS 138	Clarification of Acceptable Methods of Depreciation and Amortisation
MFRS 116 & MFRS 141	Agriculture – Bearer Plants
MFRS 119	Annual Improvements to MFRSs 2012 – 2014 Cycle
MFRS 127 (2011)	Equity Method in Separate Financial Statements
MFRS 134	Annual Improvements to MFRSs 2012 – 2014 Cycle

The adoption of the above accounting standards and interpretations (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

A3. AUDIT REPORT

The auditors' report on the Group's annual financial statements for the financial year ended 31 March 2016 was qualified on the basis of long outstanding amount of approximately RM6.7 million due from contract customers relating to government agency that impairment loss adjustment should be made.



CENSOF HOLDINGS BERHAD

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INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART A – EXPLANATORY NOTES AS PER FINANCIAL REPORTING STANDARD ("FRS") 134 INTERIM FINANCIAL REPORTING

A4. SEASONAL OR CYCLICAL FACTORS

The operations of the Group were not significantly affected by any seasonal or cyclical factors during the financial year under review.

A5. UNUSUAL SIGNIFICANT ITEMS

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the financial year under review.

A6. CHANGES IN ESTIMATES

There were no major changes in estimates that have a material effect for the current quarter ended 31 March 2017.

A7. DEBT AND EQUITY SECURITIES

There were no other issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the financial year under review.

A8. DIVIDEND PAID

There was no payment of dividend in the current quarter.

A9. SEGMENTAL REPORTING

12 months ended 31 March 2017 (Current Financial Year)

Division	Revenue RM'000	Elimination RM'000	Consolidation RM'000	Profit/(Loss) Before Tax RM'000
FMS - G	25,175	-	25,175	(14,442)
PAS	794	(513)	281	(910)
WMS	5,271	-	5,271	1,440
TS	12,481	-	12,481	3,382
NSW	84,257	-	84,257	109,929
FMS - C	19,103	-	19,103	3,926
OTHERS	7,651	(7,651)	-	(23,450)
TOTAL	154,732	(8,164)	146,568	79,875

FMS – G : Financial Management Solution – Government

PAS : Payment Aggregation Solutions

WMS : Wealth Management Solutions

TS : Training Solutions

NSW : National Single Window

FMS – C : Financial Management Solution – Commercial



CENSOF HOLDINGS BERHAD

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INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART A – EXPLANATORY NOTES AS PER FINANCIAL REPORTING STANDARD ("FRS") 134 INTERIM FINANCIAL REPORTING

A10. SIGNIFICANT SUBSEQUENT EVENTS

- 1) On 13 April 2017, the Company disposed of 11,861,000 ordinary shares of Dagang Nexchange (DNeX) at price of RM 0.43 per DNeX share via a Direct Business Transaction ("DBT"). The sales proceed was mainly used for paying principal and interest for a loan facility. Consequently, the Company's equity interest in DNeX was further decreased from 17.94% to 17.25% in DNeX.
- 2) On 8 May 2017, the Company is pleased to announce that its wholly-owned subsidiary, Century Software (Malaysia) Sdn Bhd has accepted a Letter of Award from Lembaga Hasil Dalam Negeri Malaysia on same day for a contract named "Kontrak LHDNM BIL. 57/2017: Perkhidmatan Penyelenggaraan Aplikasi, Perkakasan Dan Pembaharuan Lesen Sistem Perakaunan Hasil (eRAS) Di Lembaga Hasil Dalam Negeri Malaysia" for a total contract sum of RM7,500,000.
- 3) On 17 May 2017, the Company acquired a 100% equity interest in Compuidtech Sdn Bhd ("CSB") for a total purchase considerations of RM20,000. The paid-up capital is RM2.00 comprising 2 ordinary shares of RM1.00 each. The Company subscribed for the entire issued and paid-up share capital of CSB in cash.

A11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group for the current quarter ended 31 March 2017.

A12. CHANGES IN CONTINGENT LIABILITIES

As at 31 March 2017, the Group's contingent liabilities are as follows:-

- (a) Bank Guarantee
The Company has pledged a fixed deposit of RM4.78 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 crystallise as the project is anticipated to be completed based on the extended timeline agreed with the customer.
- (d) Term Loans
 - (i) Kenanga Investment Bank Berhad loan outstanding is RM31.8 million, secured by way of 304,112,731 DNex shares.
 - (ii) RHB Bank Berhad loan outstanding is RM12.0 million, secured by way of 306,000 ABSS Pte Ltd shares.



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INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART A – EXPLANATORY NOTES AS PER FINANCIAL REPORTING STANDARD ("FRS") 134 INTERIM FINANCIAL REPORTING

A13. CAPITAL COMMITMENTS

The Group does not have any material commitment for capital expenditure for the current quarter ended 31 March 2017.

A14. SIGNIFICANT RELATED PARTY TRANSACTION

(a) Identifies of related parties:

The Company has related party relationship 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 year under review:-

	3 Months Ended 31/03/2017 RM'000	12 Months Ended 31/03/2017 RM'000
Related Parties		
Office rental *	111	406
Key Management Personnel		
Fees	186	743
Non-fee emoluments	729	2,915

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.*



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART B - EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1. OPERATING SEGMENTS REVIEW

REVIEW OF PERFORMANCE AGAINST PREVIOUS YEAR CORRESPONDING PERIOD

The Group registered revenue of RM17.17 million for the current quarter under review compared to the previous year's corresponding quarter revenue of RM48.70 million. The lower revenue for the current quarter as compared to the previous year's corresponding quarter was due to the cessation of revenue recognition upon the derecognition of NSW segment as subsidiary in 2Q17.

The Group recorded a loss before taxation of RM10.64 million for the current quarter compared to the previous year's corresponding quarter loss before taxation of RM13.13 million after take into consideration of prior year adjustment as disclosed in Note B19. The loss recorded in current quarter was mainly due to the impairment loss on trade receivables of approximately RM2.22 million, coupled with the amortisation on fair value adjustment in relation to intangible assets of approximately RM2.95 million.

For the current year to date, revenue decreased by 11.2% to RM146.57 million. The lower revenue was mainly due to lower contribution from the FMS-G Segment and non-recognition of revenue under NSW segment in third and fourth quarter.

For the current year to date, profit before taxation increased to RM79.88 million, again this was due to the significant contribution from NSW segment and the profit sharing from an associate company. However, the profit before taxation was partially offset by the loss of derecognition of a subsidiary upon the disposal of DNeX shares amounting to RM15.96 million, coupled with the impairment loss on trade receivables of approximately RM2.2 million and amortization on fair value adjustment in relation to intangible assets.

Tabulated below is the Group's segmental breakdown by operating divisions of the revenue and profit/(loss) before taxation:-

	UNAUDITED CUMULATIVE PERIOD		UNAUDITED CUMULATIVE PERIOD	
	3 Months Ended 31/03/2017 RM'000	3 Months Ended 31/03/2016 RM'000 (Restated)	12 Months Ended 31/03/2017 RM'000	12 Months Ended 31/03/2016 RM'000 (Restated)
REVENUE				
FMS - G	4,981	10,186	25,175	38,884
PAS	(477)	1,522	281	2,577
WMS	1,747	1,055	5,271	5,142
TS	5,528	3,595	12,481	10,409
NSW	-	26,894	84,257	100,454
FMS - C	5,391	5,451	19,103	7,575
OTHERS	-	-	-	-
	17,170	48,703	146,568	165,041



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 MARCH 2017

PART B - EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1. OPERATING SEGMENTS REVIEW (Continued)

UNAUDITED CUMULATIVE PERIOD		UNAUDITED CUMULATIVE PERIOD	
3 Months Ended 31/03/2017	3 Months Ended 31/03/2016	12 Months Ended 31/03/2017	12 Months Ended 31/03/2016
RM'000	RM'000	RM'000	RM'000
	(Restated)		(Restated)

PROFIT/(LOSS) BEFORE TAX

FMS - G	(14,643)	(20,104)	(14,442)	(17,401)
PAS	(483)	230	(910)	40
WMS	626	(131)	1,440	1,311
TS	1,760	1,419	3,382	3,290
NSW	4,289	5,977	109,929	26,600
FMS - C	(873)	2,145	3,926	3,612
OTHERS	(1,313)	(2,662)	(23,450) *	(7,188)
	(10,637)	(13,126)	79,875	10,264

* Inclusive of the loss of derecognition of a subsidiary upon the disposal of DNeX Shares amounting to RM15.96 million.

B2. MATERIAL CHANGES IN CURRENT QUARTER'S RESULT AS COMPARED TO PRECEDING QUARTER

UNAUDITED CURRENT QUARTER		UNAUDITED PRECEDING QUARTER	
3 Months Ended 31/03/2017	3 Months Ended 31/12/2016	3 Months Ended 31/03/2017	3 Months Ended 31/12/2016
RM'000	RM'000	RM'000	RM'000

	REVENUE		PROFIT/(LOSS) BEFORE TAX	
FMS - G	4,981	7,970	(14,643)	(1,409)
PAS	(477)	35	(483)	(259)
WMS	1,747	1,186	626	466
TS	5,528	1,192	1,760	80
NSW	-	-	4,289	4,409
FMS - C	5,391	4,258	(873)	1,946
OTHERS	-	-	(1,313)	(1,188)
	17,170	14,641	(10,637)	4,045

The Group recorded higher revenue of RM17.17 million for the current quarter as compared to RM14.64 million in the preceding quarter mainly due to higher revenue recognition in TS Segment.

However, the decrease of the profit before taxation was mainly due to impairment loss on trade receivables of RM2.22 million in both FMS-G and TS Segment, coupled with the amortisation on fair value adjustment in intangible assets under FMS-C Segment of approximately RM2.95 million.



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B3. BUSINESS PROSPECTS

The Board is cautious on the intense ICT market competition for government tenders and remain vigilant on capital spending to ensure the performance is sustainable based on the following initiatives:-

- (i) **FMS – G Segment**
This segment is actively bidding for new contracts involving Government and Local Council projects and also expanding to newer sources of revenue. On-going projects are being executed on design effectiveness.
- (ii) **PAS Segment**
This segment is continuously enhancing the product capabilities to build a more dynamic payment and collection solutions gateways.
- (iii) **WMS Segment**
The WMS Segment's earnings are expected to further improve as work progress for existing projects will accelerate with better implementation activities.
- (iv) **TS Segment**
This segment is continuously collaboration with local universities and states center of excellence for training to further enhance the earnings stream.
- (v) **FMS – C Segment**
This segment is continuously improved and performs product extensions to attract new customer base and the positive contribution from this segment is expected to continue.

B4. STATEMENT OF THE BOARD OF DIRECTORS' OPINION ON ACHIEVEABILITY OF FINANCIAL ESTIMATE, FORECAST, PROJECTION AND INTERNAL TARGETS PREVIOUSLY ANNOUNCED

This is not applicable to the Group.

B5. FINANCIAL ESTIMATE, FORECAST OR PROJECTION / PROFIT GUARANTEE

There was no financial estimate, forecast or projection and profit guarantee issued by the Group.

B6. TAXATION

Taxation comprises the following:

	3 Months Ended 31/03/2017 RM'000	12 Months Ended 31/03/2017 RM'000
Current tax	588	5,345



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B7. 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.

B8. PURCHASE AND/OR DISPOSAL OF QUOTED SECURITIES

The shareholdings in DNeX by the Company are 17.94% and there was no disposal of quoted securities by the Group during the current quarter under review.

B9. GROUP BORROWINGS

The details of the Group borrowings are as follows:

	As at 31/03/2017 Total RM'000
Short term borrowings	
- Hire purchase	156
- Project financing	7,453
- Term loans	15,940
- Bank overdrafts	7,200
	<u>30,749</u>
Long term borrowings	
- Hire purchase	597
- Term loans	27,860
	<u>28,457</u>

The project financing is secured by way of Debenture and Deed of Assignment of all contract proceeds. The term loans are secured by pledging of shares by the Company's major shareholders, Saas Global Sdn Bhd.



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B10. 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.

Date	No of Warrants	No of Shares Issues	Proceeds RM	Listing Date
14 August 2013	10,000,000	10,000,000	4,600,000	15 August 2013
19 September 2013	3,527,800	3,527,800	1,622,788	20 September 2013
30 October 2013	1,875	1,875	863	31 October 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 purpose.

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.

Date	No of Warrants	No of Shares Issues	Proceeds RM	Listing Date
2 December 2014	7,500	7,500	3,450	3 December 2014

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.

(a) Private Placement

On 12 December 2014, Bursa Malaysia Securities Berhad have approved the listing an 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.

To-date, a total of 45 million new ordinary shares have been issued under the Private Placement exercise with gross proceed of RM16.62 million received.



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B11. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

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

B12. DERIVATIVES FINANCIAL INSTRUMENTS

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

B13. MATERIAL LITIGATION

As at 23 May 2017, being 7 days prior to the date of this report, there has been no material litigation pending of which the value exceeds 5% of the Group's net tangible assets.

B14. DIVIDEND

No interim dividend has been declared for the current quarter under review.

B15. (LOSS) / EARNINGS PER SHARE

Basic (loss) / earnings per share

The basic earnings per share has been calculated by dividing the net profit for the financial year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue.

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	3 Months Ended 31/03/2017	3 Months Ended 31/03/2016 (Restated)	12 Months Ended 31/03/2017	12 Months Ended 31/03/2016 (Restated)
Net profit/(loss) attributable to ordinary equity holders of the Company (RM'000)	(12,314)	(19,853)	13,259	(13,930)
Number of ordinary shares in issue ('000)	501,703	492,259	501,703	492,259
Basic (loss)/earnings per share (sen)	<u>(2.45)</u>	<u>(4.03)</u>	<u>2.64</u>	<u>(2.83)</u>



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B15. (LOSS) / EARNINGS PER SHARE (Continued)

Diluted earnings per share

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	3 Months Ended 31/03/2017	3 Months Ended 31/03/2016 (Restated)	12 Months Ended 31/03/2017	12 Months Ended 31/03/2016 (Restated)
Net profit/(loss) attributable to ordinary equity holders of the Company (RM'000)	(12,314)	(19,853)	13,259	(13,930)
<u>Weighted average ('000)</u>				
Number of ordinary shares in issue	501,703	492,259	501,703	492,259
Adjustment for dilutive effect on Conversion of Warrants A	29,495	29,495	29,495	29,495
Adjustment for dilutive effect on Conversion of Warrants B	111,405	111,405	111,405	111,405
	<u>642,603</u>	<u>633,159</u>	<u>642,603</u>	<u>633,159</u>
Basic earnings per share (sen)	<u>N/A*</u>	<u>N/A*</u>	<u>2.06</u>	<u>N/A*</u>

* The diluted loss per share was not presented as there is an anti-dilutive effect arising from the assumed conversion of the Warrant-A and Warrant-B.

B16. DISCLOSURE OF REALISED AND UNREALISED PROFITS

On 25 March 2010, Bursa Malaysia Securities Berhad (“Bursa Securities”) issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of the Bursa Securities Main Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the unappropriated profits or accumulated losses as at the end of the reporting period, into realised and unrealised profit or losses.

On 20 December 2010, Bursa Securities further issued guidance on the disclosure and the format required.

The breakdown of the retained profits of the Group as at 31 March 2017, into realised and unrealised profits, pursuant to the directive, is as follows:



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B16. DISCLOSURE OF REALISED AND UNREALISED PROFITS (Continued)

	As at 31/03/2017 RM'000	As at 31/03/2016 RM'000 (Restated)
Total retained profits of the Group		
- Realised	58,923	48,619
- Unrealised	(2,395)	775
Total Group's retained profits as per consolidated account	<u>56,528</u>	<u>49,394</u>

The determination of realised and unrealised profits is compiled based on the Guidance of Special Matter No.1, *Determination of Realised and Unrealised Profit or Losses in the Context of Disclosure Pursuant to Bursa Securities Listing Requirements*, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements as stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

B17. NOTES TO THE CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Total comprehensive income for the financial year was derived after charging/(crediting) the following items:

	3 Months Ended 31/03/2017 RM'000	12 Months Ended 31/03/2017 RM'000
Depreciation and amortisation	4,686	13,175
Finance costs	1,720	6,153
Interest income	(95)	(240)
Impairment loss on trade receivables	2,222	2,222
Loss on derecognition of a subsidiary	-	15,963

Other than as disclosed above, the Group does not have any material items that were recognised as profit/loss in the Consolidated Statements of Comprehensive Income.



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B18. COMPARATIVE FIGURE

Prior Year Adjustment

A prior year adjustment has been made in relation to the impairment loss on amount due from a contract customer of approximately RM6.7 million based on fundamental judgment made in the financial year ended 31 March 2016. The amount due from a contract customer has been restated with its corresponding adjustments to the retained earnings for the financial year ended 31 March 2016.

As a result of the above prior year adjustments, corresponding treatments have been made to the statement of changes in equity and statement of cash flows.

The effects of the said adjustments are detailed below:

	As Previously Reported RM'000	Prior Year Adjustment RM'000	As Restated RM'000
Statement of financial position			
As at 31 March 2016			
Amount due from contract customers	32,278	(6,739)	25,539
Retained Earnings	48,678	(6,739)	41,939
Statement of comprehensive income for the financial year ended 31 March 2016			
Other expenses	28,690	6,739	35,429
Net profit /(loss) attributable to: Equity holders of the Company	(7,191)	(6,739)	(13,930)

B19. AUTHORISATION FOR ISSUE

The interim financial statements were authorized for release by the Board of Directors as per the Board Meeting held on 30 May 2017.