



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

Unaudited Condensed Consolidated Financial Statement for the Financial Year 2019
Third Quarter Ended 31 December 2018



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2018**

	UNAUDITED		UNAUDITED	
	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	3 Months Ended 31/12/2018 RM'000	3 Months Ended 31/12/2017 RM'000	9 Months Ended 31/12/2018 RM'000	9 Months Ended 31/12/2017 RM'000
Revenue	15,177	22,049	48,803	64,387
Cost of sales	(8,295)	(15,042)	(25,336)	(41,440)
Gross profit	6,882	7,007	23,467	22,947
Other income	368	1,222	769	3,208
Administrative expenses	(7,606)	(7,170)	(23,639)	(21,386)
Other expenses	(247)	(935)	(1,342)	(2,850)
Results from operating activities	(603)	124	(745)	1,919
Finance costs	(906)	(807)	(2,775)	(2,713)
Loss before share of associates result	(1,509)	(683)	(3,520)	(794)
Share of associates result	1,622	2,113	5,452	6,771
Profit before tax and zakat	113	1,430	1,932	5,977
Income tax expense	(298)	(458)	(255)	(967)
Net (loss)/profit for the financial period	(185)	972	1,677	5,010
Other comprehensive income	(1)	(491)	(1,084)	(813)
Total comprehensive income for the financial period	(186)	481	593	4,197
Net (loss)/profit attributable to:				
Equity holders of the Company	219	1,366	2,418	4,861
Non-controlling interests	(404)	(394)	(741)	149
	(185)	972	1,677	5,010
Total comprehensive income attributable to:				
Equity holders of the Company	841	937	1,935	4,279
Non-controlling interests	(1,027)	(456)	(1,342)	(82)
	(186)	481	593	4,197
Earnings per share attributable to equity holders of the Company:				
Basic (sen)	0.04	0.27	0.48	0.97
Diluted (sen)	0.04	0.22	0.39	0.79

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2018.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018**

	UNAUDITED	AUDITED
	As At 31/12/2018 RM'000	As At 31/03/2018 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	2,171	1,620
Intangible assets	20,338	20,738
Goodwill	28,638	29,039
Investments	100	100
Investment in associate	98,062	92,352
Deferred tax asset	127	-
	149,436	143,849
Current assets		
Inventories	41	34
Amount owing by contract customers	-	397
Trade receivables	14,581	39,889
Other receivables, deposits and prepayments	14,728	7,799
Tax refundable	760	1,093
Fixed deposits placed with licensed banks	3,996	4,533
Short-term investments	-	568
Cash and bank balances	13,531	5,491
	47,637	59,804
TOTAL ASSETS	197,073	203,653
EQUITY AND LIABILITIES		
Equity attributable to Equity Holders		
Share capital	100,575	50,196
Share premium	-	50,379
Merger deficit	(12,300)	(12,300)
Retained profits	44,798	42,380
Foreign exchange translation reserve	(2,608)	(3,100)
Share option reserve	1,037	1,037
	131,502	128,592
Non-controlling interests	7,341	7,251
Total equity	138,843	135,843

**CENSOF HOLDINGS BERHAD**

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018 (Continued)**

	UNAUDITED	AUDITED
	As At	As At
	31/12/2018	31/03/2018
	RM'000	RM'000
Non-current liabilities		
Long term borrowings	38,087	28,248
Deferred taxation	1,528	1,788
	<u>39,615</u>	<u>30,036</u>
Current liabilities		
Trade payables	2,438	4,460
Other payables and accruals	5,558	10,121
Amount owing to a related party	100	228
Short term borrowings	66	9,707
Deferred income	3,704	3,613
Bank overdrafts	5,803	7,727
Provision for taxation	946	1,918
	<u>18,615</u>	<u>37,774</u>
Total liabilities	<u>58,230</u>	<u>67,810</u>
TOTAL EQUITY AND LIABILITIES	<u>197,073</u>	<u>203,653</u>
Net assets per share attributable to ordinary equity holders of the Company (sen)	26.20	25.62

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2018.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2018**

	←————— Attributable to Equity Holders of the Company —————→					Retained Profits	Attributable to Owners of the Company	Non- controlling Interest	Total Equity
	Share Capital	Share Premium	Merger Deficit	Share Option Reserve	Translation Reserve				
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
(UNAUDITED)									
At 1 April 2018	50,196	50,379	(12,300)	1,037	(3,100)	42,380	128,592	7,251	135,843
Profit after taxation	-	-	-	-	-	2,418	2,418	(741)	1,677
Other comprehensive income for the financial period:									
- Foreign currency translation differences	-	-	-	-	234	-	234	-	234
- Accretion loss from changes in a subsidiary's ownership interests	-	-	-	-	-	-	-	(98)	(98)
- Disposal of partial investment in subsidiary	-	-	-	-	-	-	-	1,245	1,245
- Share of other comprehensive income of associate	-	-	-	-	258	-	258	-	258
Total comprehensive income for the financial period	-	-	-	-	492	2,418	2,910	406	3,316
Contributions by and distributions to owners of the Company:									
- Transfer to share capital upon implementation of the Companies Act 2016	50,379	(50,379)	-	-	-	-	-	-	-
- Dividend paid by subsidiaries to NCI	-	-	-	-	-	-	-	(365)	(365)
- Incorporation of subsidiaries	-	-	-	-	-	-	-	49	49
At 31 December 2018	100,575	-	(12,300)	1,037	(2,608)	44,798	131,502	7,341	138,843



CENSO HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2018 (Continued)**

	←————— Attributable to Equity Holders of the Company —————→						Attributable to Owners of the Company RM'000	Non- controlling Interest RM'000	Total Equity RM'000
	←————— Non-Distributable —————→			—————→ Distributable					
	Share Capital RM'000	Share Premium RM'000	Merger Deficit RM'000	Share Option Reserve RM'000	Translation Reserve RM'000	Retained Profits RM'000			
(AUDITED)									
At 1 April 2017, restated	50,170	50,379	(12,300)	-	1,944	51,847	142,040	10,965	153,005
Total comprehensive income	-	-	-	-	(5,044)	(9,123)	(14,167)	1,136	(13,031)
Contributions by and distributions to owners of the Company:									
Conversion of Warrant A	26	-	-	-	-	-	26	-	26
Accretion loss from changes in a subsidiary's ownership interests	-	-	-	-	-	(344)	(344)	(2,644)	(2,988)
Dividends:									
- By subsidiaries to NCI	-	-	-	-	-	-	-	(2,206)	(2,206)
Total Transaction with Owners	26	-	-	-	-	(344)	(318)	(4,850)	(5,168)
Share of share option reserve of an associate	-	-	-	1,037	-	-	1,037	-	1,037
At 31 March 2018	50,196	50,379	(12,300)	1,037	(3,100)	42,380	128,592	7,251	135,843

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 2018.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2018**

	UNAUDITED 9 Months Ended 31/12/2018 RM'000	UNAUDITED 9 Months Ended 31/12/2017 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	1,932	5,977
Adjustments for:		
Amortisation of intangible assets	3,458	5,882
Depreciation of plant and equipment	475	580
Gain on disposal of investment in associate	-	(2,776)
Gain on partial disposal of investment in subsidiary	(2)	-
Impairment losses on trade receivables	(606)	-
Interest expense	2,775	2,713
Interest income	(290)	(110)
Share of results from an associate	(5,452)	(6,771)
Operating profit before working capital changes	2,290	5,495
Changes in working capital:		
Amount owing by contract customers	397	6,173
Inventories	(7)	10
Trade and other receivables	18,985	3,188
Trade and other payables	(6,585)	758
Deferred income	91	(925)
Amount owing to related party	(128)	(149)
Income tax paid	(275)	(2,059)
Interest received	290	110
Finance cost	(2,775)	(2,713)
Net Operating Cash Flows	12,283	9,888
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of a subsidiary	-	(20)
Incorporation of subsidiaries	(51)	-
Purchase of treasury share	(94)	(3,082)
Purchase of property, plant and equipment	(1,026)	-
Proceeds from disposal of partial interest on subsidiary	413	-
Proceeds from disposal of investment in associates	-	10,942
Intangible assets additions	(3,058)	(2,591)
Net Investing Cash Flows	(3,816)	5,249

**CENSOF HOLDINGS BERHAD**

(Company No. 828269-A)

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD 31 DECEMBER 2018 (Continued)**

	UNAUDITED	UNAUDITED
	9 Months	9 Months
	Ended	Ended
	31/12/2018	31/12/2017
	RM'000	RM'000
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends received from an associates	-	1,486
Drawdown of term loan	22,700	15,000
Proceeds from issuance of shares:		
- warrant A	-	26
Repayment of hire purchase obligations	(99)	(95)
Repayment of project financing	-	(7,453)
Repayment of term loan	(22,403)	(21,540)
Unpledged fixed deposits as security	487	217
Net Financing Cash Flows	685	(12,359)
Net change in cash and cash equivalents	9,152	2,778
Effect of foreign exchange translation	194	(813)
Cash and cash equivalents at the beginning of the financial year	(1,623)	(119)
Cash and cash equivalents at the end of the financial year	<u>7,723</u>	<u>1,846</u>
Analysis of Cash and Cash Equivalents		
Fixed deposits placed with licensed banks	3,996	6,480
Short term investments	-	-
Cash and bank balances	13,531	5,412
Bank overdrafts	(5,803)	(5,209)
	<u>11,724</u>	<u>6,683</u>
Less: Fixed deposits pledged as security	(4,001)	(4,837)
Total	<u>7,723</u>	<u>1,846</u>

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2018.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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 MFRS 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 2018. 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 2018.

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 2018. 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 year:

MFRSs and IC Interpretations

MFRS 16	Leases
MFRS 17	Insurance Contracts
IC Interpretation 23	Uncertainty over Income Tax Treatments

Amendments to MFRSs and IC Interpretations

MFRS 3	Business Combinations
MFRS 11	Joint Arrangements
MFRS 112	Income Taxes
MFRS 123	Borrowing Costs

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 issued an unqualified audit opinion on the financial statements for the financial year ended 31 March 2018.

A4. SEASONAL OR CYCLICAL FACTORS

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

A6. CHANGES IN ESTIMATES

There were no major changes in estimates that have a material effect for the current quarter ended 31 December 2018.



CENSOF HOLDINGS BERHAD

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INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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

A7. DEBT AND EQUITY SECURITIES

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

A8. DIVIDEND PAID

There was no payment of dividend in the current quarter.

A9. SEGMENTAL REPORTING

9 months ended 31 December 2018 (Current Financial Period)

Division	Revenue RM'000	Elimination RM'000	Consolidation RM'000	Profit/(Loss) Before Tax RM'000
FMS - G	26,995	-	26,995	3,208
PAS	299	-	299	55
WMS	3,476	-	3,476	(426)
TS	6,716	-	6,716	408
FMS - C	11,072	-	11,072	(1,173)
OTHERS	1,281	(1,036)	245	(5,592)
ASSOCIATE	-	-	-	5,452
TOTAL	49,839	(1,036)	48,803	1,932

FMS – G : Financial Management Solution – Government
 PAS : Payment Aggregation Solutions
 WMS : Wealth Management Solutions
 TS : Training Solutions
 FMS – C : Financial Management Solution – Commercial
 ASSOCIATE : Investment in Associates – Dagang Nexchange Berhad (“DNeX”)

9 months ended 31 December 2017 (Previous Financial Period)

Division	Revenue RM'000	Elimination RM'000	Consolidation RM'000	Profit/(Loss) Before Tax RM'000
FMS - G	29,274	-	29,274	(3,745)
PAS	229	-	229	(228)
WMS	2,670	-	2,670	(732)
TS	19,189	-	19,189	5,155
FMS - C	12,929	-	12,929	(13)
OTHERS	3,541	(3,445)	96	(1,231)
ASSOCIATE	-	-	-	6,771
TOTAL	67,832	(3,445)	64,387	5,977



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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

A10. SIGNIFICANT SUBSEQUENT EVENT

There was no significant subsequent event after the end of the quarter under review.

A11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group for the current quarter ended 31 December 2018.

A12. CHANGES IN CONTINGENT LIABILITIES

As at 31 December 2018, the Group’s contingent liabilities are as follows:-

- (a) **Bank Guarantee**
The Company has pledged a fixed deposit of RM3.5 million for a bank guarantee facility extended to a subsidiary company.
- (b) **Corporate Guarantee**
Corporate guarantees totaling RM18.0 million were issued to licensed banks for credit facilities granted to a subsidiary company.
- (c) **Term Loans**
 - (i) Kenanga Investment Bank Berhad loan outstanding is RM15 million, secured by way of 117,056,609 DNeX shares.
 - (ii) MIDF Amanah Investment Bank Berhad loan outstanding is RM22 million, secured by way of 158,000,000 DNeX shares and third party shares.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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 December 2018.

A14. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Identity 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 Group carried out the following significant transaction with its related parties during the financial period under review:-

	3 Months Ended 31/12/2018 RM'000	9 Months Ended 31/12/2018 RM'000
Related Parties		
Office rental *	142	426
Key Management Personnel		
Directors		
- Fees	106	334
- Non-fee emoluments	557	1,247

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 DECEMBER 2018

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 QUARTER

	INDIVIDUAL PERIOD				CUMULATIVE PERIOD			
	3 Months Ended 31/12/2018	3 Months Ended 31/12/2017	Changes		9 Months Ended 31/12/2018	9 Months Ended 31/12/2017	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Revenue	15,177	22,049	(6,872)	-31.2%	48,803	64,387	(15,584)	-24.2%
Operating (Loss)/Profit	(603)	124	(727)	>-100.0%	(745)	1,919	(2,664)	>-100.0%
(Loss)/Profit Before Interest and Tax	(603)	124	(727)	>-100.0%	(745)	1,919	(2,664)	>-100.0%
Profit Before Tax	113	1,430	(1,317)	-92.1%	1,932	5,977	(4,045)	-67.7%
(Loss)/Profit After Tax	(185)	972	(1,157)	>-100.0%	1,677	5,010	(3,333)	-66.5%
Net Profit Attributable to Ordinary Equity Holders of the Company	219	1,366	(1,147)	-84.0%	2,418	4,861	(2,443)	-50.3%

The Group registered revenue of RM15.18 million for the current quarter under review compared to the previous year's corresponding quarter revenue of RM22.05 million. The lower revenue for the current quarter as compared to the previous year's corresponding quarter were mainly due to the lower contribution from TS segment with reduced training sessions.

The Group recorded a profit before taxation of RM0.11 million for the current quarter compared to the previous year's corresponding quarter of RM1.43 million. The lower profit before taxation was mainly attributed and impacted by the lower revenue registered by TS segment.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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)

	INDIVIDUAL PERIOD				CUMULATIVE PERIOD			
	3 Months Ended 31/12/2018	3 Months Ended 31/12/2017	Changes		9 Months Ended 31/12/2018	9 Months Ended 31/12/2017	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
REVENUE								
FMS - G	9,096	10,251	(1,155)	-11.3%	26,995	29,274	(2,279)	-7.8%
PAS	47	7	40	>100.0%	299	229	70	30.6%
WMS	1,719	571	1,148	>100.0%	3,476	2,670	806	30.2%
TS	575	7,065	(6,490)	-91.9%	6,716	19,189	(12,473)	-65.0%
FMS - C	3,740	4,155	(415)	-10.0%	11,072	12,929	(1,857)	-14.4%
OTHERS	-	-	-	-	245	96	149	>100.0%
	<u>15,177</u>	<u>22,049</u>	<u>(6,872)</u>	<u>-31.2%</u>	<u>48,803</u>	<u>64,387</u>	<u>(15,584)</u>	<u>-24.2%</u>
PROFIT/(LOSS) BEFORE TAX								
FMS - G	980	(1,278)	2,258	>100.0%	3,208	(3,745)	6,953	>100.0%
PAS	91	(105)	196	>100.0%	55	(228)	283	>100.0%
WMS	295	(512)	807	>100.0%	(426)	(732)	306	-41.8%
TS	(668)	1,655	(2,323)	>-100.0%	408	5,155	(4,747)	-92.1%
FMS - C	(403)	(217)	(186)	>-100.0%	(1,173)	(13)	(1,160)	>100.0%
OTHERS	(1,804)	(226)	(1,578)	>-100.0%	(5,592)	(1,231)	(4,361)	>100.0%
ASSOCIATE	1,622	2,113	(491)	-23.2%	5,452	6,771	(1,319)	-19.5%
	<u>113</u>	<u>1,430</u>	<u>(1,317)</u>	<u>-92.1%</u>	<u>1,932</u>	<u>5,977</u>	<u>(4,045)</u>	<u>-67.7%</u>



CENSO HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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)

For the current year to date, revenue decreased by 24.2% to RM48.80 million, mainly from the significant lower contribution by the TS segment, arising from the Government’s on-going review in relation to the Industry 4.0 allocations.

For the current year to date, profit before taxation decreased 67.7% to RM1.93 million, again this was mainly due to the lower contribution from TS segment and sales dropped in FMS-C segment. The contribution from “OTHERS” segment in previous corresponding period was a non-recurring gain of approximately RM2.78 million on partial disposal of DNeX shares.

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

	INDIVIDUAL PERIOD			
	3 Months Ended 31/12/2018	3 Months Ended 30/9/2018	Changes	
	RM'000	RM'000	RM'000	%
Revenue	15,177	16,187	(1,010)	-6.2%
Operating Loss	(603)	(1,921)	1,318	-68.6%
Loss Before Interest and Tax	(603)	(1,921)	1,318	-68.6%
Profit/(Loss) Before Tax	113	(898)	1,011	>100.0%
Loss After Tax	(185)	(582)	397	-68.2%
Net Profit/(Loss) Attributable to Ordinary Equity Holders of the Company	219	(92)	311	>100.0%

For the current quarter, the Group posted revenue of RM15.18 million, a marginal decrease of 6.2% over the preceding quarter. The Group recorded profit before taxation of RM0.11 million, an improvement of more than 100% from the preceding quarter’s loss before taxation of RM0.90 million.



CENSOF HOLDINGS BERHAD

(Company No. 828269-A)

INTERIM REPORT FOR THE QUARTER ENDED 31 DECEMBER 2018

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

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

	INDIVIDUAL PERIOD				INDIVIDUAL PERIOD			
	3 Months	3 Months			3 Months	3 Months		
	Ended	Ended	Changes		Ended	Ended	Changes	
	31/12/2018	30/9/2018	RM'000	%	31/12/2018	30/9/2018	RM'000	%
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
	REVENUE				PROFIT/(LOSS) BEFORE TAX			
FMS - G	9,096	8,291	805	9.7%	980	396	584	>100.0%
PAS	47	185	(138)	-74.6%	91	10	81	>100.0%
WMS	1,719	737	982	>100.0%	295	(875)	1,170	>100.0%
TS	575	3,112	(2,537)	-81.5%	(668)	186	(854)	>-100.0%
FMS - C	3,740	3,617	123	3.4%	(403)	(570)	167	-29.3%
OTHERS	-	245	(245)	-	(1,804)	(1,902)	98	-5.2%
ASSOCIATE	-	-	-	-	1,622	1,857	(235)	-12.7%
	<u>15,177</u>	<u>16,187</u>	<u>(1,010)</u>	<u>-6.2%</u>	<u>113</u>	<u>(898)</u>	<u>1,011</u>	<u>>100%</u>

The Group recorded lower revenue of RM15.18 million for the current quarter as compared to RM16.19 million in the preceding quarter mainly due to the lower contribution from TS segment with the reduced training sessions. However, the loss before taxation situation of RM0.90 million in preceding quarter had turn into profit before taxation of RM0.11 million. The significant improvements in the current quarter were mainly due to higher maintenance revenue under FMS-G segment and positive contribution under WMS segment. The loss before taxation of WMS segment in preceding quarter was mainly due to the recognition of impairment losses of RM0.6 million under trade receivables.



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B3. CURRENT FINANCIAL YEAR PROSPECTS

The Board had expanded on its digitalization agenda to enhance and broaden its revenue opportunities, besides the following digital initiatives:-

- (i) Invest in block chain technology solutions;
- (ii) Expand on cloud based financial solutions to stay competitive;
- (iii) Strengthen Industry 4.0 to include project implementation and training offerings; and
- (iv) Realign focus on market driver digitalization transformation.

However, due to the current weak market sentiment towards ICT investment, the full year results will be impacted.

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 31/12/2018 RM'000	9 Months Ended 31/12/2018 RM'000
Current tax	298	255



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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

There were no disposals of quoted securities by the Group during the current quarter under review.

B9. GROUP BORROWINGS

The details of the Group borrowings are as follows:

	RM Denomination		
	Long Term RM'000	Short Term RM'000	Total RM'000
Secured			
<u>As at 31 December 2018</u>			
Hire purchase	463	66	529
Term loans	37,624	-	37,624
Bank overdrafts	-	5,803	5,803
	<u>38,087</u>	<u>5,869</u>	<u>43,956</u>
<u>As at 31 December 2017</u>			
Hire purchase	564	95	659
Term loans	27,720	9,540	37,260
Bank overdrafts	-	5,209	5,209
	<u>28,284</u>	<u>14,844</u>	<u>43,128</u>

The bank overdrafts and term loans are secured by pledging of shares by the Company's major shareholders, Saas Global Sdn Bhd, DNeX Shares and fixed deposits of the Company pledged to a licensed bank.

The Group had no repayment of term loans during the current quarter and the Group's gearing ratio improved to 0.32 times as compared to previous year's corresponding quarter.



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B10. STATUS OF CORPORATE PROPOSALS

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 reporting date, the outstanding unexercised Warrant B is 111,405,217.

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 20 February 2019, 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.



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B15. EARNINGS PER SHARE

Basic earnings per share

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

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	3 Months	3 Months	9 Months	9 Months
	Ended	Ended	Ended	Ended
	31/12/2018	31/12/2017	31/12/2018	31/12/2017
Net profit attributable to ordinary equity holders of the Company (RM'000)	219	1,366	2,418	4,861
Number of ordinary shares in issue ('000)	501,956	501,956	501,956	501,956
Basic earnings per share (sen)	0.04	0.27	0.48	0.97

Diluted earnings per share

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	3 Months	3 Months	9 Months	9 Months
	Ended	Ended	Ended	Ended
	31/12/2018	31/12/2017	31/12/2018	31/12/2017
Net profit attributable to ordinary equity holders of the Company (RM'000)	219	1,366	2,418	4,861
<u>Weighted average ('000)</u> Number of ordinary shares in issue	501,956	501,956	501,956	501,956
Adjustment for dilutive effect on Conversion of Warrants B	111,405	111,405	111,405	111,405
	613,361	613,361	613,361	613,361
Basic earnings per share (sen)	0.04	0.22	0.39	0.79



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B16. NOTES TO THE CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

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

	3 Months Ended 31/12/2018 RM'000	9 Months Ended 31/12/2018 RM'000
Depreciation and amortisation	1,449	3,933
Finance costs	906	2,775
Impairment losses on trade receivables	(2)	606
Interest income	-	(290)
Gain on disposal of investment in subsidiary	-	(2)

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.

B17. AUTHORISATION FOR ISSUE

The interim financial statements were authorized for release by the Board of Directors as per the Board Meeting held on 27 February 2019.