CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	INDIVIDUAL THREE MONTH MAR 2015 RM'000 Unaudited	HS ENDED 31	CUMULATIV TWELVE MON 31 MA 2015 RM'000 Unaudited	ITHS ENDED
Revenue	100,852	89,217	435,471	352,286
Cost of sales	(59,334)	(57,989)	(312,824)	(250,815)
Gross profit	41,518	31,228	122,647	101,471
Other income	3,385	19,637	11,221	39,898
Other operating expenses	(37,724)	(36,579)	(128,691)	(105,542)
Finance costs	(2,496)	(2,121)	(8,564)	(6,592)
Share of results of associates, net of tax	1,022	893	9,629	6,978
Profit before tax	5,705	13,058	6,242	36,213
Tax expense	(1,394)	(493)	(5,969)	(3,449)
Profit / (Loss) for the financial quarter / year	4,311	12,565	273	32,764
Other comprehensive (loss) / income, net of tax Items that may be reclassified subsequently to profit or loss:				
- Foreign currency translation differences for foreign operations	(50)	(583)	144	17
- Share of foreign currency translation of associates	28	(1,106)	34	(1,172)
Other comprehensive (loss) / income for the financial quarter / year, net of tax	(22)	(1,689)	178	(1,155)
Total comprehensive income / (loss) for the financial quarter / year	4,289	10,876	451	31,609
Profit / (Loss) attributable to:- Owners of the Parent Non-controlling interests Profit / (Loss) for the financial quarter / year	4,485 (174) 4,311	12,132 433 12,565	(335) 608 273	31,966 798 32,764
Total comprehensive income / (loss) attributable to:- Owners of the Parent Non-controlling interests Total comprehensive income / (loss) for the financial quarter / year	4,475 (186) 4,289	10,555 321 10,876	(168) 619 451	31,029 580 31,609
Earnings / (Loss) per ordinary share (sen) -Basic	1.16	3.56	(0.09)	9.38
-Diluted	1.16	3.30	(0.09)	8.70

(The Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2014.)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2015

ASSETS	As at 31.03.2015 RM'000 Unaudited	As at 31.03.2014 RM'000 Audited (Restated)
Non-Current Assets		
Property, plant and equipment Investment in associates Other intangible assets Other investments Other receivables Goodwill Deferred tax assets	22,075 87,011 23,516 14,029 19,965 80,298 1,644	18,745 67,694 26,282 18,805 14,709 79,278 781
	248,538	226,294
Current Assets		
Other investments Inventories Trade receivables Other receivables, deposits and prepayments Amount due from associates Current tax assets Cash and cash equivalents	1,250 34,980 92,952 77,940 1,398 3,890 75,119	16,618 26,754 79,302 63,425 - 4,297 67,347
TOTAL ASSETS	536,067	484,037
EQUITY AND LIABILITIES		
Equity attributable to owners of the Parent		
Share capital Share premium Other reserves Retained earnings	193,743 15,508 38,818 20,373	193,693 15,574 38,651 12,156
Non-controlling interests	268,442 27,340	260,074 23,766
TOTAL EQUITY	295,782	283,840
Non-Current Liabilities		
Borrowings Provision for post employment benefits Deferred tax liabilities	18,810 5,303 1,728 25,841	14,588 1,210 1,024 16,822
Current Liabilities		
Trade payables Other payables, deposits and accruals Amount due to associates Borrowings Current tax payables	34,795 82,981 25 94,883 1,760	33,656 71,881 - 77,805 33
	214,444	183,375
TOTAL LIABILITIES	240,285	200,197
TOTAL EQUITY AND LIABILITIES	536,067	484,037
Net assets per share (RM)	0.69	0.67

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2014.)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	<				>					
Unaudited Twelve Months Financial Year Ended 31 March 2015	Ordinary shares RM'000	Share premium RM'000	Capital reserve RM'000	Warrant reserve RM'000	Equity compensation reserve RM'000	Exchange translation reserve RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
Balance as at 1 April 2014 - as previously stated - effects of readoption of FRSs	193,693	15,574 -	24,663 -	11,307 -	3,008	(327)	9,059 3,097	256,977 3,097	23,766	280,743 3,097
Balance as at 1 April 2014, as restated	193,693	15,574	24,663	11,307	3,008	(327)	12,156	260,074	23,766	283,840
(Loss) / Profit after tax for the financial year	-	-	-	-	-	-	(335)	(335)	608	273
Foreign currency translation for foreign operations	-	-	-	-	-	133	-	133	11	144
Share of foreign currency translation of associates	-	-	-	-	-	34	-	34	-	34
Total comprehensive income / (loss) for the financial year	-	-	-	-	-	167	(335)	(168)	619	451
Transactions with owners										
Shares issued pursuant to Long Term Incentive Plan ("LTIP")	50	30	-	-	-	-	-	80	-	80
Share-based payment transactions	-	(96)	-	-	-	-	-	(96)	-	(96)
Arising from accretion of equity interests in subsidiaries	-	-	-	-	-	-	(495)	(495)	(80)	(575)
Arising from dilution of equity interests in subsidiaries	-	-	-	-	-	-	8,978	8,978	3,035	12,013
Share of other changes in equity of associates	-	-	-	-	-	-	69	69	-	69
Total transactions with owners	50	(66)		-	-	-	8,552	8,536	2,955	11,491
Balance as at 31 March 2015	193,743	15,508	24,663	11,307	3,008	(160)	20,373	268,442	27,340	295,782

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (continued)

	< Attributable to owners of the Parent					>				
Unaudited Twelve Months Financial Year 31 March 2014	Ordinary shares RM'000	Share premium RM'000	Capital reserve RM'000	Warrant reserve RM'000	Equity compensation reserve RM'000	Exchange translation reserve RM'000	Distributable Retained earnings / (Accumulated losses) RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
Balance as at 1 April 2013 - as previously stated - effects of adoption of FRSs	92,950 -	9,744	24,663	- -	Ī	609	11,350 620	139,316 620	17,737 -	157,053 620
Balance as at 1 April 2013	92,950	9,744	24,663	-	-	609	11,970	139,936	17,737	157,673
Profit after tax for the financial year	-	-	-	-	-	-	31,966	31,966	798	32,764
Foreign currency translation for foreign operations	-	-	-	-	-	234	-	234	(218)	16
Share of foreign currency translation of associates	-	-	-	-	-	(1,171)	-	(1,171)	-	(1,171)
Total comprehensive (loss) / profit for the financial year	-	-	-	-	-	(937)	31,966	31,029	580	31,609
Transactions with owners										
Shares issued pursuant to the Rights Issue with Warrants	83,143	-	-	11,307	-	-	(11,307)	83,143	-	83,143
Shares issued pursuant to Section 132D of Companies Act,1965	17,600	5,829	-	-	-	-	-	23,429	-	23,429
Effects arising from acquisition of subsidiaries	-	-	-	-	-	-	-	-	25,959	25,959
Arising from accretion of equity interests in subsidiaries	-	-	-	-	-	-	(15,142)	(15,142)	(21,254)	(36,396)
Arising from dilution of equity interests in subsidiaries	-	-	-	-	-	-	(632)	(632)	734	102
Share-based payment transactions	-	-	-	-	3,008	-	61	3,069	9	3,078
Dividends paid to non-controlling interests of a subsidiary	-	-	-	-	-	-	(946)	(946)	-	(946)
Share of other changes in equity of associates	-	-	-	-	-	-	(3,811)	(3,811)	-	(3,811)
	100,743	5,829	-	11,307	3,008	-	(31,777)	89,110	5,448	94,558
Balance as at 31 March 2014	193,693	15,573	24,663	11,307	3,008	(328)	12,159	260,075	23,765	283,840

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2014.)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	TWELVE MONT	CH	
	2015 RM'000 Unaudited	2014 RM'000 Audited	
CASH FLOWS FROM OPERATING ACTIVITIES		(Restated)	
Profit before tax	6,242	36,213	
Adjustment for non-cash items:			
Bad debts written off Depreciation and amortisation	83 7,551	120 5,483	
Dividend income	(124)	(1,304)	
Equity settled share-based payment transactions Gain on dilution of equity interest in associates	(16) (6,900)	3,078 (11,820)	
Gain on disposal of associate	(90)	-	
Net gain on remeasurement arising from business combinations achieved in stages	_	(4,163)	
Impairment losses on goodwill	805	650	
Impairment losses on trade receivables Impairment losses on investment property	1,043	686 32	
Interest expense	8,056	6,128	
Interest income Inventories written down	(1,401)	(1,536)	
Inventories written off	141 1,339	40 1,218	
Net loss/(gain) on fair value adjustments on other investments	4,272	(13,978)	
Net loss/(gain) on disposal of property, plant and equipment Net unrealised (gain)/loss on foreign currency exchange	5 (460)	(14) 836	
Property, plant and equipment written off	46	535	
Provision for post-employment benefits Reversal of impairment loss on property, plant and equipment	3,894 (109)	1,043 (109)	
Reversal of impairment loss on property, plant and equipment	(668)	(837)	
Share of results of associates	(9,629)	(6,978)	
Operating profit before working capital changes	14,080	15,323	
Net changes in assets Net changes in liabilities	(46,487) 12,887	(7,899) 8,867	
Net cash (used in) / generated from operations	(19,520)	16,291	
Tax paid Tax refund	(5,243)	(6,863)	
Net cash (used in) / from operating activities	(23,359)	1,059	
CASH FLOWS FROM INVESTING ACTIVITIES	(=5,555)		
Acquisition of accomists	(7.111)	(40 F70)	
Acquisition of associates Acquisition of non-controlling interests	(7,111)	(40,579) (36,396)	
Acquisition of subsidiaries, net of cash acquired	(1,184)	(11,904)	
Addition of software development Proceeds from partial disposal of equity interest in subsidiary	(1,363) 11,905	(2,002)	
Interest received	1,401	1,536	
Dividend received (Placement) / Withdrawal of fixed deposits pledged	1,337 (2,485)	2,475 7,948	
Proceeds from disposal of associate	4,515	7,540	
Proceeds from disposal of other investments	22,370	9,352	
Proceeds from disposal of property, plant and equipment Purchase of other investments	110 (6,499)	145 (4,097)	
Purchase of property, plant and equipment	(3,560)	(5,446)	
Net cash from/(used in) investing activities	19,436	(78,968)	
CASH FLOWS FROM FINANCING ACTIVITIES			
Net drawdown of borrowings	13,648	9,341	
Ordinary share capital contributed by non-controlling interests of a subsidiary	107	102	
Proceeds from shares issued pursuant to the Rights Issue with Warrants Net proceeds from shares issued pursuant to Section 132D of Companies Act, 1965	-	83,142 23,429	
Interest paid	(8,056)	(6,128)	
Dividends paid to non-controlling interests of a subsidiary	-	(946)	
Net cash from financing activities	5,699	108,940	
Net increase in cash and cash equivalents	1,776	40,459	
Cash and cash equivalents at 1 April 2014/2013*	37,397	(3,476)	
Effect of foreign exchange on opening balance	264	414	
Cash and cash equivalents at 31 Mar 2015/2014*	39,437	37,397	

^{*} Cash and cash equivalents at the beginning and end of the financial period are net of deposits pledged to banks.

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying explanatory notes to the interim financial report and the audited financial statements for the financial year ended 31 March 2014.)

1 Basis of preparation

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

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 March 2014. The 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 previous financial year ended 31 March 2014.

2 Significant Accounting Policies

Reversion from Malaysian Financial Reporting Standards ("MFRS Framework") to Financial Reporting Standards ("FRS Framework")

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS Framework"). The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture ("MFRS 141") and IFRIC Interpretation 15 Agreements for the Construction of Real Estate ("IFRIC 15"), including its parent, significant investor and venturer (herein called 'Transitioning Entities').

At the beginning of the current financial year under review, the Group has opted to change its financial reporting framework in the preparation of their financial statements from the adoption of MFRS Framework to FRS Framework and defer the adoption of the MFRS Framework. This is in view of the significant increase in level of the property development activities of its associate during the financial year under review and it is in the view of the Group that the FRS Framework will present a fairer view of the financial position of the Group.

With the reversion from MFRS to FRS Framework, the Group no longer applied IFRIC 15 and will revert to FRS 201₂₀₀₄, Property Development Activities. The Group will recognised the revenue from property development revenue by the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Following the reversion from MFRS Framework to FRS Framework, the Group has consistently applied the same accounting policies in its opening FRSs statements of financial position as at the date of reversion from MFRS to FRS Framework, i.e. 1 April 2013, and throughout all financial years presented, as if these policies had always been in effect. Comparative figures for the financial year ended 31 March 2014 in these financial statements have been restated to give effect to these changes.

A summary of the financial impact of the change in accounting policy on the financial statements of the Group is as follows:

	31.03.2014 RM'000	AS at 01.04.2013 RM'000
Statement of Financial Position		
Investment in associates		
As previously stated	64,597	34,074
Effects of readoption of FRSs	3,097	620
As restated	67,694	34,694
Retained earnings		
As previously stated	9.059	11,350
Effects of readoption of FRSs	3,097	620
As restated	12,156	11,970
	,	,
Statement of Comprehensive Income		
Profit / (Loss) attributable to owners of the Parent		
As previously stated	30,130	(40,155)
Effects of readoption of FRSs	1,836	620
As restated	31,966	(39,535)
		<u> </u>
Total comprehensive income / (loss) attributable to owners of the Parent		
As previously stated	29,193	(39,832)
Effects of readoption of FRSs	1,836	620
As restated	31,029	(39,212)

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3 Qualification of independent auditors' report on preceding annual audited financial statements

The independent auditors' report on the annual audited financial statements for the financial year ended 31 March 2014 was not qualified.

4 Seasonal and cyclical factors

The business of the Group was not affected by any significant seasonal and cyclical factors during the current financial year under review.

5 Unusual items due to their nature, size or incidence

Saved as disclosed in note 2 and note 6 of this report, there were no unusual items affecting the assets, liabilities, equity, net income, or cash flows due to their nature, size, or incidence during the current financial year under review.

6 Material changes in estimates

There were no material changes in estimates of amounts reported in prior financial years. Thus, there is no material effect in the financial statements of the current financial year under review.

7 Debt and equity securities

Long Term Incentive Plan ("LTIP")

On 1 April 2014, the Board of Directors of the Company made the first award of 100,000 new ordinary shares of RM0.50 each ("OMESTI Shares") under the Employee Share Grant Plan ("ESGP") pursuant to the LTIP ("First Award") to an eligible employee. The award was vested immediately on 1 April 2014.

Exercise price of the First Award is not applicable as the OMESTI Shares will be issued upon vesting at no consideration. The closing market price of the OMESTI Shares on the date of Award was RM0.80.

There were no other issuance, cancellation, repurchase, resale and repayment of debt securities of the Group and equity securities of the Company during the current financial year under review.

8 Dividends paid

No dividends have been paid during the current financial year under review.

9 Segmental reporting

The Group's reportable segments were identified as follows: -

- Business Performance Services Provision of business performance improvement related services
- Trading & Distribution Services Distribution and reselling of hardware and software and related services
- Digital & Infrastructure Services Provision of a comprehensive range of tele/data communication, networking solutions and related services

Other operating segments that do not constitute reportable segments comprise operations related to property development and investment holding.

Business Segments	Business Performance Services RM'000	Trading & Distribution Services RM'000	Digital & Infrastructure Services RM'000	Others RM'000	Eliminations RM'000	Total RM'000
Twelve Months Financial Year Ended 31 March 2015						
External sales	220,548	172,416	42,245	262	-	435,471
Inter segment sales	31,053	28,558	27,297	18,020	(104,928)	-
Total Sales	251,601	200,974	69,542	18,282	(104,928)	435,471
Segment results	11,873	5,201	67	(26,679)	12,806	3,268
Share of results of associates	, -	-	-	9,629	´-	9,629
Interest expense	(1,591)	(669)	(734)	(5,440)	378	(8,056)
Interest Income	834	289	322	337	(381)	1,401
Profit / (Loss) before taxation	11,116	4,821	(345)	(22,153)	12,803	6,242
Segment assets	343,996	84,211	90,606	290,400	(273,146)	536,067
<u>Twelve</u> <u>Months</u> <u>Financial</u> <u>Year</u> <u>31</u> <u>March</u>						
External sales	169,211	162,817	19,656	602	-	352,286
Inter segment sales	22,372	15,284	17,742	39,576	(94,974)	-
Total Sales	191,583	178,101	37,398	40,178	(94,974)	352,286
Segment results	32,114	5,315	4,375	42,308	(50,285)	33,827
Share of results of associates	-	-	-	6,978	- 1	6,978
Interest expense	(1,160)	(824)	(105)	(4,083)	44	(6,128)
Interest Income	719	387	132	342	(44)	1,536
Profit / (Loss) before taxation	31,673	4,878	4,402	45,545	(50,285)	36,213
Segment assets	275,483	99,602	80,084	292,487	(263,619)	484,037

10 Carrying amount of revalued assets

There were no changes to the valuation of property, plant and equipment during the current financial period under review.

11 Changes in the composition of the group

Subsidiary

(i) On 11 June 2014, Microlink Solutions Berhad ("Microlink"), a 88.5% owned subsidiary of Formis Holdings Berhad ("FHB"), which in turn is a wholly-owned subsidiary of the Company, entered into a share sale agreement for the acquisition of the entire issued and paid-up share capital of CSA Servis (M) Sdn Bhd ("CSAS") comprising 500,000 ordinary shares of RM1.00 each for the purchase consideration of Ringgit Malaysia One Million Eight Hundred Twenty Nine Thousand Five Hundred Twenty One (RM1,829,521.00) only ("Proposed Acquisition").

With the completion of the Proposed Acquisition, CSAS has become a wholly owned subsidiary of Microlink on 1 August 2014.

(ii) On 24 July 2014, Bancore Asia Pte Ltd, a 66.67% owned subsidiary of Continuous Network Advisers Sdn Bhd ("CNA"), which is a wholly-owned subsidiary of OMESTI had incorporated a wholly-owned subsidiary company known as Bancore Vietnam Company Limited ("BVCL") in the Socialist Republic of Vietnam.

The charter capital of BVCL is VND 2,103,600,000, equivalent to US\$ 100,000, which will be fully contributed by the investor in cash within thirty six months from the date of issuance of the Investment Certificate.

The intended principal activities of BVCL are to provide computer and related services, including consultancy services related to the installation of computer hardware, software implementation services, data processing services, database services, maintenance and repair services of office machinery and equipment including computers, other services such as data preparation.

- (iii) On 28 October 2014, Formis Computer Services Sdn Bhd ("FCS"), a wholly-owned subsidiary of FHB transferred to FHB 1,020,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Formis Network Services Sdn Bhd ("FNS"), a 51% owned subsidiary of FCS, and 1,000,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Formis Automation Sdn Bhd ("FASB")a wholly-owned subsidiary of FCS for a total cash consideration of RM4,920,000.00 and RM1,000,000.00 respectively ("Re-Organisation"). The Re-Organisation is to fulfil one of the conditions precedent of the conditional Share Sale Agreement dated 12 June 2014 ("SSA") in respect of the Proposed Disposal which announced on 3 April 2014, whereby FCS is required to implement a restructuring exercise to give effect, amongst others, to the transfer by FCS of its entire equity interests in FASB and FNS to one or more other companies within the Omesti Group (other than the Target Companies).
- (iv) On 3 December 2014, FHB has disposed its entire holding of 1,000,000 ordinary shares of RM1.00 each, representing 100% of the issued and paid-up share capital of Omesti Innovation Lab (Malaysia) Sdn Bhd (formerly known as Formis Software Dynamics Sdn Bhd) ("OIL") to Microlink Solutions Berhad ("MSB"), a 88.35% owned subsidiary of FHB, for a total cash consideration of RM1.00 only.
- (v) On 15 January 2015, Ohana Communications Sdn Bhd (formerly known as Formis Development Sdn Bhd) ("OC"), a wholly-owned subsidiary of FHB transferred to CNA 2 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Ohana Business Specialist Sdn Bhd ("OBS"), a wholly-owned subsidiary of OC for a total cash consideration of RM2.00 ("Re-Organisation"). The Re-Organisationpart of the Group's intention to streamline and realign the businesses to achieve greater operational efficiency.
- (vi) Omesti Holdings Berhad (formerly known as Formis Holdings Berhad) ("OHB"), a wholly-owned subsidiary of the Company, has disposed a total of 95,000,000 ordinary shares of RM0.10 each ("DGSB Shares") in Diversified Gateway Solutions Berhad ("DGSB"), a 60.03% owned subsidiary of OHB, representing 7.01% of the total issued and paid-up share capital of DGSB in the open market during the period from 27 February 2015 to 4 March 2015 for a total cash consideration of RM11,905,406 only or at an average of RM0.1253 per DGSB Share.

Associate

(i) On 30 April 2014, the Company exercised its fourth tranche right on 125,401 Subscription Warrants which carry a right to subscribe for 125,401 ICPS in Bancore A/S for a total exercise price of approximately EUR500,000 only (equivalent to approximately RM2,258,356).

On 30 May 2014, the Company exercised its fifth and the final tranche right on 125,401 Subscription Warrants which carry a right to subscribe for 125,401 ICPS in Bancore A/S for a total exercise price of approximately EUR500,000 (equivalent to approximately RM2,219,000).

Upon completion of the exercise of the final tranche right of the Subscription Warrants on 30 May 2014, the Company's shareholdings in Bancore A/S is as follows:-

Type of Securities	Number of Securities	Percentage (%) of Securities
Shares	863,804	18.62
ICPS	877,632	100.00

- (ii) On 30 July 2014, CNA has entered into the following agreements:-
 - (1) an Investment and Option Agreement with Microimage (Private) Ltd ("Microimage") and MIHCM Asia Sdn Bhd ("MIHCM") for the subscription of a total of 100,001 ordinary shares of RM0.10 each ("Subscription Shares") in MIHCM to be divided into two tranches as follows:
 - (a) 1st Tranche Subscription Shares
 Allotment of 50,000 ordinary shares in MIHCM representing 33.33% of the enlarged issued and paid-up share capital of MIHCM to CNA for USD One Million (USD1,000,000) or RM3.3 million.
 - (b) 2nd Tranche Subscription Shares

 Call option granted by MIHCM to CNA to require MIHCM to issue and allot 50,001 ordinary shares or 16.67% stake in MIHCM to CNA for an additional total cash consideration of USD One Million (USD1,000,000) or RM3.3 million exercisable anytime during the call option period commencing from the date of completion of the 1st Tranche Subscription Shares and ending by 31 December 2017.

11 Changes in the composition of the group (continue)

Upon completion of the subscription of the 1st and 2nd Tranche Subscription Shares, CNA will hold an aggregate of 50% of the issued and paid-up capital in MIHCM

(2) a Shareholders' Agreement with Microimage to record their certain commitments and otherwise regulate their rights as shareholders of MIHCM and in respect of the management of MIHCM concerning the business of distribution, marketing, implementing and maintenance of human capital management software in Asia.

MIHCM is principally engaged in business of distribution, marketing, implementing and maintenance and of human capital management software solutions and services in Asia.

The subscription for the 1st Tranche Subscription Shares by CNA has been completed on 13 October 2014. Accordingly, MIHCM is now a 33.33% owned associated company of CNA

(iii) On 27 May 2014 and 28 May 2014, FHB acquired a total of 800,000 ordinary shares of RM0.50 each in Ho Hup Construction Company Berhad ("Ho Hup") for a total cash consideration of RM1,088,018.05. On 30 May 2014, FHB has converted the existing 23,115,000 of ICPS to ordinary shares of RM0.50 each in Ho Hup. On 27 June 2014, FHB further acquired a total of 150,000 ordinary shares of RM0.50 each in Ho Hup for a total cash consideration of RM208,500. As at the end of the financial period, FHB hold a total of 51,426,000 Ho Hup's ordinary shares.

Following these acquisitions and conversion by the Company and other ICPS and RCPS's holders of Ho Hup, FHB's equity interest in Ho Hup has been increased from 12.84% to 14.95%.

(iv) On 10 February 2015, Nostalgic Properties Sdn Bhd ("NPSB"), a wholly-owned subsidiary of Man Yau Holdings Berhad, which in turn is a wholly-owned subsidiary of Omesti, entered into a Shares Sale Agreement ("SSA") with Ikatan Gelombang Sdn Bhd ("IGSB") for the disposal of 90,000 ordinary shares of RM1.00 each, representing 30% of the total issued and paid-up ordinary share capital and 4,425,000 Redeemable Preference Shares of RM0.01 each ("RPS") ("Sale Shares") in Montprimo Sdn Bhd ("Montprimo") for a total cash consideration of RM5,727,900. Montprimo has ceased to be an associated company of NPSB.

Saved as disclosed above, there were no other changes in the composition of the Group during the current financial period under review.

12 Subsequent events

There were no material events announced subsequent to the end of the current financial year under review up to the date of this announcement.

13 Changes in contingent liabilities or contingent assets

Corporate Guarantees granted by the following Company during the current financial year under review are as follows:-

	RM'000
FRB - to financial institution for facilities granted to subsidiaries	89,449
- to leasing party for leasing facilities to subsidiaries	37,927
Corporate Guarantee cancelled by the following Companies for the current financial period under review are as follows:-	
FRB - to leasing party for leasing facilities to subsidiaries	26,814
FHB - to leasing party for leasing facilities to subsidiaries	28,254

14 Capital commitments

There were no capital commitments during the current financial year under review.

1 Detailed analysis of performance

The Group's revenue increased in the current quarter and period under review by RM11.64 million and RM83.19 million respectively compared to the corresponding periods of the immediate preceding year.

The detailed breakdown of revenue by business segments of the Group is as follows: -

	INDIVIDUAL QUARTER			CUMULATIVE PERIOD			
	THREE MONT	HS ENDED 31 I	MARCH	TWELVE MONTHS ENDED 31 MARCH			
	2015	2014	Variance	2015	2014	Variance	
	RM'000	RM'000	%	RM'000	RM'000	%	
Business Performance Services	56,846	52,830	7.6	251,601	191,583	31.3	
Trading & Distribution Services	50,980	46,982	8.5	200,974	178,101	12.8	
Digital & Infrastructure Services	12,907	11,525	12.0	69,542	37,398	86.0	
Others	713	31,751	(97.8)	18,282	40,178	(54.5)	
	121,446	143,088	(15.1)	540,399	447,260	20.8	
Less : Inter Segment Revenue	(20,594)	(53,871)	_	(104,928)	(94,974)		
Total Group Revenue	100,852	89,217	13.0	435,471	352,286	23.6	

The Business Performance Services segment's revenue increased due to orders from the government sector, telco and financial services industry during the quarter under review and financial year to date.

The Trading & Distribution Services Segment's revenue increase was due to continued fulfilment of orders recorded in the current quarter under review which consequently contributed to higher year-on-year revenue.

The Digital & Infrastructure Services segment had also recorded an improvement in the revenue during the current quarter under review due to continued fulfilment of orders. For the full financial year, the significant increase in revenue was mainly due to the fulfilment of sizeable orders secured from a new customer.

The detailed breakdown of profit before tax by business segments of the Group is as follows: -

	INDIVIDUAL QUARTER			CUMULATIVE PERIOD		
	THREE MONT	HS ENDED 31 I	MARCH	TWELVE MONTHS ENDED 31 MARCH		
	2015	2014	Variance	2015	2014	Variance
	RM'000	RM'000	%	RM'000	RM'000	%
Business Performance Services	9,597	17,598	(45.5)	11,116	31,673	(64.9)
Trading & Distribution Services	2,162	760	184.5	4,821	4,878	(1.2)
Digital & Infrastructure Services	(1,872)	1,117	(267.6)	(345)	4,402	(107.8)
Others	(15,694)	39,118	(140.1)	(22,153)	45,545	(148.6)
	(5,807)	58,593		(6,561)	86,498	
Less : Elimination	11,512	(45,535)	_	12,803	(50,285)	
Profit before tax ("PBT")	5,705	13,058	(56.3)	6,242	36,213	(82.8)

The Group recorded a lower PBT of RM5.71 million in the current quarter under review against a PBT of RM13.06 million in the corresponding quarter of the previous financial year. Contributing to the lower PBT are the continued weak performance of new businesses, provision for staff related costs amounting to RM2.05 million as well as the following factors under the Others segment:

- (i) Lower gain on dilution of equity interest in an associate amounting to RM3.34 million compared to RM11.82 million;
- (ii) Lower gain on fair value adjustments on other investments of RM0.92 million compared to RM4.49 million; and
- (iii) Marginally higher impairment loss on goodwill of RM0.81 million compared to RM0.65 million.

For the financial year under review, the Group's PBT of RM6.24 million was lower compared to the immediate preceding year's PBT of RM36.21 million due to operating costs of new businesses, provisions for staff related costs totaling RM3.95 million as well as as the following factors under the Others segment:

- (i) Lower gain on dilution of equity interest in an associate amounting to RM6.90 million compared to RM11.82 million;
- (ii) Loss on fair value adjustments on other investment of RM4.27 million compared to a gain of RM13.75 million in the previous financial year; and
- (iii) Marginally higher impairment loss on goodwill of RM0.81 million compared to RM0.65 million.

Despite having accounted for RM1.19 million of one-time provision for staff related costs during the quarter under review, the Business Performance Services segment profit of RM9.60 million is higher than the corresponding quarter of the previous financial year which is inclusive of interco dividends received amounting to RM13.50 million. The improvement was mainly contributed by new orders received from the Financial Services Industry. For the full financial year, the profit contribution of RM11.12 million which is inclusive of one-time provision for staff related costs totalled RM2.01 million, was higher than the preceding financial year's RM4.67 million after eliminating RM27.00 million of interco dividends received.

The Trading and Distribution Services segment's profits during the quarter under review was higher at RM2.16 million compared to the immediate year's corresponding quarter's RM0.76 million due to higher revenue and improve margins. For the year under review, profit was marginally lower due to higher operating costs as well as a one-time provision of RM0.67 million for staff related costs.

Digital & Infrastructure Services segment recorded losses for the quarter under review and financial year despite increases in revenue due to lower gross profit margins as well as operating costs attributable to the new startup businesses under this segment.

2 Variation of results against preceding quarter

	a months ended 31.03.2015 RM'000	9 months ended 31.12.2014 RM'000	Variance %
Revenue	100,852	119,644	(15.7)
Profit / (Loss) before tax	5,705	(2,646)	(315.6)

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The Group recorded a profit before tax of RM5.71 million for the current quarter under review compared to a loss before tax of RM2.65 million in the immediate preceding quarter. While this was attributable to better margins despite lower revenues during the quarter under review, gains on dilution of equity interest in an associate amounting to RM3.34 million and fair value adjustments on other investments of RM0.95 million further contributed to the improvement after accounting for RM2.05 million of one-time provision for staff related costs as compared to the recognition of impairment loss on other investments amounting to RM2.89 million and provision of RM1.49 million for staff related costs in the immediate preceding quarter.

3 Business prospects

As the new startup businesses continue to be nurtured, the Board is cautiously optimistic of the Group's financial performance for the coming financial year.

4 Profit forecast

Not applicable.

5 Income tax expense

	THREE MONTHS ENDED 31 MARCH		TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Current tax expense				
- Malaysian taxation	1,638	1,297	5,826	3,107
- Foreign taxation	40	122	387	190
	1,678	1,419	6,213	3,297
(Over) / under provision in prior period				
- Malaysian taxation	(2)	-	(107)	(239)
- Foreign taxation	1	4	1	119
	(1)	4	(106)	(120)
	1,677	1,423	6,107	3,177
Deferred taxation				
 origination and reversal of temporary differences 				
- Malaysian taxation	(54)	(930)	91	272
- Foreign taxation	(229)	-	(229)	-
	1,394	493	5,969	3,449

The Group's effective tax rate for the current quarter and period under review is higher than the statutory tax rate as profits of certain subsidiaries cannot be set-off against losses of other subsidiaries for tax purposes as these subsidiaries are not able to satisfy the conditions for group relief and certain expenses were disallowed for tax deductions.

6 Status of corporate proposals

There were no corporate proposals announced or outstanding as at the date of this report.

7 Borrowings and debts securities

The Group's bank borrowings as at 31 March 2015 are as follows:

· · · · · · · · · · · · · · · · · · ·	RM'000
Short term bank borrowings - secured - Denominated in RM - Denominated in Thai Baht	92,531 2,352
Long term bank borrowings - secured - Denominated in RM - Denominated in Thai Baht	18,754 56
Total borrowings	113,693

All borrowings are denominated in Ringgit Malaysia.

8 Realised and Unrealised Profits or Losses

The breakdown of retained earnings of the Group as at the reporting date, into realised and unrealised profits or losses, pursuant to the directive issued by Bursa Securities on 25 March 2010 and 20 December 2010, is as follows:

Total retained earnings of the Group: -	31.03.2015 RM'000	31.12.2014 RM'000
- Realised - Unrealised	59,365 8,523	57,288 7,860
	67,888	65,148
Less: Consolidation adjustments	(47,515)	(52,058)
Total Group retained earnings as per consolidated financial statements	20,373	13,090

The determination of realised and unrealised profits or losses is based on the 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, issued by the Malaysian Institute of Accountants on 20 December 2010.

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

9 Changes in material litigation

Please refer to the Summary of Material Litigation attached for further details.

10 Dividends

No dividends have been recommended during the current year under review.

11 Earnings / (Loss) per ordinary share

(a) Basic earnings / (loss) per ordinary share

Basic earnings / (loss) per ordinary share for the quarter and financial period under review is calculated based on the Group's profit / (loss) after tax and non-controlling interests divided by the weighted average ("WA") number of ordinary shares in issue during the quarter and period.

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
Profit / (Loss) after tax and non-controlling interests (RM'000)	4,485	12,132	(335)	31,966
Number of shares in issue as at beginning of the year ('000)	387,385	185,900	387,385	185,900
Effect of issuance of Rights Shares ('000)	-	140,246	-	140,246
Effect of Private Placement of Shares ('000)	=	14,799	-	14,799
Effect of issuance of LTIP ('000)	100	-	100	-
WA number of ordinary shares in issue ('000)	387,485	340,945	387,485	340,945
Basic earnings / (loss) per ordinary share (sen)	1.16	3.56	(0.09)	9.38

11 Earnings / (Loss) per ordinary share (continued)

(b) Fully diluted earnings / (loss) per ordinary share

Diluted earnings / (loss) per share for the quarter and financial year under review was calculated based on the Group's profit /(loss) after tax and non-controlling interests divided by the weighted average number of ordinary shares outstanding during the quarter and financial year adjusted for the effects of dilutive potential ordinary shares. The Group's dilutive potential ordinary shares are its Warrants 2013/2018 outstanding. Warrants 2011/2016 and Employee Share Option Scheme ("ESOS") granted to its employee were not included in the calculation of the diluted EPS because they are anti-dilutive for the financial year. The adjusted weighted average number of ordinary shares in issue and issuable had been arrived at based on the assumption that Warrants 2013/2018 and ESOS are exercised at the beginning of the financial year/quarter of the previous financial year.

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
Profit / (Loss) after tax and non-controlling interests (RM'000)	4,485	12,132	(335)	31,966
WA number of ordinary shares in issue ('000)	387,485	340,945	387,485	340,945
Effect of dilution: Warrants 2013/2018 ('000)	821	25,968	821	25,968
Effect of dilution: Employee Share Option Scheme ("ESOS")('000)	-	435	-	435
Adjusted weighted average number of ordinary shares applicable to diluted earnings per share ('000)	388,306	367,348	388,306	367,348
Diluted earnings / (loss) per ordinary share (sen)	1.16	3.30	(0.09)	8.70

12 Profit before tax

	INDIVIDUAL QUARTER THREE MONTHS ENDED 31 MARCH		CUMULATIVE PERIOD TWELVE MONTHS ENDED 31 MARCH	
	2015	2014	2015	2014
Profit before tax is arrived at after charging: -	RM'000	RM'000	RM'000	RM'000
B 1111 / //				
Bad debts written off	59	15	83	120
Depreciation and amortisation	1,928	2,744	7,551	5,483 3,078
Equity settled share-based payment transactions Impairment losses on:	-	3,008	(16)	3,076
- goodwill	805	650	805	650
- trade receivables	810	366	1,043	686
- investment property	610	32	1,043	32
Interest expenses	2.410	1,913	8,056	6.128
Inventories written down	2,410	(733)	141	40
Inventories written off	390	1,218	1,339	1,218
Loss on disposal of:	000	1,210	1,000	1,210
- property, plant and equipment	_	_	14	_
Loss on remeasurement arising on a business combination			• •	
achieved in stages	_	1,581	_	_
Net loss on fair value adjustment on other investments	÷	-	4,272	-
Property, plant and equipment written off	6	25	46	535
Provision for post-employment benefits	3,894	1,043	3,894	1,043
Realised loss on foreign currency transactions	250	44	550	256
Unrealised loss on foreign currency translation	13	1,790	356	928
And crediting: -				
Bad debts recovered	-	(153)	-	-
Dividend income	120	1,293	124	1,304
Gain on disposal of :				
- property, plant and equipment	-	5	9	14
- associate	90	-	90	-
Gain on dilution of equity interest in associates	3,337	7,119	6,900	11,820
Gain on remeasurement arising from a business combination	-	4,163	-	4,163
Interest income	506	356	1,401	1,536
Net gain on fair value adjustment on other investments Reversal of impairment losses on:	924	4,575	-	13,978
- property, plant and equipment	27	109	109	109
- trade receivables	419	92	668	837
Realised gain on foreign currency transactions	-	553	144	712
Share of profits of associates	1,022	893	9,629	6,978
Unrealised gain on foreign currency translation	234	-	815	92

OMESTI BERHAD (formerly known as Formis Resources Berhad) (530701-T)

SUMMARY OF STATUS OF MATERIAL LITIGATIONS AS AT 28 MAY 2015

A. MATERIAL LITIGATION AGAINST THE GROUP

No.	Parties to the Suit	Case / Summons No.	Court	Latest Status
1	Risk Management and Safety Systems Pty Ltd	Civil Suit No. 22NCVC-439-04/2012	Kuala Lumpur High	The initial hearing date fixed on 20 April 2015 was vacated due to unavailability of Omesti's lead counsel. The appeal has now been fixed for hearing on 14 July 2015.
	("RMSS") vs.		Court	lead counsel. The appearnas now been liked for hearing on 14 July 2013.
	1. Omesti Berhad (formerly known as Formis Resources Berhad) ("Omesti"); 2. Chan Ngow; 3. Tan Sri Megat Najmuddin bin Datuk Seri Dr Haji Megat Khas; 4. Dato' Mah Siew Kwok; 5. Datuk Rahim bin Baba; 6. Dato' Hairuddin bin Mohamed; 7. Ahmad bin Khalid; 8. Dato' Thong Kok Khee; 9. Dato' Gan Nyap Liou @ Gan Nyap Liow; 10. Au Yong Kam Weng; 11. Mah Xian-Zhen; 12. Formis Bass Software Sdn Bhd; and 13. Bioserasi Sdn Bhd ("the Defendants"). (collectively, "the Defendants")	Court of Appeal Civil Appeal No. W-02(NCVC)(W)-1337-08/2014 Omesti & 8 Others vs. RMSS & 4 Others	South	