

Caring • Credible • Committed

2015

Annual Report



Censof Holdings Berhad
(Co. No. : 828269-A)

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Corporate Overview



CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain
(Independent Non-Executive Chairman)

Ameer Bin Shaik Mydin
(Group Managing Director)

Tamil Selvan A/L M. Durairaj
(Group Deputy Managing Director)

Ang Hsin Hsien
(Executive Director)

Tuan Haji Ab. Gani Bin Haron
(Senior Independent Non-Executive Director)

Boey Tak Kong
(Independent Non-Executive Director)

Datuk Samsul Bin Husin
(Non-Independent Non-Executive Director)

Charles William Fox
(Non-Independent Non-Executive Director)

AUDIT COMMITTEE

Tuan Haji Ab. Gani Bin Haron (Chairman)
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain (Member)
Boey Tak Kong (Member)

REMUNERATION COMMITTEE

Boey Tak Kong (Chairman)
Tuan Haji Ab. Gani Bin Haron (Member)
Datuk Samsul Bin Husin (Member)
(Resigned on 25th May 2015)
Ameer Shaik Mydin (Member)
(Appointed on 25th May 2015)

NOMINATION COMMITTEE

Boey Tak Kong (Chairman)
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain (Member)
Tuan Haji Ab. Gani Bin Haron (Member)

REGISTERED OFFICE

Level 15-2
Bangunan Faber Imperial Court,
Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : 03 2692 4271 Fax : 03 2732 5388

COMPANY SECRETARIES

Lim Seck Wah (MAICSA No.: 0799845)
M. Chandrasegaran A/L S. Murugasu
(MAICSA No.: 0781031)

AUDITORS

Crowe Horwath
Level 16, Tower C, Megan Avenue II,
12, Jalan Yap Kwan Seng,
50450 Kuala Lumpur
Tel : 03 2788 9999
Fax : 03 2788 9998

SHARE REGISTRAR

Symphony Share Registrars Sdn. Bhd.
(Company No: 378993D)
Level 6, Symphony House, Block D13,
Pusat Dagangan Dana 1,
Jalan PJU 1A/46, 47301 Petaling Jaya
Selangor Darul Ehsan
Tel : 03 7841 8000 Fax : 03 7841 8151

PRINCIPAL BANKERS

CIMB Bank Berhad
Hong Leong Bank Berhad
Malayan Banking Berhad

CORPORATE OFFICE

A-8, Block A, Level 8, Sunway PJ 51A,
Jalan SS9A/19, Seri Setia,
47300 Petaling Jaya, Selangor Darul Ehsan
Tel : 03 7962 7888 Fax : 03 7962 7800
Website: www.censof.com

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
("Bursa Securities")
Main Market
Stock Code : 5195
Stock Name : Censof
Warrant Code : 5195 WA
Warrant Name : Censof - WA
Warrant Code : 5195 WB
Warrant Name : Censof - WB

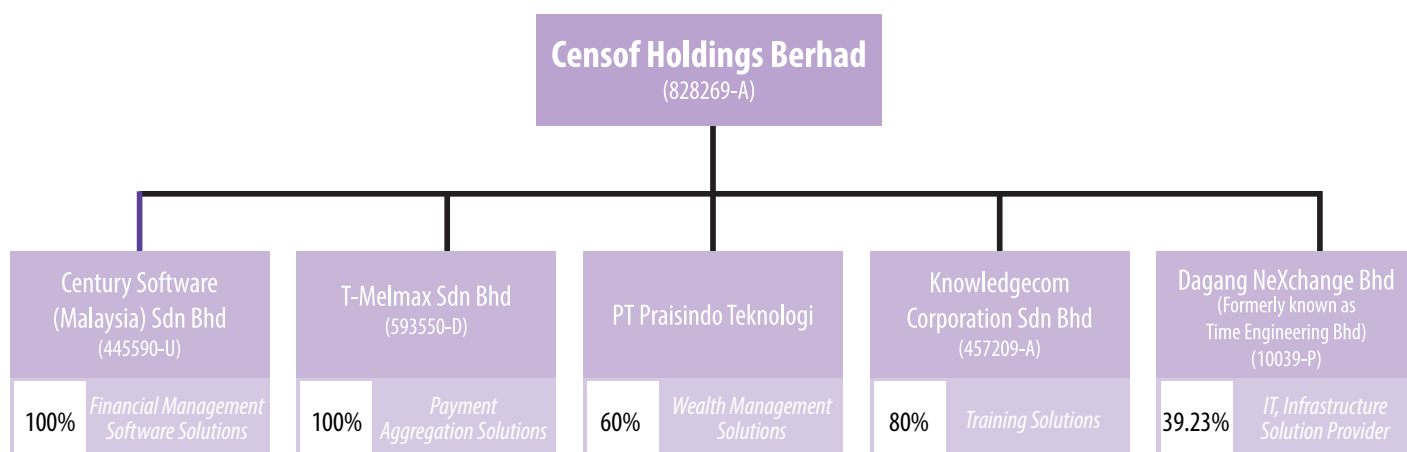


GROUP STRUCTURE

ABOUT US

Censof Holdings Berhad

Censof was incorporated under the name of Century Software Holdings Berhad as a public company in Malaysia on August 8th 2008, with the primary objective of being an investment holding company to facilitate our Listing exercise on January 31st 2011.



Subsidiaries	CENTURY SOFTWARE (MALAYSIA) SDN BHD	T-MELMAX SDN BHD	PT PRAISINDO TEKNOLOGI	KNOWLEDGECOM CORPORATION SDN BHD	DAGANG NEXCHANGE BHD
Equity Interest	100%	100%	60%	80%	39.23%
Year of Incorporation	1997	2002	2003	1998	1970
Status	BUMIPUTRA/MSC ISO - 9001 : 2008	BUMIPUTRA	-	MSC	-
Core Business	FMS	PAS	WMS	TS	ISP



To be a leading global provider of financial management solutions by 2016.

VisionMission

We pledge to devote our expertise towards excellence by:

- Providing innovative business solutions for our customers,
- Instilling a positive corporate culture that motivates our people to deliver excellence,
- Delivering sustainable growth and value for stakeholders,
- Empowering our people to be caring citizens actively contributing to the community.





Century Software (M) Sdn Bhd

Financial Management Solutions (FMS)



Censof Holdings Berhad's wholly-owned subsidiary Century Software (M) Sdn Bhd was incorporated in 1997 as a specialist in financial management solutions. Since then, Century Software has been a leading player at the forefront of the Malaysian and global Software Solutions business arena. This is strongly evident from our presence via branch operations and associates in Indonesia, the UAE, Myanmar, Australia and the Philippines.

Even with this extensive market coverage, Century Software is yet continuing its aggressive expansion roll across the globe to establish major player positions in both advanced and emerging markets. Apart from financial management, Century Software also provides customizable business solutions in business performance, enterprise analytics, wealth management, application development and more. This diversity of technical competency within our ingrained corporate makeup has served to elevate Century Software to a dominant position in our chosen business ecosystem.

Our core business competencies include (and are not restricted to):

- Systems Design;
- Application Development
- Systems Implementation, Installation & Rollout;
- Customizable Enterprise Solutions
- Systems Maintenance & Technical Support with ingrained customer service excellence;

In all these competencies under our charge, we are professionally endorsed with the ISO 9001:2008 standards certification as established by the Bureau Veritas Certification.

SERVICES

- Project Management • System Support • BPI Advisory
- Censof Integration • Training



government



corporate



tenderwizard



local council



Censof Insight



T-Melmax Sdn Bhd

Payment Aggregation Solutions (PAS)



Established in 2002, T-MELMAX SDN. BHD. (T-MELMAX) is an MSC (Multimedia Super Corridor) status company.

T-Melmax Sdn Bhd develops innovative & comprehensive technology based e-Payment and web-based electronic banking solutions to facilitate real-time & batch transaction processing.

From the payment of household bills to the payroll of large corporates, T-Melmax Sdn Bhd handles processing of bulk payment, retail payment and a vast variety of payments with interface to IBG (Inter Bank Giro), FPX (Financial Processing Exchange), Legacy Host and statutory bodies such as EPF, SOCSO, Bursa Malaysia and Income Tax.

A pioneer local Malaysian company, we have a successful track record of completing the IT system Merger project for RHB Bank & Bank Utama. T-Melmax also offers a host of other products designed to suit the many needs of the growing, technology-savvy community and various industries.



MyKasse



MyDuwit



MyEstet



MySiswa





CORPORATE PROFILE



Knowledgecom Corporation Sdn. Bhd.

Training Solutions (TS)

Incorporated in 2001, Knowledgecom Corporation Sdn. Bhd. is a corporate organization that specializes in various types of solutions and training. Over a period of 12 years, Knowledgecom has gained tremendous support and recognition from Government Agencies, MNC Companies, MSC Companies, SMI/SME and International Bodies, Multinational Corporations, various organizations, private and public sectors through its trademark quality IT Certification Training services, IT Business Solutions and Management Trainings. Now KnowledgeCom has extended its wings to become a Job Placement Company which is recognized as a Global Strategic Partner (GSP).

With an experienced and dynamic team, Knowledgecom has paved the way to excellence for all their clients. Since its inception, Knowledgecom has trained over 800 companies in specialized ICT skills.

KnowledgeCom Group

Caring | Credible | Committed



Training & Certification Programs
Consultancy for Ministry and Corporate Bodies
University Strategic Partner



Magazine Publication & Research Papers – Training & Education Industry
Placement Services / Job Portal
Conference and Workshops

Dagang NeXchange Bhd

IT, Infrastructure Solution Provider



Dagang NeXchange Bhd (DNeX) is a technology-based solutions provider for mission-critical services to governments and its agencies, and leading organisations and companies both in Malaysia and abroad.

Combining unparalleled experience and comprehensive capabilities in Trade Facilitation, DNeX pioneers in initiatives aimed at creating paperless, electronic Customs-related services to ease the facilitation and streamlining of international trading processes for the import and export, trade and logistics industries. It is also provider of ISO-certified cyber security services and collaborates with clients on intelligent IT infrastructure to help them become high-performance businesses and governments.

DNeX has since ventured into the energy landscape through recent strategic acquisitions and long term partnerships. With a heavy know-how and asset light strategy, DNeX works on integrating technological solutions to develop a commercially sustainable energy business.

Established in 1970, the company is listed on the Main Market of Bursa Malaysia Securities Berhad since 1983.



P.T Praisindo

Wealth Management Solutions (WMS)



Founded in 2003 at the beginning of the Internet Era, P.T Praisindo has been providing high quality software development and system integration works. We offer custom-made solutions in which, we frequently use standardized work-processes, technological processes and documents.

Since its inception the company has been providing high quality software development and system integration works in various cities across the Indonesian archipelago as well as handling several outsourcing works from overseas clients. Our dedicated team of technology specialists, both in traditional legacy systems as well as Internet technologies, has experienced various solutions to increase Return on Investment (ROI) of IT Projects by leveraging process automation, enabling effective communication, and enhancing revenue multiplication for our clients.

Praisindo has been able to list very prominent organizations and business among its clientele, which itself speaks for the quality of our works and the professionalism offered by the team.

SERVICES

- Custom Website Development • Project Management
- System Support • Corporate Web Development
- Corporate Web Operation





BOARD OF DIRECTORS

**Tan Sri Dato'
Mohd Ibrahim
Bin Mohd Zain**
Independent
Non-Executive
Chairman

**Datuk Samsul Bin
Husin**
Non-Independent
Non-Executive
Director

Boey Tak Kong
Independent
Non-Executive
Director

Ang Hsin Hsien
Executive Director





BOARD OF DIRECTORS

Charles William Fox

Non-Independent
Non-Executive
Director

**Not pictured*

Tuan Haji Ab. Gani Bin Haron

Senior Independent
Non-Executive
Director

Ameer Bin Shaik Mydin

Group Managing
Director

Tamil Selvan A/L M. Durairaj

Group Deputy
Managing
Director





PROFILE OF DIRECTORS



Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain

(72 years old)

Independent Non-Executive Chairman

Tan Sri Dato' Mohd Ibrahim bin Mohd Zain, aged 72, is currently the Chairman of Censof Holdings Berhad, Rex Industry Berhad, and Yayasan Arshad Ayub. He is also a Director of Brahims Holdings Berhad.

Tan Sri Dato' Mohd Ibrahim is a graduate from British Institute of Management and Institute of Marketing in the United Kingdom and holds a Masters in Business Administration from the University of Ohio, in the United States of America.

Upon his graduation in 1965, he was attached to University of Technology MARA (formerly known as Institute of Technology MARA) as a lecturer where he was later appointed as a Council member/ Director, a position which he held until October 2006.

Previously, he had served as Chief Executive of Amanah International Finance Berhad, Amanah Chase Merchant Bank Berhad and Oriental Bank Berhad, Chairman and Chief Executive Officer of Setron (Malaysia) Berhad, Chairman of Bank Kerjasama Rakyat (M) Berhad, Pan Malaysian Industries Berhad, Pan Malaysian Holdings Berhad, Pan Malaysia Capital Bhd, Chemical Company of Malaysia Berhad and Kawan Food Berhad, Deputy Chairman of Metrojaya Berhad and a Director of K & N Kenanga Bhd and AMMB Holdings Berhad.

Tan Sri Dato' Mohd Ibrahim has not been convicted of any offence within the past ten years. Tan Sri does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.

Ameer Bin Shaik Mydin

(51 years old)

Group Managing Director



Ameer hails from Penang where he completed his primary and secondary education. Upon completion of his schooling, he continued his education at University of Malaya in Kuala Lumpur. In 1988, Ameer graduated with a Bachelor of Science Degree, majoring in Physics.

Ameer began his career in the IT Industry as an Account Manager at PanGlobal Sistemaju Sdn Bhd, providing Wang Computers solutions to the banking industry. Among his customers then were Bank Rakyat and Asia Commercial Finance. He was there for 5 years, where he then moved to Digital Equipment Malaysia as the Channels Account Manager. This is where Ameer built up his relationship with other channel partners in the IT industry in Malaysia focusing on the Government sector.

After 3 years, Ameer went on to expand his knowledge in the software solution business at Berjaya Ross Systems as Sales Manager. His last appointment before joining Century Software was at Unisys Malaysia, as the Senior Strategic Account Manager in the Network Business Sector.

In 1999, just as Y2K was approaching, Ameer joined Century Software (M) Sdn Bhd (CSM) as a Business Development Manager. He moved up the ladder quickly to become the CEO of IT System Implementors Sdn Bhd, a subsidiary of Century Software (M) Sdn Bhd (CSM), in 2001. Within the next two years, Ameer became the Director of Business Development at CSM, when IT System Implementors merged with Century Software (M) Sdn Bhd in 2003.

Then in 2008, Ameer became the Executive Director of Censof Holdings Berhad, which eventually got listed on the KLSE Main Board in 2011. With increasing experience over the years, Ameer moved on to become the CEO of T-Melmax, a subsidiary of the Censof Holdings umbrella in 2012. Not long after that, effective 1st August 2014 Ameer was appointed as Group Managing Director of Censof Holdings Berhad.

Ameer has not been convicted of any offence within the past ten years. Ameer does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.



PROFILE OF DIRECTORS



Tamil Selvan A/L M. Durairaj

(53 years old)

Group Deputy Managing Director

With over 30 years of experience in business consulting and financial applications implementations across a myriad of industries, Tamil Selvan is at the helm of the operations at Censof Holdings Berhad at which he holds the Deputy Group Managing Director position as of January 2014. Tamil Selvan oversees the finance and corporate matters on a Group level.

Tamil Selvan qualified as an associate member of the Chartered Institute of Management Accountants (CIMA), United Kingdom in 1984, whilst employed as an Accountant and Administrator of a large co-operative. In 1987, Tamil Selvan was admitted to the Malaysian Institute of Accountant (MIA) as a Chartered Accountant (CA). Tamil Selvan also joined the Accountant General's Office as the Treasury Accountant, before leaving the public sector in 1990 to take up a position as a Consulting Manager in a subsidiary of a large public listed media and communications company. In 1993, he joined KPMG Peat Marwick Consulting Sdn. Bhd. before coming on-board Century Software (M) Sdn. Bhd. in 1995 as its Managing Director.

Tamil Selvan specialises in Financial Management and Cost Accounting for both the public and private sectors. This specialisation, coupled with a strong financial analytical skill and vast experience in implementation of various financial management systems in medium to large agencies and corporations, has led his team of financial consultants, IT professionals and accountants to plenty of successful implementation and delivery of all projects of the company.

Tamil Selvan has not been convicted of any offence within the past ten years. Tamil Selvan does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.

Ang Hsin Hsien

(47 years old)

Executive Director



A graduate of Curtin University of Technology, Western Australia, Ang has more than 20 years of experience in business and the IT industry namely in formulating sales and marketing plans for business solutions for both the public and private sector as well as managing strategic accounts.

Ang currently heads the Group Business Development of Censof Holdings Berhad where she serves as Executive Director. She has invaluable experiences in managing accounts such as SIRIM, Malaysian Agricultural Research & Development Institute (MARDI), Malaysian Palm Oil Board (MPOB), Fisheries Development Authority of Malaysia (LKIM), Lembaga Hasil Dalam Negeri Malaysia (LHDNM) and Indah Water Consortium (IWK). She was one of the key players in securing SAGA (Standard Accounting System for Government Agencies) for the company and obtaining SAGA Certification and compliance from the Malaysian Government comprises of MAMPU, Accountant General Office, Economic Planning Unit and Auditor General Office.

Ang was also appointed as a Non-Independent Non-Executive Director of Dagang NeXchange Berhad (formerly known as TIME Engineering Berhad) on 12 December 2013 and is a Member of the Audit Committee and the Board Procurement and Tender Committee of the Company.

Ang's expertise in managing supplier-clientele confidence, developing new business opportunities and identifying potential markets, coupled with in-depth knowledge on public and private sector, change management as well as project management has enabled her team to provide personalised ideas and cost-effective solutions to support clients' financial and operational needs. Ang also manages the scope of work on strategy throughout all the subsidiaries and leads the team in spearheading new business both in the local and international market.

Ang has not been convicted of any offence within the past ten years. Ang does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.



PROFILE OF DIRECTORS



Tuan Haji Ab. Gani Bin Haron

(63 years old)

Senior Independent Non-Executive Director

Tuan Haji Ab. Gani Bin Haron was appointed as our Independent Non-Executive Director on 28 December 2010. He is the Chairman of the Audit Committee and Member of the Remuneration and Nomination Committee. He is a Chartered Accountant of the Malaysian Institute of Accountants.

Tuan Haji Gani's broad-based experience and professional expertise spans over 30 years, in senior positions involving financial, management, audit and human resource management for the Accountant General Department of Malaysia. Since 2001, he has taken the role of Director of Accounting Development and Management Division and subsequently Deputy Accountant General of Malaysia. He has since been involved in human resource management for the accounting personnel of the Federal Government and the development of the accounting system for the Federal Government.

Currently, he is the Director for YLI Holdings Berhad and Amanah Raya (Labuan) Ltd.

Tuan Haji Gani has not been convicted of any offence within the past ten years. Tuan Haji Gani does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.

Boey Tak Kong

(61 years old)

Independent Non-Executive Director



Mr. Boey Tak Kong was appointed as our Independent Non-Executive Director on 28 December 2010. He is the Chairman of the Remuneration and Nomination Committee and a member of the Audit Committee. He is a Fellow member of the Association of Chartered Certified Accountants, United Kingdom, Associate member of the Institute of Chartered Secretaries & Administrators, United Kingdom, Chartered Accountant of the Malaysian Institute of Accountants, Member of the Malaysian Institute of Management and Associate member of the Institute of Marketing Malaysia.

Boey's broad-based experience and professional expertise spans over 23 years in senior management positions involving financial management, internal audit, corporate affairs and overseas business development with five (5) listed public companies with listing in Malaysia, Singapore, United Kingdom, New Zealand and Australia.

Presently, Boey is an approved trainer with Pembangunan Sumber Manusia Berhad and the Managing Director of Terus Mesra Sdn Bhd, a governance and leadership development training company.

Boey is also a Director of Dutch Lady Milk Industries Berhad, Green Packet Berhad, Gadang Holdings Berhad and Ho Hup Construction Company Berhad, all listed on Bursa Malaysia Securities Berhad.

Boey has not been convicted of any offence within the past ten years. Boey does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.



PROFILE OF DIRECTORS



Datuk Samsul Bin Husin

(52 years old)

Non-Independent Non-Executive Director

A Chartered Accountant and a graduate of Universiti Kebangsaan Malaysia, Datuk Samsul has with him over 26 years of IT and accounting experience. Datuk Samsul was redesignated from Group Managing Director to Non-Independent Non-Executive Director of Censof Holdings Berhad after he moved to spearhead operations in Dagang NeXchange.

Datuk Samsul Husin specializes in financial systems, system planning and designing. He started his career with the Housing Division, State Planning and Development unit, Selangor where he received hands-on experience in the planning, designing and the subsequent delivery of a Billing System for low-cost housing development projects in the state.

In 1987, Datuk Samsul joined the Accountant General's office to hold various positions in spearheading projects such as the enforcement of accounting procedures to the designing of new systems for the enhancement of existing financial management reporting for the office. During his term with the Government, he was appointed as the head of the computer unit in the offices of Kota Kinabalu and Kuching.

After leaving the public sector, Datuk Samsul then joined the private sector to hold positions in financial cum portfolio management arena before joining Censof.

Datuk Samsul's areas of specialty include system computerization, in particular the easing of decision support systems, public sector accounting for statutory bodies, change management and project management.

Datuk Samsul was awarded the technopreneur excellence award in 2011 by PIKOM and has led Censof to many awards throughout the years. To name a few, Censof was awarded Malaysia's most prominent IT company by the Malaysian Independence Award board and also the recent Member Excellent Award by PIKOM, both received in 2012.

Datuk Samsul has not been convicted of any offence within the past ten years. Datuk Samsul does not have any family relationship with any other Directors and/or major shareholders of the Company and has no conflict of interest with the company.

Charles William Fox

(61 years old)

Non-Independent Non-Executive Director



Mr Charles was appointed as our Non-Independent Non-Executive Director on 29 May 2015.

He began his early career as a Radio Tradesman in Canberra, Australia and subsequently became a hardware field engineer at Pace Pty Ltd in charge of commissioning software communications systems for Over The Counter ("OTC") operations.

With strong business acumen, he realized that the business in computer hardware was downsizing and becoming less competitive. Spurred by his later partnership with Focus Business Systems Pty Ltd ("FBS"), he transitioned the FBS' software business into developing and supporting applications in the Unix operating system, leading Unix to become the support and sales centre for Tetraplan accounting.

His partnership with Century Software Pty Ltd saw remarkable success through transforming small software business into big systems, evidenced by the later information of Century Software in Malaysia.

He now actively develops, sells and supports the product range across Asia Pacific products in Interactive Reporting Pty Ltd and Four J's Asia Pacific Pty Ltd He is a director in both these companies and also a director in Blue J Software Pty Ltd.

Save as disclosed, none of the Directors have any family relationships with any Director and/or major shareholders of the Company. None of the Directors have any conflict of interest with the Company nor have they been convicted of any offences within the past ten (10) years.





2

Industry Review



AWARDS & ACCREDITATIONS



Malaysia's Best Financial Management
System Services Provider 2013



Malaysia's Prominent Information
Technology Company 2012



PIKOM ICT LEADERSHIP AWARDS

Member Excellence Award 2012

PIKOM ICT LEADERSHIP AWARDS 2011

Technopreneur Excellence Award



MALAYSIA INDEPENDENCE AWARD 2012

Malaysia's Prominent IT Company



NEF-AWANI ICT AWARDS 2010

Best Software Product



NATIONAL AWARD FOR MANAGEMENT ACCOUNTING

SME STAR Award 2010

SME Best Practice Award 2009

From MIA & CIMA



IBM Framework for Government
Certification



Ready for IBM Informix Database
Software validation





FINANCIAL HIGHLIGHTS

	2015	2014 [□]	2012	2011	2010
PROFIT AND LOSS (RM Million)					
Revenue	152.05	80.33	44.77	43.34	31.73
Profit Before Taxation	32.80	5.83	9.81	9.23	12.73
Profit After Taxation	21.64	4.13	9.45	9.00	12.80
Profit Attributable to Shareholders	7.68	1.11	9.33	8.81	12.80
BALANCE SHEET (RM Million)					
Share Capital	47.67	39.96	34.42	34.42	14.91
Reserves	51.91	38.47	41.08	31.89	26.52
Shareholder's Fund	132.66	88.75	64.51	55.45	29.13
Non Controlling Interest	81.54	62.40	0.99	0.67	-
Current Liabilities	125.41	91.86	16.01	6.38	9.78
Non-Current Liabilities	22.19	76.86	0.67	0.47	0.52
Property, Plant and Equipment	16.25	18.25	4.11	3.25	1.57
Other Investments	0.10	0.10	0.10	0.10	0.10
Current Assets	238.55	190.97	55.77	44.95	26.99
RATIO					
Net Assets Per Share (Sen)	30.15	24.55	19.03	20.35	21.90
Net Earnings Per Share (Sen)	1.75	0.31	2.71	3.19	9.62
Dividend Amount Per Share (Sen)	-	-	0.10	0.10	-

□ year end has been changed from 31 December 2013 to 31 March 2014

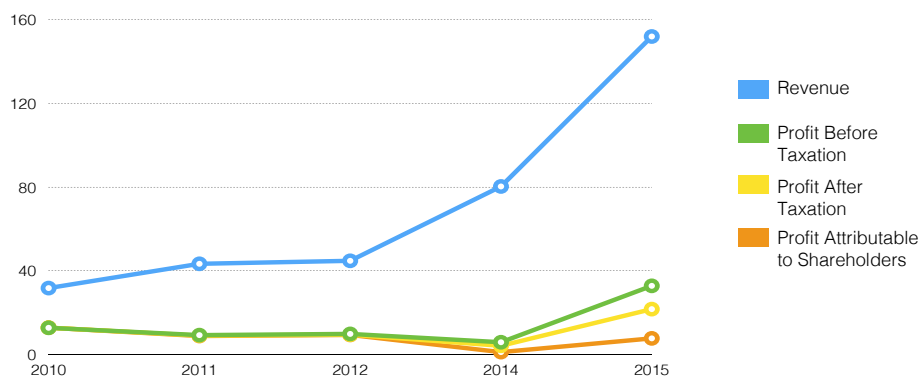
ANNOUNCEMENTS FOR THE YEAR 2015

Quarter	Date Release
1. Unaudited consolidated results for the 1st quarter ended 30 June 2014.	Fri, 22nd, Aug 2014
2. Unaudited consolidated results for the 2nd quarter ended 30 September 2014.	Fri, 21st Nov 2014
3. Unaudited consolidated results for the 3rd quarter ended 31 December 2014.	Wed, 25th Feb 2014
4. Unaudited consolidated results for the 4th quarter ended 31 March 2015	Mon, 25th May 2015

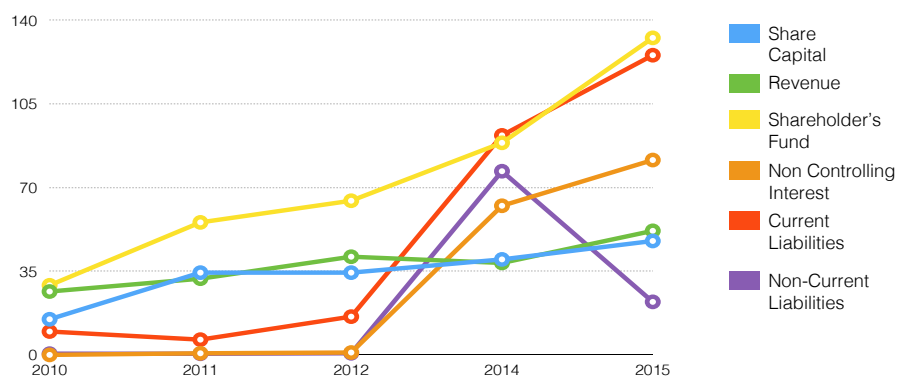


FINANCIAL HIGHLIGHTS

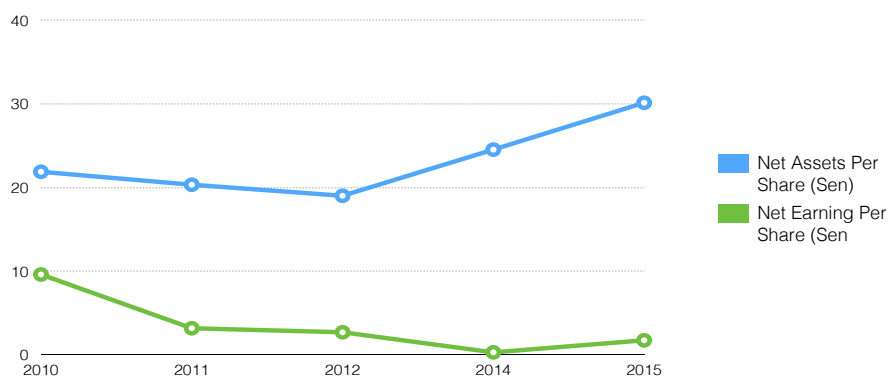
Profit & Loss Performance (RM'000)



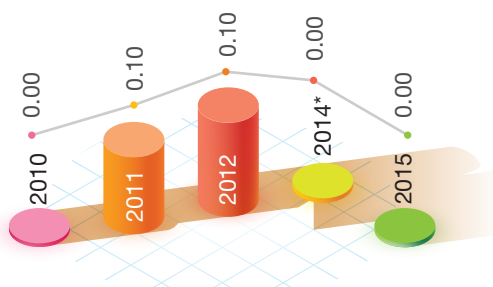
Balance Sheet (RM'000)



Ratio Analysis



Dividend Amount Per Share (Sen)





Operational Review



CORPORATE ANNOUNCEMENT

MAY 2014



26 May 2014 - The Company's subsidiary, Time Engineering Berhad has changed its name to "DAGANG NEXCHANGE BERHAD".

28 May 2014 - The Company wholly-owned subsidiary, Century Software (Malaysia) Sdn Bhd has received a Letter of Award from Northport (Malaysia) Bhd for the project named "Replacement of Financial and Accounting Management System with Two (2) Years of Support & Maintenance Services" for the contract sum of RM3,700,000.00, commencing from 26 May 2014 until 25 January 2015. The Support & Maintenance Services contract will commence from 26 January 2018 to 25 January 2020.

JUNE 2014



19 June 2014 - The Company subsidiary, Dagang Nexchange Berhad ("DNEX") announced the appointment of Mr. Zainal 'Abidin bin Abd Jalil as Managing Director of DNEX effective 19 June 2014.

JULY 2014



3 July 2014 - The Company proposed to undertake an issuance of free warrants on the basis of one (1) new warrant for every four (4) existing ordinary shares of RM0.10 each in Censof ("Censof Share(s)" or "Share(s)") held by the entitled shareholders of the Company on an entitlement date to be determined and announced later ("Entitlement Date") ("Proposed Free Warrants Issue" or the "Proposal").

18 July 2014 - Censof disposed 45,000,000 of Ordinary shares of RM0.20 each, representing 5.80% of the total issued and paid up share capital of Dagang Nexchange Berhad (Formerly Known As Time Engineering Berhad) ("DNex"), the subsidiary of Censof for a total consideration of RM12,500,000.00.

AUGUST 2014



4 August 2014 - Redesignation of Datuk Samsul bin Husin from Managing Director to Non-Independent Non-Executive Director

4 August 2014 - Redesignation of Mr. Ameer Bin Shaik Mydin from Executive Director to Group Managing Director

29 August 2014 - The company wishes to announce that all six (6) Ordinary Resolutions set out in the Notice of the 6th Annual General Meeting ("AGM") dated 7 August 2014 were duly passed and carried out at 6th AGM of the Company duly convened and held on 29 August 2014.

SEPTEMBER 2014



29 September 2014 - The Company is pleased to announce that on 29 September 2014, its subsidiary Knowledgecom Corporation Sdn Bhd ("KCSB") had acquired Fourteen Thousand (14,000) ordinary shares of RM1.00 each ("Shares") representing 100% equity interest in Global Strategic Partners ("GSPSB") for a nominal value of RM2.00 only ("the Acquisition").

OCTOBER 2014



7 October 2014 - The company announced that its wholly-owned subsidiary, Century Software (Malaysia) Sdn Bhd ("CSM") will be entering into a Joint Venture Agreement ("JVA") today afternoon, 7 October 2014 with Asian Business Software Solutions Sdn Bhd (Company No. 868100- H) ("ABSS") of Block KA3-1-13, Kuchai Avenue, No. 39, Jalan Kuchai Maju 13, Kuchai Lama, 58200 Kuala Lumpur.

15 October 2014 - The Company announced that the Proposed Free Warrants Issue has been completed, following the listing and quotation of 111,412,717 Warrants-B today on the Main Market of Bursa Malaysia Securities Berhad.





CORPORATE ANNOUNCEMENT

NOVEMBER 2014



12 November 2014 - The Company proposed to undertake a private placement of new ordinary shares of RM0.10 each in Censof ("Censof Share(s)" or "Share(s)") ("Placement Shares") of up to ten percent (10%) of the issued and paid-up share capital of Censof to third party investor(s) to be identified and at an issue price to be determined later and in accordance with Section 132D of the Companies Act, 1965 ("Act")("Proposed Private Placement").

DECEMBER 2014



3 December 2014 - The Company announced that the subsidiary of the Company, Knowledgecom Corporation Sdn Bhd has received a Letter of Award ("LOA") on 2 December 2014 (Ref No. : TC/MTD-GE/RFP3/UPSKILLING/ICT/2014-003) from Talent Corporation Malaysia Berhad ("TalentCorp") for a contract named "Upskilling ICT Sector" ("Proposed Programme") for a contract sum of RM2,800,000.00 ("the Contract")

MARCH 2015



3 March 2015 - The Company announced that its wholly-owned subsidiary, Century Software (M) Sdn Bhd has received a Letter of Award ("LOA") dated 25 February 2015 on 2 March 2015 (Ref No. : LHDN.01/48(S)347/3/76(13)) from Lembaga Hasil Dalam Negeri Malaysia ("LHDNM") for a contract named "Maintenance Service for Standard Accounting System For Government Agencies ("SAGA") at LHDNM for a contract sum of RM3,500,000.00 ("the Contract").

APRIL 2015



10 April 2015 - The Company announced that its wholly-owned subsidiary, Century Software (M) Sdn Bhd has received two Purchase Orders ("PO") dated 30 March 2015 on 9 April 2015 (PO No. A 5699 and PO No. A 5700) respectively from Brilliance Information Sdn Bhd for a contract named "Financial Accounting System for Jabatan Kastam Diraja Malaysia for a total sum of RM2,308,680.00 ("the Contract").

MAY 2015



29 May 2015 - The Company appointed Mr Charles William Fox as a Non-Independent and Non-Executive Director

JULY 2015



9 July 2015 - The Company entered into a share sale and purchase agreement with Paul Alistair Jennings ("PAJ"), Matthew Edward Critchley ("MEC"), Simone Gross ("SG"), Foo Chee Pin ("FCP"), Irine Lopez ("IL"), Rhys Paul Brown ("RPB"), Lum Choong Eu ("LCE"), Gauri Thanasingam ("GT"), Shanmugapriya Kanesan ("SK"), Elavarasu Balasubramaniam ("EB") and Lim Suan Kooi ("LSK") (PAJ, MEC, SG, FCP, IL, RPB, LCE, GT, SK, EB and LSK shall be collectively known as the "Vendors") and Asian Business Software Solutions Pte Ltd ("ABSS") to acquire 306,000 shares held by the Vendors in ABSS ("ABSS Share(s)")("Sale Share(s)"), which represent fifty one percent (51%) equity interest of the issued and paid-up share capital of ABSS, for an aggregate purchase price of SGD10.0 million (approximately RM28.066 million based on the exchange rate above) to be fully settled in cash ("Purchase Price") ("Share Sale and Purchase Agreement")

9 July 2015 - The Company announced the annual audited accounts for the financial year ending 31 March 2015



ANALYSIS OF SHAREHOLDINGS

AS AT 6 JULY 2015

Authorized Share Capital	: RM100,000,000.00
Issued and Fully Paid-Up Share Capital	: RM 48,666,077.10
Class of Shares	: Ordinary Shares of RM0.10 Each
Voting Rights	: One Vote Per Ordinary Share
No. of Shareholders	: 7,017

DISTRIBUTION OF SHAREHOLDINGS AS AT 6 JULY 2015

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	9	0.13	138	0.00
100 - 1,000	180	2.57	126,584	0.03
1,001 - 10,000	3,007	42.85	21,257,556	4.37
10,001 - 100,000	3,378	48.14	119,689,041	24.59
100,001 - less than 5% of issued shares	442	6.30	172,587,452	35.46
5% and above of issued shares	1	0.01	173,000,000	35.55
Total	7,017	100.00	486,660,771	100.00

LIST OF SUBSTANTIAL SHAREHOLDERS AS AT 6 JULY 2015

No.	Names	Direct		Indirect		
		No. of Shares	%	No. of Shares	%	
1.	SAAS Global Sdn Bhd	175,937,954	36.15	-	-	-
2.	Datuk Samsul Bin Husin	-	-	175,937,954	36.15	(a)
3.	Ameer Bin Shaik Mydin	-	-	175,937,954	36.15	(a)

DIRECTORS' INTERESTS IN SHARES AS AT 6 JULY 2015

No.	Names	Direct		Indirect		
		No. of Shares	%	No. of Shares	%	
1.	Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	10,349,032	2.13	-	-	-
2.	Datuk Samsul Bin Husin	-	-	175,937,954	36.15	(a)
3.	Ameer Bin Shaik Mydin	-	-	175,937,954	36.15	(a)
4.	Tamil Selvan A/L M. Durairaj	-	-	-	-	-
5.	Ang Hsin Hsien	-	-	-	-	-
6.	Tuan Haji Ab. Gani Bin Haron	-	-	-	-	-
7.	Boey Tak Kong	300,000	0.06	-	-	-
8.	Charles William Fox	-	-	-	-	-

Notes:

(a) Deemed Interest pursuant to Section 6A of the Act through his interest in SAAS Global Sdn Bhd



ANALYSIS OF SHAREHOLDINGS AS AT 6 JULY 2015

30 LARGEST SHAREHOLDERS AS AT 6 JULY 2015

No.	SHAREHOLDER	SHARES	%
1	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SAAS GLOBAL SDN BHD	173,000,000	35.55
2	EXPEDIENT EQUITY VENTURES SDN BHD	10,000,188	2.05
3	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHD IBRAHIM BIN MOHD ZAIN	8,749,032	1.80
4	JF APEX NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SATVINDER SINGH	7,000,000	1.44
5	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG FAI TAT	5,200,000	1.07
6	TAN CHAI TAT	3,200,000	0.66
7	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEE KIM HEW	3,144,100	0.65
8	JF APEX NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KOH CHEE MENG	3,000,000	0.62
9	AMBANK (M) BERHAD PLEDGED SECURITIES ACCOUNT FOR WONG AH YONG	2,600,000	0.53
10	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR WONG AH YONG	2,600,000	0.53
11	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TANG SZE CHEN	2,533,300	0.52
12	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SAAS GLOBAL SDN BHD FKA CENSOF SDN BHD	2,500,000	0.51
13	STELLA YAP YIAN CHIUN	1,950,000	0.40
14	TAY KOO HUI	1,700,000	0.35
15	MOHD IBRAHIM BIN MOHD ZAIN	1,600,000	0.33
16	SJ SEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SEO CHENG GAOK	1,220,000	0.25
17	NG KIM MOY	1,200,000	0.25
18	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR TEOH EWE JIN	1,190,000	0.24
19	PANG FOOK FOR	1,060,000	0.22
20	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SIM LEONG THUN	1,020,000	0.21
21	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHAN KAM FUT	1,000,000	0.21
22	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ZULKIFLI BIN ISMAIL	1,000,000	0.21
23	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR ERWIN SELVARAJAH A/L PETER SELVARAJAH	1,000,000	0.21
24	KUANG KIM SOON	1,000,000	0.21
25	CITIGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR RAMLEE BIN MOHD SHARIFF	969,432	0.20
26	SINGAPORE ENTERPRISES PRIVATE LIMITED	962,900	0.20
27	MALACCA EQUITY NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR PHILLIP CAPITAL MANAGEMENT SDN BHD	912,000	0.19
28	CHEAH SEE HAN	910,000	0.19
29	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SIEW POH CHOO	890,000	0.18
30	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SARAVANAN A/L RAMAN	807,000	0.17
	TOTAL	243,917,952	50.12



ANALYSIS OF WARRANT-A HOLDINGS

AS AT 6 JULY 2015

Issued Warrants : 43,025,000
 Exercise Period : 19 July 2012 to 18 July 2017
 Exercise Price : RM0.46 each
 No. of Warrant Holders : 1,302
 Warrants Exercised : 13,529,675

ANALYSIS BY SIZE AS AT 6 JULY 2015

Category	No. of Warrant Holders	% of Warrant Holders	No. of Warrant	% of Warrant
Less than 100	225	17.28	9,835	0.03
100 - 1,000	230	17.67	110,217	0.38
1,001 - 10,000	416	31.95	1,747,680	5.93
10,001 - 100,000	368	28.26	13,233,010	44.86
100,001 - less than 5% of issued Warrants	62	4.76	12,845,183	43.55
5% and above of issued Warrants	1	0.08	1,549,400	5.25
Total	1,302	100.00	29,495,325	100.00

LIST OF SUBSTANTIAL WARRANT-A HOLDERS AS AT 6 JULY 2015

No.	Name	Direct		Indirect		
		No. of Warrants	%	No. of Warrants	%	
1.	Chan Siew Kuen	1,549,400	5.25	-	-	-

DIRECTORS' INTERESTS IN WARRANTS-A AS AT 6 JULY 2015

No.	Names	Direct		Indirect		
		No. of Warrants	%	No. of Warrants	%	
1.	Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	1,293,629	4.39	-	-	-
2.	Datuk Samsul Bin Husin	-	-	-	-	-
3.	Ameer Bin Shaik Mydin	-	-	-	-	-
4.	Tamil Selvan A/L M. Durairaj	-	-	-	-	-
5.	Ang Hsin Hsien	-	-	-	-	-
6.	Tuan Haji Ab. Gani Bin Haron	-	-	-	-	-
7.	Boey Tak Kong	-	-	-	-	-
8.	Charles William Fox	-	-	-	-	-





ANALYSIS OF WARRANT-A HOLDINGS AS AT 6 JULY 2015

30 LARGEST WARRANT-A HOLDERS AS AT 6 JULY 2015

NO.	WARRANTS HOLDER	No. of Warrants	%
1	CHAN SIEW KUEN	1,549,400	5.25
2	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHD IBRAHIM BIN MOHD ZAIN	1,093,629	3.71
3	YIN YIT FUN	581,100	1.97
4	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YEOH CHIN HOI	418,000	1.42
5	YAP WAH HEE	387,800	1.31
6	NG KOK WEE	333,500	1.13
7	NG HAN CHUAN	314,100	1.06
8	ISMET BIN OMAR	300,000	1.02
9	KOH CHEE MENG	295,300	1.00
10	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YICK KAR LOCK	292,100	0.99
11	HOO AH LAN	281,800	0.96
12	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR LING CHUN MENG	262,300	0.89
13	GAN SEE HEAN	260,000	0.88
14	LEE CHOON MUN @ LEE CHOON MOON	250,000	0.85
15	CHUA CHIN SON @ CHUA CHIN AUN	250,000	0.85
16	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GOH KIM CHOON	248,500	0.84
17	GOH HONG HWA	240,000	0.81
18	LEE JOO ENG	232,400	0.79
19	TAN AH BEE	200,000	0.68
20	HOO MEE KING	200,000	0.68
21	MOHD IBRAHIM BIN MOHD ZAIN	200,000	0.68
22	NG KOK POW	200,000	0.68
23	WU SONG SEE @ GOH SONG SEE	200,000	0.68
24	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE POH KWEE	200,000	0.68
25	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR RAMLEE BIN MOHD SHARIFF	199,679	0.68
26	CHA KONG LOONG	191,000	0.65
27	MAYBANK NOMINEES (TEMPATAN) SDN BHD TENG YUH CHING	185,200	0.63
28	TAN CHWEE LYE	180,000	0.61
29	CHIO TUONG CHUONG	180,000	0.61
30	LIU SEW LIN	179,900	0.61
	TOTAL	9,905,708	33.58



ANALYSIS OF WARRANT-B HOLDINGS AS AT 6 JULY 2015

Issued Warrants : 111,412,717
 Exercise Period : 8 October 2014 to 7 October 2019
 Exercise Price : RM0.46 each
 No. of Warrant Holders : 3,388
 Warrants Exercised : 7,500

ANALYSIS BY SIZE AS AT 6 JULY 2015

Category	No. of Warrant Holders	% of Warrant Holders	No. of Warrant	% of Warrant
Less than 100	329	9.71	14,706	0.01
100 - 1,000	452	13.34	287,537	0.26
1,001 - 10,000	1,627	48.02	6,286,697	5.64
10,001 - 100,000	831	24.53	31,405,448	28.19
100,001 - less than 5% of issued Warrants	148	4.37	45,051,341	40.44
5% and above of issued Warrants	1	0.03	28,359,488	25.46
Total	3,388	100.00	111,405,217	100.00

LIST OF SUBSTANTIAL WARRANT-B HOLDERS AS AT 6 JULY 2015

No.	Name	Direct		Indirect		
		No. of Warrants	%	No. of Warrants	%	
1.	SAAS Global Sdn Bhd	28,984,488	26.02	-	-	-
2.	Datuk Samsul Bin Husin	-	-	28,984,488	26.02	(a)
3.	Ameer Bin Shaik Mydin	-	-	28,984,488	26.02	(a)

DIRECTORS' INTERESTS IN WARRANTS-B AS AT 6 JULY 2015

No.	Names	Direct		Indirect		
		No. of Warrants	%	No. of Warrants	%	
1.	Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	2,587,258	2.32	-	-	-
2.	Datuk Samsul Bin Husin	-	-	28,984,488	26.02	(a)
3.	Ameer Bin Shaik Mydin	-	-	28,984,488	26.02	(a)
4.	Tamil Selvan A/L M. Durairaj	-	-	-	-	-
5.	Ang Hsin Hsien	-	-	-	-	-
6.	Tuan Haji Ab. Gani Bin Haron	-	-	-	-	-
7.	Boey Tak Kong	-	-	-	-	-
8.	Charles William Fox	-	-	-	-	-

Notes:

(a) Deemed Interest pursuant to Section 6A of the Act through his interest in SAAS Global Sdn Bhd



ANALYSIS OF WARRANT-B HOLDINGS AS AT 6 JULY 2015

30 LARGEST WARRANT-B HOLDERS AS AT 6 JULY 2015

NO.	WARRANTS HOLDER	No. of Warrants	%
1	SAAS GLOBAL SDN BHD	28,359,488	25.46
2	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEE KIM HEW	3,428,700	3.08
3.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHD IBRAHIM BIN MOHD ZAIN	2,187,258	1.96
4	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR LEN BOOK LEARN	1,976,875	1.77
5	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KHOO PHAIK LEE	1,551,300	1.39
6	RHB CAPITAL NOMINEES (ASING) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHEN MEI FONG MARY	1,154,225	1.04
7	YONG AH PO	1,121,500	1.01
8	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEN BOOK LEARN	826,800	0.74
9	CHAN KIM MOON	749,400	0.67
10	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SAAS GLOBAL SDN BHD FKA CENSOF SDN BHD	625,000	0.56
11	TAN LEE PENG	600,000	0.54
12	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB BANK FOR WONG AH YONG	600,000	0.54
13	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHU CHOON SOW	520,000	0.47
14	CITIGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR RAMLEE BIN MOHD SHARIFF	518,750	0.47
15	WONG KOK SIN	510,000	0.46
16	TAILAMI A/P PALANIANDY	500,000	0.45
17	OOI TEE KIONG	436,700	0.39
18	KUANG KIM SOON	422,500	0.38
19	KONG SIW MING	421,800	0.38
20	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED	405,000	0.36
21	LEE YEONG TAT	400,000	0.36
22	KUNG SEI HUONG	400,000	0.36
23	MOHD IBRAHIM BIN MOHD ZAIN	400,000	0.36
24	TEOH SWEE AUN	400,000	0.36
25	WONG KIN KHEONG	390,000	0.35
26	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YEOH CHIN HOI	390,000	0.35
27	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOOI LAI KIAT	387,000	0.35
28	CHAN SIEW KUEN	375,000	0.34
29	CHIAN KIANG YEAH	375,000	0.34
30	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR POH WEI YIN	351,650	0.32
	TOTAL	50,783,946	45.58



CHAIRMAN'S STATEMENT



Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain

Dear Shareholders,
On behalf of the Board of Directors, I take great pleasure in presenting the Annual Report and Financial Statements of Censof Holdings Berhad for the financial year ended 31 March 2015.

2014 MALAYSIAN ECONOMY REVIEW

2014, in the main, can be considered a volatile year which was underpinned by the subdued and uneven global economic recovery. Plummeting crude oil prices by almost 50% in the final quarter of the year and also depreciated currencies of the emerging economies. The better-than-forecast recovery in the United States, resulting in the outflow of foreign funds from emerging markets, coupled with the slower economic growth in China – Malaysia's second largest export market.

However, the Malaysian economy grew at 6% in 2014 (2013:4.7%) principally driven by a strong domestic demand and a resilient export market for our products.

PERFORMANCE SUMMARY

For the financial year ended 31 March 2015, the Group registered revenue of RM152.05 million which was an 89.3% improvement to the RM80.33 million reported in the previous year.

The Group registered a higher Profit After Tax position of RM21.64 million (2014: RM4.13 million) translating to a Net Earnings Per Share of 1.75 sen.

CORPORATE GOVERNANCE

Censof and its Board of Directors have always been resolute in ensuring that managing the Group's business and affairs in accordance with the appropriate standards for good corporate governance such as integrity, transparency,





CHAIRMAN'S STATEMENT

accountability and responsible business conduct. We adhere to laws and regulatory processes to ensure a proper and well-structured management hierarchy.

In 2015, Censof continued to support a wide range of causes, reaching out to different segments of the local communities in which it operates. These include direct corporate contributions, employees' contributions and partnerships with charitable organizations addressing various areas of needs.

EXPANDING OUR BUSINESS REACH

Since the Group's incorporation in year 2008, Censof has arguably grown to become the nation's leading financial management solutions provider. Also, the Group has a solid market business presence overseas in Indonesia, United States and the Philippines primarily in the critical areas of providing financial management solutions, e-payment gateway services, investment/asset management solutions and training solutions.

MOVING FORWARD

2016 is expected to be another challenging year for the Malaysian economy. The inflationary pressure associated with the 6% GST may to some extent be offset by lower crude oil prices and energy costs. The ringgit depreciation is also likely to improve Malaysia's export competitiveness and also attract foreign direct investments into the country.

The Group is cautiously optimistic whilst it continues to work towards achieving its strategic plans of building long-term and sustainable growth. We are confident that we are well positioned for attaining a better performance for the financial year ahead, capitalizing on globalization, business trends and industry growth through entrepreneurship, innovation and development.

As mentioned in the previous Annual Report, Datuk Samsul Husin has now been reassigned to spearhead operations in Dagang NeXchange. In line with this, Mr. Ameer Shaik Mydin, has been redesignated from Executive Director to Group Managing Director of Censof Holdings Berhad effective 1 August 2013. Mr. Tamil Selvan Durairaj remains as the Group Deputy Managing Director of the Group.

APPRECIATION

On behalf of the Board of Directors, I would like to thank all our customers and shareholders for their continued confidence and support towards the Group.

To our business partners, financiers and regulatory authorities, thank you for your support and cooperation.

To my fellow colleagues on the Board, I would like to express my sincere appreciation for your guidance and support, and I look forward to your continued participation on the Board.

Our success in 2015 was made possible through the dedication and commitment of all our employees, and I would like to thank all management and staff of the various operating companies within the Group for your hard work and contribution towards the growth of the Group.

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain
Independent Non-Executive Chairman



GROUP MANAGING DIRECTOR'S REVIEW



Ameer Bin Shaik Mydin

Despite the challenging business environment of 2015, characterized by an uneven regional and global economic recovery, it gives me great pleasure to report to you of yet another year of good performance by all companies contributing to the revenue and profitability of the Censof Group of Companies.

CENSOFTODAY

Censof Holdings Berhad's portfolio of services provided has grown throughout its years of establishment exponentially. Today, the 5 revenue pillars of the Group can be identified as Financial Management Software Solutions, IT Infrastructure Solutions, Payment Gateway Systems, Wealth Management and Training Solutions. All the Group's software solutions are IP certified and are equipped with GST provisions developed by our own Research and Development Department.

Throughout 2015, the Group continued to grow through strategic mergers, acquisitions and tie-ups that complement its core business. The Group is of the opinion that through these acquisitions, mergers and tie-ups with the Group, valuable business synergy and business expansion can be achieved by leveraging upon the Group's expertise and resources. Examples of these are PT Praisindo, a division dealing in Wealth Management Solutions, incorporating Islamic values, based in Jakarta, Indonesia but now also operating in Malaysia with PTPTN and Jambatan Kedua Malaysia being our initial clients. Others include Knowledgecom Corporation Sdn Bhd, a training solutions company and our most recent acquisition, Dagang NeXchange Berhad which deals with Customs clearance document facilitation.



GROUP MANAGING DIRECTOR'S REVIEW

CORPORATE EXERCISE

On the 2 of October 2014, the Group completed a 49.98% Joint Venture with Asian Business Software Solutions Sdn. Bhd. ("ABSS"), the exclusive re-publisher of Mind Your Own Business (MYOB) SME Accounting software and MYOB branded upgrades and phone support plans in Asia. This Joint Venture will yet further enhance our existing resources and capabilities to capitalise on the introduction and implementation of GST in Malaysia.

Also in the same month, the Company announced that the Proposed Free Warrants Issue has been completed, following the listing and quotation of 111,412,717 Warrants-B on the Main Market of Bursa Malaysia Securities Berhad

FUTURE PROSPECTS

Despite a challenging external environment, the Malaysian market is expected to register a steady growth of 4.5% - 5% in 2015, supported by a sustained expansion in domestic demand, strong domestic fundamentals and a resilient export sector. Against this economic backdrop the Censof Group of Companies will continue on enhancing our policy of synergistic growth as we invest substantial attention in strengthening our position in our core markets. Driven by passion and inspired by the spirit of innovation, our dedicated staff make us the special organization that we are, pioneering change and making possible what many deem impossible.

APPRECIATION

I would like to express my gratitude and a heartfelt *terima kasih* to all employees for another year of hard work and commitment in achieving our goals despite tough challenges. I would also like to thank our shareholders, customers, partners and suppliers for their continuous support and cooperation.

Ameer bin Shaik Mydin
Group Managing Director



STATEMENT OF CORPORATE GOVERNANCE

INTRODUCTION

The Board of Directors (“Board”) of Censof Holdings Berhad subscribes and supports the requirements and guidelines of the Malaysian Code on Corporate Governance 2012 (“Code”) as well as the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad. The Board is committed to ensuring that the highest standard of corporate governance is being practised throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders’ value and the financial performance of the Group.

This statement describes the practices that the Company had taken with respect to each of the key principles and the extent of its compliance with the Code during the financial year.

A. BOARD OF DIRECTORS

Composition of the Board and Board Balance

TAN SRI DATO’ MOHD IBRAHIM BIN MOHD ZAIN
(INDEPENDENT NON-EXECUTIVE CHAIRMAN)

AMEER BIN SHAIK MYDIN
(GROUP MANAGING DIRECTOR)

TAMIL SELVAN A/L M. DURAIRAJ
(GROUP DEPUTY MANAGING DIRECTOR)

ANG HSIN HSIEN
(EXECUTIVE DIRECTOR)

TUAN HAJI AB. GANI BIN HARON
(SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR)

BOEY TAK KONG
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATUK SAMSUL BIN HUSIN
(NON INDEPENDENT NON-EXECUTIVE DIRECTOR)

CHARLES WILLIAM FOX
(NON-INDEPENDENT NON-EXECUTIVE DIRECTOR)
(Appointed on 29 May 2015)

The Board comprises of an Independent Non-Executive Chairman, a Managing Director, a Deputy Managing Director, an Executive Director, two Non-Independent Non-Executive Director and two Independent Non-Executive Directors. Furthermore, the Board comprises at least one third of Independent Non-Executive Directors as required by the MMLR of Bursa Malaysia Securities Berhad. The names and profile of the Directors are stated on the Director’s profile page of this Annual Report.

The members of the Board have a wide range of skills and experience which bring a wealth of expertise to the leadership of the Group.

The mix of directors on the Board is broadly balanced to reflect the interests of major shareholders, management and minority shareholders. There is no one member or group which dominates the decision making processes that the Board undertakes. Furthermore, the number of Independent Directors ensures that issues of performance, strategy, compliance and resources are discussed and examined in depth in order to take into consideration





the long-term interest of the Group's stakeholders. This governance framework enhances the direction and business operations of the Group to achieve long term sustainable growth.

The Board, through the Nomination Committee will take steps to ensure that women candidates are sought as part of its gender diversity and recruitment process. Selection of women candidates to join the Board will be, in part, dependent on the pool of women candidates with the necessary skills, knowledge and experience. The ultimate decision will be based on merit and contributions the candidate brings to the Board. The Company currently has a female Executive Director on the Board, namely Ms Ang Hsin Hsien.

Board Duties and Responsibilities

The Board has several duties and responsibilities which encompass the following:

- to lead and manage the Group in an effective and responsible manner;
- to review and adopt a strategic plan, monitor financial outcomes and the integrity of internal and external reporting for the Group in order to enhance its growth and profitability;
- to identify risks and ensure the implementation of suitable internal control systems to manage these risks, to protect the Group's assets and to minimize the possibility of the Group operating beyond acceptable risk parameters;
- to assess the effectiveness of the Board of Directors as a whole, the Committees of the Board and the contribution of each Director;
- to approve compensation packages for key management and succession policies for the Group;
- to oversee the development and implementation of a communication policy for the Group with respect to the following:
 - how the Company interacts with analysts, investor, other key stakeholders and the public;
 - measures for the Company to comply with its continuous and timely disclosure obligation;
- to oversee the Group's business conduct as well as to evaluate if the Group's businesses are properly managed and build sustainable value for the Shareholders;
- to review the adequacy and the integrity of the Group's management information and internal control system as well as systems for compliance with applicable laws, regulations, directives, rules and guidelines.

Board Charter and Code of Ethics

The Company has established a Board Charter which shall be subject to review and update as and when the needs arise.

The Company's Code of Ethics for directors and employees continue to govern the standards of business ethics and good conduct expected of directors and employees respectively.

In addition, the Company's Whistle-blower Policy seeks to foster an environment where integrity and ethical behaviour are maintained and any illegal or improper conduct and/or wrongdoing in the Group may be exposed.

The Board Charter is available on the Company's website, www.censof.com



Time Commitment

The Directors do observe the recommendation of the Code that they are required to notify the Board before accepting any new directorship and to indicate the time expected to be spent on the new appointment.

To ensure that the Directors have the time to focus and fulfil their roles and responsibilities effectively, they must not hold more than 5 directorships in public listed companies and must be able to commit sufficient time to the Company.

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at Board meetings.

Board Meetings and Supply of Information to the Board

The Board is scheduled to meet quarterly with additional meetings to be convened when urgent matters need to be discussed and approved in between these scheduled meetings. Sufficient notice is given to the Board prior to the meeting in order for them to be present.

The board papers are disseminated to all Directors before the meetings, to give sufficient time to them to review and prepare for the meetings. The proceedings are minuted and thereafter confirmed by the Chairman of the respective meetings. The Directors have access to the Company Secretary and external independent experts who may be engaged at the Company's expense to seek advice and services.

The Board is also regularly updated on new statutory and regulatory requirements concerning their duties and responsibilities and the operation of the Group.

New appointments to the Board are briefed by the Board and the Company Secretary, in regards to all matters pertaining to the nature of the business and issues within the Group.

Qualified and Competent Company Secretary

The Board is supported by Companies Secretaries in discharging its duties and functions. The Directors have unrestricted access to the advise and services of the Company Secretaries to enable the Directors to discharge their duties effectively.

The Company Secretaries ensure that the Board is regularly updated on relevant regulatory requirements, codes or new statutes issued from time to time. Also ensuring that, all obligations required by the regulatory and under the MMLR requirements are fulfilled in a timely manner.

Appointment and Re-election of Directors

Pursuant to the Articles of Association of the Company, one-third (or the number nearest to one-third) of the Directors are required to retire from office at each annual general meeting. Furthermore, all the Directors are required to retire from office at least once in every three (3) years. However, a retiring Director is eligible for re-election at the meeting at which he or she retires. An election of the retiring Directors shall take place every year.

Any person appointed as a Director, either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the conclusion of the next annual general meeting, and shall be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.





Nomination Committee

The Nomination Committee has the responsibility of proposing new nominees to the Board. Besides, it has the task of assessing the performance of the Directors on an annual basis. However, the decision as to who shall be appointed lies with the entire Board but after taking into consideration the recommendations of the Nomination Committee.

Other than reviewing the performance of the members of the Board, assessing the effectiveness of the Board as an entity as well as the contributions of each individual director, the Nomination Committee reviews the needed skills, experience and core competencies which should be possessed by Non-Executive Directors.

New appointments of member are made through a formal and transparent process which is consistent with the Company's Articles of Association and under the supervision of the Board. The appointment as well as the proposed re-appointment/re-election at the Annual General Meeting ("AGM") is recommended by the Nomination Committee to the Board for its approval. Continuous reviews are made on the effectiveness as a whole, the various Committees of the Board and the contributions of each director.

The composition of Director's in the Nomination Committee is as follows:-

Chairman

Boey Tak Kong

Independent Non-Executive

Members

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain

Independent Non-Executive

Tuan Haji Ab. Gani Bin Haron

Senior Independent Non-Executive

During the financial year under review the Nomination Committee held two (2) meetings on 26 May 2014 and 21 July 2014, which was attended by all (3) three members.

The Chairman of the Nomination Committee however is not the Senior Independent Director as recommended by the Code due to the appointment already made prior to the implementation of the Code but consists exclusively of Independent Non-Executive Directors.

Remuneration Committee

The Remuneration Committee is tasked with reviewing the performance of the Executive Directors and then to inform the Board of their recommendations on specific adjustments in remuneration as well as reward payments to commensurate with the respective contributions of the Executive Directors.

The Remuneration Committee is responsible for developing the remuneration policy and procedures to attract and retain directors. The Remuneration Committee then recommends the remuneration packages for Non-Executive Directors, the framework of the Executive Directors' remuneration packages and also makes recommendations to the Board on the elements of the remuneration and terms of appointment. The Directors concerned would abstain from deliberations and voting in respect of their remuneration. Nevertheless, it is the responsibility of the Board to approve the remuneration of these Directors.





STATEMENT OF CORPORATE GOVERNANCE

The composition of Director's in the Remuneration Committee is as follows:-

Chairman

Boey Tak Kong

Independent Non-Executive

Members

Tuan Haji Ab. Gani Bin Haron
Datuk Samsul Bin Husin
(Resigned on 25 May 2015)

Senior Independent Non-Executive
Non-Independent Non-Executive

Ameer Bin Shaik Mydin
(Appointed on 25 May 2015)

Managing Director

During the financial year under review the Remuneration Committee held one (1) meeting on 26 May 2014, which was attended by all (3) three members.

Director's Training

Save for Charles William Fox who was appointed as a Board Member on 29 May 2015, who has yet to attend the Mandatory Accreditation Programme ("MAP"), all other Directors have completed the "MAP" as prescribed by the MMLR of Bursa Securities. As part of the Continuous Education Programme to keep up to date with new developments, Director's are encouraged to participate in seminars, trainings and conferences organised by the relevant regulatory authorities, professional bodies and commercial entities. The objective is to further enhance their skill, knowledge and expertise as well keep up to date with the latest regulatory and recent development in the industry in order to discharge their duties.

During the financial year under review, the Directors attended the following training programme/courses and/or conferences listed below:

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain

"Unbound Digital" Conference in London, on 4 November 2014 - United Kingdom.

Ameer Bin Shaik Mydin

Appreciation & Application of ASEAN Corporate Governance Scorecard by BURSA Malaysia & MSWG, on 27 August 2014 - Bursa Malaysia, Kuala Lumpur.

Malaysia Rhipe Cloud Channel Summit 2015 by Rhipe, on 21 April 2015 - One World Hotel, Kuala Lumpur.

InnovFest unBound Singapore by Acre White, on 28-29 April 2015 - Singapore.

Tamil Selvan a/I M.Durairaj

Leading Beyond Reason by VISTAGE, on 15 April 2014 - Aloft, Kuala Lumpur.

Building a Capable Company with Strategic HR Management by VISTAGE, on 19 August 2014 - Grand Carpet Industries Sdn Bhd, Port Klang.

Appreciation & Application of ASEAN Corporate Governance Scorecard by BURSA Malaysia & MSWG, on 27 August 2014 - Bursa Malaysia, Kuala Lumpur.

4 Disciplines of Execution, by VISTAGE on 23 September 2014 - Atos Services (M) Sdn Bhd, Kuala Lumpur.

Managing for results the PAEI way & Corporate Life Cycle by VISTAGE, on 19 May 2015 - TriSystems Engineering Sdn Bhd, Kuala Lumpur.



Ang Hsin Hsien

Product Development & Commercialization Fund Call 2 Briefing: e-commerce, on 15 April 2014 - Cyberjaya.

Appreciation & Application of ASEAN Corporate Governance Scorecard by BURSA Malaysia & MSWG, on 27 August 2014 - Bursa Malaysia, Kuala Lumpur.

Coaching with Confidence by PIKOM, on 28 January 2015 - PIKOM Training Centre, Kuala Lumpur.

Audit Committee Conference 2015, "Raising to New Challenges" by The Institute of Internal Auditors Malaysia, on 24 March 2015 - Connexion@Nexus, Bangsar South, Kuala Lumpur.

Tuan Haji Abd. Gani Bin Haron

He has not attended any training due to his exceptionally committed schedule for the financial year, however he will continue to undergo training from time to time.

Boey Tak Kong

Audit Committee Conference 2014 – Stepping Up For Better Governance by Malaysian Institute of Accountants & Institute of Internal Auditors on 20 March 2014.

Corporate Governance Guide: Towards Boardroom Excellence – An Update by Bursa Malaysia Securities Berhad on 26 March 2014.

Risk Management & Internal Control; Workshops For Audit Committee by Bursa Malaysia Securities Berhad on 3 June 2014.

Bursa Malaysia Securities Berhad by Bursa Malaysia Securities Berhad & Iclif on 24 June 2014.

Directors' Continuing Education Programme

- Economic Outlook
- Consumer Trends & Market Insight
- Goods & Services Tax
- Social Media Crisis Management

by Guinness Anchor Berhad on 27 June 2014.

Advocacy Session On Corporate Disclosure For Directors by Bursa Malaysia Securities Berhad on 2 July 2014

Enhancing Internal Audit Practice by Bursa Malaysia Securities Berhad & The Institute of Internal Auditors Malaysia on 13 August 2014.

Impact of IFRS 15 on Different Business Sectors by UNITAR International University on 26 September 2014.

Appreciation & Application of ASEAN Corporate Governance Scorecard by Minority Shareholder Watchdog Group & Bursa Malaysia Securities Berhad on 29 September 2014.

Forum and Launch of Guides for Malaysian Listed Companies - A Guide to Understanding Annual Reports and A Guide to Understanding Auditing and Assurance for Malaysian Listed Companies by Malaysian Institute Of Accountants & CPA Australia on 30 September 2014.

Nominating Committee Programme Part 2 – Effective Board Evaluation by Bursa Malaysia Securities Berhad & Iclif on 9 October 2014.

Great Companies Deserve Great Boards by Bursa Malaysia Securities Berhad on 10 October 2014.

2014 MASB Roundtable On Financial Reporting by Malaysian Accounting Standards Board on 21 October 2014.





STATEMENT OF CORPORATE GOVERNANCE

Forum On 2015 Economy & Investment Outlook by The Edge Malaysia on 1 November 2014.

Audit Committee Institute Breakfast Roundtable – The Impact of Cyber Security at Board Levels by Audit Committee Institute Breakfast Roundtable – The Impact of Cyber Security at Board Levels on 12 November 2014.

2014 Global Conference – Towards Customer Satisfaction by Censoft Holdings Berhad on 16 & 17 November 2014.

Trouble In The Boardroom? by Wong & Partners with KPMG on 5 March 2015.

Datuk Samsul Bin Husin

Transformational Leadership – A Strategic Leadership Workshop by Figure Dynamic Training & Consultancy Sdn Bhd on 4 to 6 April 2014.

B. DIRECTORS' REMUNERATION

Remuneration Policy and Procedures

In order to attract and retain Directors who are of the high caliber and pivotal in order to successfully manage the Group, the "Code" states that the remuneration of the Directors needs to be determined.

The remuneration for the Executive Directors links rewards to corporate and individual performances. This is done in the form of basic salary, benefits in kind and emoluments which is recommended by the Remuneration Committee.

The remuneration of Non-Executive Directors reflects the level of experience and responsibilities they had assumed during the period. They are paid a fixed fee per annum and the fee is determined by the Board. In addition to the fee they are also paid an allowance for attending each Board and Committee meetings.

The remuneration made available to all Directors of the Company during the financial year ended 31 March 2014 are as detailed below:

Aggregate Remuneration of Director's categorised into appropriate components:

	Salaries	Benefit in Kind	Fees*	Allowance	Total
Executive Director					
Ameer Bin Shaik Mydin	323,232	21,954	44,000	45,960	435,146
Tamil Selvan A/L M. Durairaj	372,000	23,950	48,000	1,500	445,450
Ang Hsin Hsien	331,680	17,400	80,500	10,000	439,580
Non-Executive Director					
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	-	-	70,000	8,000	78,000
Tuan Haji Ab. Gani Bin Haron	-	-	58,000	7,500	65,500
Boey Tak Kong	-	-	61,000	8,500	69,500
Datuk Samsul Bin Husin	-	-	43,000	-	43,000
	1,026,912	63,304	404,500	81,460	1,576,176

*Independent/Non-Independent Directors' fees will be tabled for shareholders' approval at the Seventh Annual General Meeting on 25 August 2015.



STATEMENT OF CORPORATE GOVERNANCE

- **The remuneration paid to the Directors, analysed in the following bands, are as follows:**

Range of remuneration	Executive	Non-Executive
1 - 50,000	-	1
50,001 - 100,000	-	3
400,001 - 450,000	3	-

C. SHAREHOLDERS AND INVESTOR RELATIONS

Dialogue with Investors and Shareholders

It is of utmost importance that the shareholders and investors are informed of the Group's business as well as its corporate developments. The Company recognises this and therefore disseminates information via the Company's annual report, circulars to the shareholders and announcements periodically and adheres to the disclosure requirement of Bursa Malaysia Securities Berhad.

In addition, shareholders also have access and may obtain the Company's latest announcements via the Investor Relations Section in the Company's website at www.censoft.com and through Bursa Malaysia Securities Berhad.

Shareholders are invited to take part in discussions with the Board with regard to the Group's operations and performance during its Annual General Meeting which serves as the main platform for dialogue between the management and its shareholders. The management, on its part, will note suggestions and comments put forward by the shareholders for consideration.

Tuan Haji Ab. Gani Bin Haron – the Senior Independent Director is the appointed Director to whom concerns may be conveyed.

Annual General Meeting (AGM)

The Annual General Meeting is the prime forum of dialogue with shareholders and for good governance active participation is required by the shareholders in the decision making process during the AGM. They are given sufficient opportunity to voice their concern and also enquire about the prospects and directions of the Group. The Notice together with a copy of the Company's Annual Report is sent to Bursa Securities and all shareholders at least twenty one (21) days prior to the meeting as required by the Companies Act 1965 and Bursa Malaysia Securities Berhad listing requirements in order to facilitate full understanding and evaluation of the issues involved.

During the AGM, the Board presents the progress and performance of the Group as contained in the Annual Report. Shareholders are encouraged to participate, raise questions and seek clarification during the session. The Independent Non-Executive Chairman, the Group Managing Director and Board members are available to respond to all shareholders' queries.

For Financial Year 2014, the Group's 6th AGM was held at Sime Darby Convention Centre on Friday, 29 August 2014. During which all resolutions were approved by show of hands and was attended by the full Board of Directors, Company Secretary, Auditors and Senior Management and shareholders. The Chairman and Group Managing Director held a press conference immediately after the AGM updating the media representatives on current development and also taking questions from the media.

The Board will adopt poll voting for related party transactions, if any, which require specific approvals, including the announcement of detailed results showing the number of votes cast for and against each resolution.

As for Financial Year ended 31 March 2015, the 7th AGM which is scheduled to be held on the 25 August 2015, the Notice and Proxy Form are enclosed on page 150 and on the last page respectively of this Annual Report.





STATEMENT OF CORPORATE GOVERNANCE

Annual Report

The Board's objective is to provide and present a comprehensive assessment of disclosures in the Annual Report to shareholders. The Annual Report serves as a key channel of communication to shareholders. In disclosing of this information, the Board is guided by the principles set out in the MMLR of Bursa Malaysia Securities Berhad. The information covers the areas of business, financials, governance and other key activities of the Group.

Certain contents that form the Annual Report such as the Audit Committee Report and Statement on Risk Management and Internal Control are tabled at the Audit Committee meeting for its comments and recommendation to the Board of Directors for review and deliberation before being incorporated into the Annual Report.

Quarterly Briefings and other forms of communication

The quarterly briefings are attended by the Group Managing Director, Deputy Managing Director, Executive Directors and Group Financial Controller of the Company. The Company holds quarterly briefings for fund managers, investment analysts, investors and media immediately after each quarter's announcement of financial results of the Group. During this time updates, progress of current development and status of future developments are provided to the investing public and other stakeholders.

D. ACCOUNTABILITY AND AUDIT

Financial Reporting

It is the responsibility of the Directors to prepare the annual audited accounts. The Board, on its part, ensures that the accounts as well as other financial reports of the Group:

- are prepared in accordance with the Approved Accounting Standards and present a balanced and detailed assessment of the Group's performance and prospects;
- the Group's annual report and its quarterly announcements of results aim to give an updated financial performance of the Group from time to time; and
- present a meaningful assessment of all group's performance and prospects to shareholders, investor's and regulatory bodies.

Directors' Responsibility Statements

Under Paragraph 15.26(a) of the MMLR of Bursa Malaysia Securities Berhad, the Board of Directors are required to issue a statement explaining their responsibilities in the preparation of the annual financial statements.

As stipulated in the Companies Act 1965, the Directors will undertake to prepare the financial statements for each financial year. These financial statements aim to give a true and fair account of the Group's state of affairs as well as their results at the end of each financial year.

In preparing the financial statements, the Directors have:

- adopted the relevant and appropriate accounting policies consistently;
- made judgements and estimates that are reasonable and prudent;
- ensured that all applicable accounting standards have been appropriately and consistently adhered to; and
- prepared the financial statements on a going concern basis after the Directors have made appropriate enquiries that the Company and the Group have the ability to continue operations in the foreseeable future.



STATEMENT OF CORPORATE GOVERNANCE

Internal Control

It is the responsibility of the Directors to maintain a sound system of internal control which encompasses not only financial and operational controls but also compliance controls.

The Group is continuously revealing into the adequacy as well as the integrity of its system of internal controls as control can only provide reasonable but not absolute assurance against loss or mis-statements.

Information on the Group's systems of Internal Control is presented in the Statement On Risk Management and Internal Control in this Annual Report.

Whistle Blower Policy

The company has a structured whistle blowing policy where grievances can be channelled directly to the Chairman of the Audit Committee – Tuan Haji Ab Gani Bin Haron. Their contact details are available in the website for employees and the public to address their issues, www.censof.com.

Relationship with External Auditors

The Board maintains a transparent as well as professional relationship with the external auditors in order to fulfil the set objectives.

ADDITIONAL COMPLIANCE INFORMATION

1. Utilisation of Proceeds from Corporate Exercise

- **Private Placement**

The gross proceeds of RM10.38 million from the private placement of the Company's shares during the financial year ended 31 March 2015 was utilised as follows:

Utilisation	RM'000	Utilised 31 Mar 15 RM'000	Unutilised 31 Mar 15 RM'000
Working Capital	3,375	3,375	-
Business Expansion	7,000	-	7,000
Total	10,375	3,375	7,000

- **Redeemable Convertible Notes**

The gross proceeds of RM21,700,000 from the Redeemable Convertible Notes was utilised for acquisition related cost.

- **Warrant-A**

There were no conversions of Warrants-A

- **Warrants-B**

The gross proceeds of RM3,450 from converted Warrants was utilised for working capital.

2. Share Buy-backs

The Company did not carry out any share buy-backs during the financial year ended 31 March 2015.





3. Recurrent Related Party Transactions

There was no recurrent related party transactions entered during the financial year, except for the office rental agreement which is within the normal commercial term which does not exceed tenancy period of 3 years.

4. Options, Warrants or Convertible Loan Stocks

At the EGM held on 26 June 2012, the Company had obtained the approval from the shareholders for the bonus issue of 43,025,000 warrants A on the basis of 1 free warrant for every 8 existing ordinary share of RM0.10 each held in the Company.

The warrants A were constituted under a Deed Poll executed on 28 June 2012 and were issued on the 19 July 2012 where each warrant A entitles the registered holder the right at any time during the exercise period from 19 July 2012 to 18 July 2017 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 25 July 2012. During the financial year, no warrants were exercised.

At an Extraordinary General Meeting held on 29 November 2013, the Company had obtained the approval from the shareholders for the issuance of Redeemable Convertible Notes ("RCN") comprising the Redeemable Convertible Commercial Papers and/or Redeemable Convertible Medium Term Notes with an aggregate principal amount of up to RM100.0 million.

During the financial year ended 31 March 2015, RCN of aggregate value of RM21.70 million was converted into 52,057,806 ordinary shares of RM0.10 each.

At the EGM held on 17 September 2014, the Company had obtained the approval from the shareholders for the issuance of free warrants on the basis of one (1) new warrant for every four (4) existing ordinary shares of RM0.10 each held in the Company.

The warrant B were constituted under the a Deed Poll executed on 25 September 2014 and were issued on 8 October 2014 where each warrant B entitles the registered holder the right at any time during the exercise period from 8 October 2014 to 7 October 2019 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 15 October 2014. During the financial year, 7,500 warrants B were exercised.

Saved as disclosed above, there was no other exercise or grant of option, warrants or convertible securities during the financial year ended 31 March 2015.

5. Depository Receipts Programme

The company did not sponsor any depository receipts programme during the financial year.

6. Non-Audit Fees

Non-audit fee paid to external auditors for the financial year was RM39,000.

7. Material Contracts

There were no material contracts entered into by the Company and its subsidiaries during the financial year, which involved Directors' or major shareholders' interest (not being contracts entered into the ordinary course of business).



8. Imposition of Sanctions/Penalties

There were no sanctions and/or penalties imposed on the Company and its Subsidiaries, Directors or Management by the relevant regulatory bodies during the financial year.

9. Profit Guarantee

There were no profit guarantee given during the financial year.

10. Variation in Result

There is no significant variation between the profit after tax for the financial year ended 31 March 2015 and the unaudited results previously announced.

11. Corporate Social Responsibility

Please refer CSR Statement on page 54





AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

1. Composition

The Audit Committee was established by the Board on 28 December 2010. The Committee presently comprises of three (3) members of the Board which consists of Independent Non-Executive Directors.

Chairman

Tuan Haji Ab Gani Bin Haron

Senior Independent Non-Executive

Members

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain
Boey Tak Kong

Independent Non-Executive
Independent Non-Executive

The AC Chairman, Tuan Haji Ab Gani Bin Haron and Mr. Boey Tak Kong are both members of the Malaysian Institute of Accountants, and hence, complies with paragraph 15.09(1)(c)(i) of the MMLR of Bursa Malaysia Securities Berhad.

2. Role of the Audit Committee

The Audit Committee assists, supports and implements the Board's oversight responsibility to oversee the Group's operations in the following manner:-

- Investigates any matters within its terms of reference and to monitor any related party transaction and conflict of interest situation that may arise within the Group or Company, including any transaction, procedure or course of conduct that raises questions of management integrity;
- Reviews the Group's processes for producing financial data, its internal controls and independence of the Group's Internal and External Auditors prior to the commencement of audit, the audit plan which states the nature and scope of the audit;
- Reinforces the independence of the Group's External Auditors by holding discussion of problems and reservations arising from the external audits, the audit report and any matters the external auditors may wish to discuss; and
- Reinforces the objectivity of the Group's Internal Auditors by examining the evaluation of the system of internal controls, management responses and follow-up audits on implementation.

3. Key Functions and Responsibilities

The key functions and responsibilities of the Audit Committee are as follows:-

Financial Reporting

- To review the quarterly and year-end financial statements, prior to the approval by the Board of Directors, focusing particularly on:
 - the going concern assumption,
 - changes in or implementation of major accounting policy changes,
 - significant and unusual events,
 - compliance with the applicable approved accounting standards, and
 - other legal and regulatory requirements.
- To review the Statement on Risk Management and Internal Control of the Company and its Group for the inclusion in the Annual report.



Related Party Transaction

- To review any related party transactions and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions or management integrity.

Audit Committee Report

- To prepare and review the annual Audit Committee Report for the Board's approval. This includes the terms of reference, number of meetings held and attended by members and summary of activities for inclusion in the Annual report.

External Auditors

- To review whether there is reason to believe that the external auditors are not suitable for re-appointment, to consider the nomination of a person or persons as external auditors and the audit fee and to consider any questions of resignation or dismissal of external auditors;
- To review external audit plan and adequacy of the scope of work for the Group;
- To review matters arising from audit findings and to be satisfied with appropriate action taken in response to the findings; and
- To review management letter and management response and any matters that the External Auditors may wish to discuss (in the absence of the management).

Internal Audit

- To review the adequacy of the scope of the internal audit function, programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit findings; and
- To ensure that the system of internal control are soundly intact, effectively administered and constantly monitored.

Other Matters

- To promptly report such matter to the Bursa Malaysia Securities Berhad, if the Audit Committee is of the view that the matter reported by it to the Board of Directors has not been satisfactorily resolved resulting in a breach of the Listing Requirements.

4. Attendance of Meetings

The Audit Committee met five (5) times during the financial year ended 31 March 2015. The attendance of the members of the Audit Committee during the financial year ended 31 March 2015 are as follows:-

	Meetings Attended (out of 5 held)
Chairman Tuan Haji Ab Bin Haron	5/5
Members Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	5/5
Boey Tak Kong	5/5

The Audit Committee Members were served with the meeting agendas and relevant board papers which were distributed earlier before the meeting. The Company Secretary is the Secretary to all Audit Committee meetings.





5. Summary of Activities Undertaken by the Audit Committee for 2014/2015

During the financial year, the activities of the Audit Committee were as follows:-

- Reviewed the financial statements and unaudited quarterly financial results and announcements of the results before recommending for the Board's approval;
- Reviewed the scope of audit plan of the Internal Auditors and External Auditors;
- Reviewed the audit reports and recommendation to improve internal control and management's response thereto;
- Considered and recommended to the Board the re-appointment of External Auditors and their fee;
- Reviewed the related party transactions quarterly, if any; and
- Assessed the risk profile of the Group and actions to be taken to mitigate the identified risks.

6. Internal Audit Function

The Audit Committee is aware of the fact that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the system of internal control.

The Board has outsourced its internal audit function to an independent professional service firm, Messrs KPMG Management and Risk Consulting Sdn Bhd. The Internal Auditors report to the Audit Committee at least half yearly. Findings arising from the internal audit review together with the level of concern, the Management's response, recommendations and personnel responsible for implementing corrective actions are presented to the Audit Committee for its review. The costs incurred for the internal audit function for the financial year 2014-2015 is RM 59,844.03.

During the period under review, the Internal Auditors carried out the following activities:-

- Presented and obtained approval from the Audit Committee on the annual internal audit plan, its audit strategy and scope of audit work.
- Performed audits according to the annual internal audit plan, reviewed the adequacy and effectiveness of the internal control system, compliance with policies and procedures and reported ineffective and inadequate controls and made recommendations to improve their effectiveness.
- Monitored and followed-up to ensure Management implemented the action plan as agreed.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

A listed company is required to maintain an effective system of risk management and internal control to safeguard shareholders' investment and the Group's assets under the Malaysian Code on Corporate Governance 2012.

Accordingly, the Board is pleased to provide the Statement on Risk Management and Internal Control ("Statement") that is prepared in compliance with paragraph 15.26 (b) of Bursa Malaysia Securities' Main Market Listing Requirements and practise Note No.9 and in accordance with the "Guidance for Directors of Public Listed Company" issued by Bursa Malaysia Securities Berhad which outlines the processes to be adopted by the Board in reviewing the adequacy and integrity of the system of internal control of the Group.

The Group, during the period under review continued to enhance its system of internal control and risk management for better compliance to the Main Market Listing Requirements.

Board Responsibilities

The Board acknowledges and is fully committed to the overall responsibilities and importance for maintaining a sound risk framework and internal control systems to safeguard shareholders' interests and the Group's assets; and for reviewing the adequacy and effectiveness of these systems. In view of the inherent limitations in any system of risk management and internal control, these systems are designed to manage, rather than to eliminate, the risk of failure to achieve business objectives. Therefore, the systems can only provide reasonable, but not absolute, assurance against material misstatement or financial loss. The process to identify, evaluate and manage the significant risks is a concerted and continuing effort by the Board and Management.

The Audit Committee has approved a formal Group risk management procedure that has been adopted by all its subsidiaries. It sets out the requirements for consistent reporting when identifying risk and management actions. This process is continually monitored and reviewed for its adequacy and effectiveness.

Management Processes and Control Framework

In maintaining a sound system of risk management and internal control, the Board has established a Risk Management Committee ("RMC") which consists of the all Executive Directors, Group Financial Controller and the CEOs of the respective subsidiaries.

At each subsidiary level there is also a Strategic Management Team ("SMT") comprising of Chief Executive Officers (CEO) and Senior Managers and an Operational Committee ("OC") comprising of Assistant Managers to firm up key elements in the internal control framework of the Group.

The Board has formalised a reporting structure comprising the Group Managing Director, Executive Directors and the Management to ensure that the communication of the Group's objectives, financial issues and risk matters are disseminated to all levels of management through meetings from the RMC down to SMT and followed on to departmental level.

The Board is firmly of the opinion that the Group consists of qualified professionals with relevant industry experience to manage the operations and business on a day to day basis.





STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Meetings are convened:

CEO Meeting - where the CEOs will update the RMC on the subsidiaries current status, developments and other matters. Strategic matters and subsidiaries performance are reviewed, deliberated and resolved during these meetings. It works as a platform where the CEO's interact and exchange ideas on strategic matters and day to day management of the business.

SMT Meeting - the CEO will receive a report from all HODs pertaining to the status of the current matters. Monthly performances are reviewed during these sessions.

Operational and Collection Meeting (Operational Meeting) - the CEO and COO chairs this meeting on a scheduled and also ad-hoc basis update the progress of the project completion and collection status pertaining to the completed jobs.

The Group has the following element in its core system:

- **Organisation Structure and Authorisation Procedures**

Well-defined Organisational structure with clear lines of reporting to the Board, Board Committees, RMC, SMT and Operational with distinct responsibilities, authority limits, review and approval procedures and proper segregation of duties which supports the operation of a stable and controlled environment. Certain transactions are set and formalised with authority limits;

- **Financial Results**

The financial results are reviewed and recommendation is made to the Board for approval on quarterly basis by the Audit Committee. Upon review, the Board would approve and adopt the financial results of the Group. This is in conjunction with the announcement that needs to be made to Bursa Malaysia in compliance with their requirements;

- **Internal Audit Function**

The Group internal audit function is outsourced to an independent professional firm, namely KPMG Management & Risk Consulting Sdn Bhd (formerly known as KPMG Business Advisory Sdn Bhd), which supports the Audit Committee and by extension, the Board, by providing independent assurance on the adequacy and effectiveness of the Group's system of internal controls. Issues noted from internal audit conducted are reported directly by the internal audit function to the Audit Committee, including action plans agreed by Management to be deployed to address the concerns raised. Follow-up is also conducted by the internal audit function which updates the Audit Committee on the status of action plans agreed by Management to address issues highlighted in previous internal audit reports issued;

- **Operations Review and Monitoring**

The Group's performance is constantly monitored with management reports which are presented by the SMT during meetings periodically. The review covers the performance of the Group against budget and prior year performance on a yearly basis. Variances are analysed thoroughly and corrective actions are taken where necessary. Appropriate actions are taken to mitigate variances which are noted and priorities are placed to enhance performance to meet the budget and objective of the Group; and



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- **Human Capital Development and Training**

Substantial priority is placed on enhancing the skills and ability of employees throughout the year. This is done by planning the training and development for each level. The employees' competencies are assessed yearly through the appraisal system and subsequently, potential areas for further development and training are highlighted by the SMT for follow-up.

The Board continues to identify, assess and monitor key business risks to safeguard shareholders' interests and Company's assets. Currently the Audit Committee at its quarterly meeting reviews the Risk Management Report presented by the respective CEOs of each operating subsidiaries, during which projects of high risk are highlighted and recommendation for action to mitigate the risk are discussed.

The Audit Committee Chairman reports to the Board on risk matters and its related development. The Board conducts periodic review of risk management and internal control systems of the Group and the Board is constantly kept abreast on the development affecting the Group's affairs.

Review of Statement by External Auditors

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to Paragraph 15.23 of the Main Market Listing Requirement of Bursa Securities Berhad and in accordance with the scope set out in Recommended Practise Guide 5 issued by the Malaysian Institute of Accountant for inclusion in the Annual Report for the financial period ended 31 March 2015.

The external auditors reported to the Board that nothing has come to their attention that causes them to believe that the Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal controls.

Conclusion

The Board is of the view that there were no material losses during the current financial year as a result of risk management or internal control failure. The Board and Management are firm on implementing continuous measures of improvement to further strengthen the current risk management and internal control systems.

The Board has received assurance from the Group Managing Director and Group Financial Controller that, to the best of their knowledge, the system of internal controls in place throughout the period under review and up to the date of this Statement is sound and effective to safeguard shareholders' investment and Group's assets. In addition, the Board regards the risks faced by the Group within acceptable levels in relation to the industry which the Group operates in.





EVENTS

INTERNAL EVENTS

Censof ensures quarterly internal events are conducted for the staff. The Group regards its employees as one of its best assets, and places great emphasis on providing a healthy, conducive working environment. This practice in Censof results in nurturing exemplary and like-minded professionals who share the Group's vision and mission.



Annual Dinner

Annual Dinner 2015

Censof adheres very much to its work life balance. Every year, the Group has a 2 day event with all staff. The day is started off with some team work races and telematches and is ended with a themed Annual Dinner. The day after is for all the staff to relax and mingle amongst each other.

This year, 70s Boogie Night was the theme to follow and the event was a huge success with many staff walking away with amazing lucky draw prizes and door gifts.

The Group sees this event to be as important as any other to ensure the staffs are rewarded for their hard work towards the company for the whole year.

Bowling with Censof

At Censof, we conduct occasional recreational activities that involve the top management, staff and sometimes families. Before the holiday season last year, the Group had conducted a bowling tournament. Each department had sent 2 teams in to compete against each other. It was a friendly tournament that brought the staff closer as a family.



Bowling



R&R

Opening of staff rest & relax area

The management of Censof recognizes the stress and pressure that the staff go through on a daily basis with the workload. In line with that, they had decided to transform the café below Censof's block to a R&R centre for all staff. It is a place where the staff can sit and relax during their break and after working hours. It is filled with board games, books and a television. The grand opening of the centre was conducted at the beginning of 2015 and is still heavily used and maintained to date.

Chinese New Year Lion Dance Celebration

In conjunction with Chinese New Year this year, as a change of atmosphere for the staff of Censof, the management had arranged for a Lion Dance at the office. The event started off at the top floor of the building and the Lions worked their way through all the floors giving oranges to all staff. It was a fun experience and all the staff was excited about it.



Lion Dance



EXTERNAL EVENTS

The group also conducts external event with clients throughout the year. This is to ensure customer satisfaction and also build a close relationship among the staff and customers.



2014 Censof Global Conference, Ho Chi Minh City, Vietnam

Last year in Ho Chi Minh, with the theme “Towards Customer Satisfaction – High 5 with Censof” Century Software (M) Sdn Bhd saw 100 delegates from 32 agencies and ministries participate and join us. The response was overwhelming and it successfully concluded as a fruitful event.

We were also honored to have Datuk Wan Selamah, Accountant General of Malaysia to be our keynote speaker and were fortunate to have her grace the conference with her presence throughout its duration. Amongst the other speakers present, En.Zulkiflee Othman, Treasurer for University Putra Malaysia who presented his paper on accrued accounting and also Mr Boey Tak Kong of Teras Maju who presented his brilliant paper on Corporate Governance.

The conference proved to be an international networking platform for our clients and partners where they could exchange ideas, network and learn about the latest advancements in the IT industry. Some of the prominent topics discussed during the 5 day event.

The team also conducted a study tour to Saigon Hi-Tech Park, Vietnam. The objective of the trip was to understand and learn in-depth about how the Hi-Tech park functioned with its latest IT technology and how rapidly the IT industry is growing in Vietnam.



Knowledgecom Sdn Bhd

On the 2nd of April 2015, Global Strategic Partners launched its training magazine in PJ Hilton - UP Magazine – Enhancing Talent and Skills.

UP is a premier Human Resource Management magazine produced for Global Strategic Partner (GSP), a wholly owned subsidiary of KnowledgeCom that is published quarterly and is aimed to enhance skills and talent in various sectors in Malaysia. UP Magazine is the first of its kind to incorporate human resource management with development and training with greater emphasis on efficiency and creation of value for the organization. The value created is for anyone who wants to proactively advance their career and also for professionals who are leaders and mentors.

UP Magazine aims to inform, update, educate and introduce latest in human capital development and management through in-depth analysis of industry news and events, exclusive insights and interviews with emerging key players and meaningful insights and awareness of relevant practices.





CORPORATE SOCIAL RESPONSIBILITY STATEMENT

The Workplace

The former president of Paramount Pictures Film Group, Adam Goodman once said that one of the benefits of creating a great work environment is its effect on retaining highly valued workers. Realizing the truth and depth behind these famous lines, the Group regards its employees as one of its best assets, and places great emphasis on providing a healthy, conducive working environment. This practice in Censof results in nurturing exemplary and like-minded professionals who share the Group's vision and mission.

'Caring, Credible, Committed' also known as the 3C values are deeply embedded in the Group's foundation and corporate values. The Group strives to instill these ideals amongst their employees who are then encouraged to abide by these ethics in their professional dealings. To show that the Group walks the talk, the Management awards employees annually with the 3C Award. This award is given to employees, selected by the management for practicing these values through their attitude or communication.

Where there is understanding, there is great passion and respect, therefore new employees joining the Censof family are put through an orientation process and training that will help them understand the Group and its products better as well as to settle in the new workplace – starting from meeting the key management team of respective departments to learning about work tenets of the Group and understanding the revenue pillars and core products offered.

Learning is a lifelong process, as one never stops acquiring knowledge that is beneficial to both the individual and organization. The Group encourages lifelong learning by advocating employees to continuously pursue training and education to improve their knowledge and skills set. There are leeways in

the form of study and examination leave for employees undertaking relevant training and studies. The Group also sets aside an annual budget to develop human capital for job training, skills development, workshops, and seminar programmes to enhance employee's competency, which then leads to remuneration.

Most of the time, appreciation for an employee in the form of a promotion or public acknowledgement goes a long way in inspiring employees to perform better. At Censof, priority for promotion is usually given to existing employees within the Group, prior to seeking outside talent to fill vacancies. Employee motivation and team-building activities are organized to increase staff production to foster better relationship amongst colleagues. The Group also organizes Annual Dinners. As the famous saying goes, all work and no play makes Jack a dull boy. At Censof, work-life balance is important and is practiced. Hence, every week, after working hours, badminton matches and futsal games are organized.

The Community

The success of corporate social responsibility is one that is shared with local communities, industries, government, and non-governmental organizations. The 3Cs of the Group's corporate values ensures that the Group and its people to be caring citizens who actively contribute to the well-being of the community the Groups exists in.

During the recent Hari Raya Adilfitri celebration, the Group had organized and arranged for the staff to visit two homes and spend the day with underprivileged children. In addition to spending time with them, the staff donated essential items and gave out duit Raya to occupants of both Homes – an act of kindness totaling an approximate RM10,000. There were smiles all around, as 80 children from both homes spent a day in the company of our staff who showered them





CORPORATE SOCIAL RESPONSIBILITY STATEMENT



with tender, loving care. The act of kindness did not end there as we have kept in touch with the caretakers of the homes and we occasionally visit the kids to ensure their well-being. Most of our staff go the extra mile by making personal contributions.

The Environment

Environment conservation is a state of harmony between men and land therefore it the responsibility of every individual to ensure its sustainability. Everyone needs to play a part and at Censof, we place importance on operating and adopting responsible environmental practices, which comply with environmental legislation and statutory regulations in all jurisdictions.

Censof has undertaken measures to minimize the impact of carbon footprints of our business on the environment in a way that does not jeopardize or affect our operational standards. Similar to adhering to the 3Cs of our corporate values, we also practice the 3Rs of the environment; reduce, reuse and recycle. Likewise to recycling paper

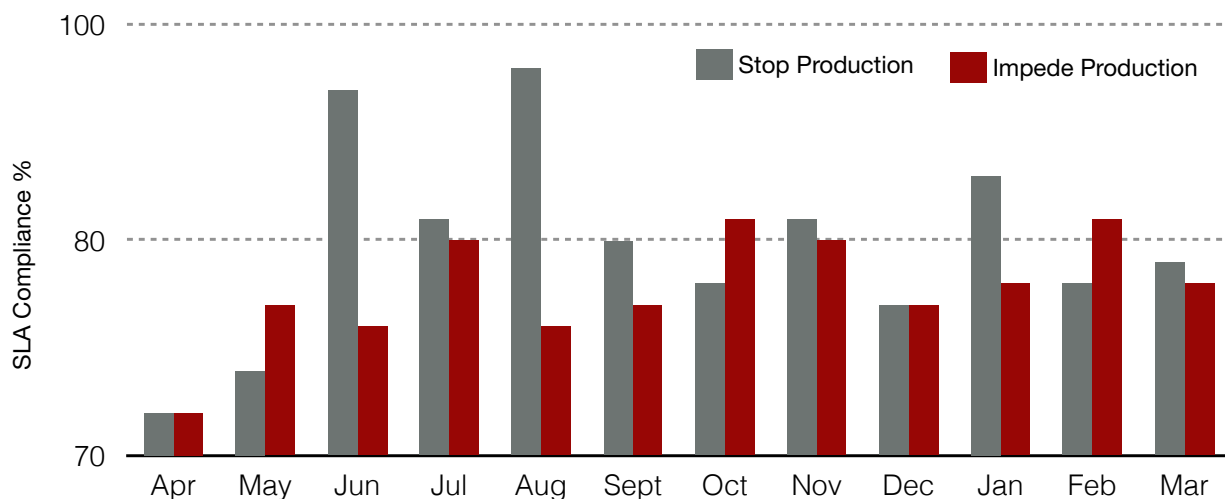
and reducing the need to print all documents, concerted efforts and initiatives are in place to reduce our impact on the environment. In place of paper pay slips, employees log into the Staff Portal to view their monthly salary statements. The staff newsletter is an electronic file, which is sent via e-mail and stored in the HR portal. These moves eliminate the need for printing and distributing physical copies. The Group believes that these small albeit significant moves will make a difference to the Group's role in preserving the environment.

The Marketplace

The Group's commitment towards our clients is two-pronged—firstly, by providing innovative and reliable business solutions that increase the organization's operational efficiency, and secondly by rendering responsible, courteous and efficient service in every aspect of its business. This two-pronged method has definitely yielded the positive results and we hope to implement more initiatives that will help the Group serve our clientele better.

Customer Satisfaction Index and Performance 2014

SLA Compliance %	2014									2015		
	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
Stop Production	80	82	95	89	96	88	86	89	85	83	86	87
Impede Production	80	85	84	80	84	85	89	80	85	86	89	86



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Financial Reports

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DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 March 2015.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	The Group RM'000	The Company RM'000
Profit/(loss) after taxation for the financial year	21,642	(3,697)
Attributable to:-		
Owners of the Company	7,678	-
Non-controlling interests	13,964	-
	21,642	(3,697)

DIVIDENDS

No dividend was paid since the end of the previous financial year and the directors do not recommend the payment of any dividend for the current financial year.

RESERVES AND PROVISIONS

All material transfers to or from reserves or provisions during the financial year are disclosed in the financial statements.

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

- (a) there were no changes in the authorised share capital of the Company;
- (b) the Company increased its issued and paid-up share capital from RM39,959,547 to RM47,666,077 by the issuance of:
 - (i) 25,000,000 ordinary shares of RM0.10 each pursuant to private placements at the following issue price;

Tranche	Number Of Ordinary Share in units	Issue Price Per Ordinary Share RM	Total RM'000
First Tranche	20,000,000	0.4150	8,300
Second Tranche	5,000,000	0.4150	2,075
	25,000,000		10,375

- (ii) 7,500 ordinary shares of RM0.10 each for cash pursuant to the exercise of Warrants at an exercise price of RM0.46 per ordinary share; and





DIRECTORS' REPORT

ISSUES OF SHARES AND DEBENTURES - (CONT'D)

(iii) 52,057,806 ordinary shares of RM0.10 each pursuant to the conversion of RM21,700,000 nominal value Redeemable Convertible Notes at the following conversion price per ordinary share:

Conversion date	Number Of Ordinary Shares in units	Conversion Price Per Ordinary Share RM	Total RM'000
10.04.2014	950,344	0.4209	400
22.04.2014	118,793	0.4209	50
15.04.2014	2,851,033	0.4209	1,200
29.04.2014	118,793	0.4209	50
07.05.2014	2,851,033	0.4209	1,200
20.05.2014	118,793	0.4209	50
26.05.2014	712,758	0.4209	300
27.05.2014	1,187,930	0.4209	500
13.06.2014	950,344	0.4151	400
18.06.2014	120,452	0.4151	50
24.06.2014	3,011,322	0.4151	1,250
26.06.2014	3,011,322	0.4151	1,250
08.07.2014	6,022,645	0.4151	2,500
08.08.2014	3,011,322	0.4165	1,250
14.08.2014	3,011,322	0.4165	1,250
27.08.2014	6,002,400	0.4165	2,500
10.09.2014	6,002,400	0.4165	2,500
23.09.2014	6,002,400	0.4165	2,500
20.10.2014	6,002,400	0.4165	2,500
	52,057,806		21,700

The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company; and

(c) there were no issues of debentures by the Company.

WARRANTS-A 2012/2017

On 26 June 2012, the Company obtained the approval from the shareholders for the bonus issue of 43,025,000 warrants on the basis of 1 free warrant for every 8 existing ordinary shares of RM0.10 each held in the Company.

The warrants-A (2012/2017) are constituted under a Deed Poll executed on 28 June 2012 and were issued on 19 July 2012 where each warrant entitles the registered holder the right at any time during the exercise period from 19 July 2012 to 18 July 2017 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 25 July 2012.

The terms of the warrants are disclosed in Note 16 to the financial statements.

The ordinary shares issued from the exercise of warrants shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, distributions, rights, allotment and/or any other forms of distribution where the entitlement date of which precedes the relevant date of the allotment and issuance of the new shares arising from the exercise of warrants.



DIRECTORS' REPORT

WARRANTS-B 2014/2019

On 17 September 2014, the Company has obtained the approval from the shareholders for the bonus issue of 111,412,717 warrants on the basis of 1 free warrant for every 4 existing ordinary shares of RM0.10 each held in the Company.

The warrants-B (2014/2019) are constituted under a Deed Poll executed on 25 September 2014 and were issued on 8 October 2014 where each warrant entitles the registered holder the right at any time during the exercise year from 8 October 2014 to 7 October 2019 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 15 October 2014..

The terms of the warrants-B are disclosed in Note 17 to the financial statements.

The ordinary shares issued from the exercise of warrants shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, distributions, rights, allotment and/or any other forms of distribution where the entitlement date of which precedes the relevant date of the allotment and issuance of the new shares arising from the exercise of warrants.

The movements of the Warrants during the financial year are as follows:

Number of unexercised Warrants	Entitlement For Ordinary Shares Of RM0.10 Each			
	At 1.4.2014	Issued	Exercised	At 31.3.2015
Warrants-A	29,495,325	-	-	29,495,325
Warrants-B	-	111,412,717	7,500	111,405,217

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables, and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment losses on receivables.

At the date of this report, the directors are not aware of any circumstances that would require the further writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

CURRENT ASSETS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that any current assets other than debts, which were unlikely to be realised in the ordinary course of business, including their value as shown in the accounting records of the Group and of the Company, have been written down to an amount which they might be expected to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.





DIRECTORS' REPORT

CONTINGENT AND OTHER LIABILITIES

The contingent liabilities are disclosed in Note 43 to the financial statements. At the date of this report, there does not exist:-

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; or
- (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent or other liability of the Group and of the Company has become enforceable or is likely to become enforceable within the year of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations when they fall due.

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group and of the Company for the financial year.

DIRECTORS

The directors who served since the date of the last report are as follows:-

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain
Datuk Samsul Bin Husin
Tamil Selvan A/L M. Durairaj
Ameer Bin Shaik Mydin
Ang Hsin Hsien
Tuan Haji Ab. Gani Bin Haron
Boey Tak Kong

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares of the Company and its related corporations during the financial year are as follows:-

	Number Of Ordinary Shares Of RM0.10 Each			
	At 1.4.2014	Bought	Sold	At 31.3.2015
Direct Interests in the Company				
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	10,349,032	-	-	10,349,032
Boey Tak Kong	320,000	700,000	720,000	300,000
Indirect Interests in the Company				
Datuk Samsul Bin Husin	178,937,954*	-	(3,000,000)	175,937,954
Ameer Bin Shaik Mydin	178,937,954*	-	(3,000,000)	175,937,954

Note

* - Deemed interested by virtue of their shareholdings in SAAS Global Sdn Bhd.



DIRECTORS' REPORT

DIRECTORS' INTERESTS (CONT'D)

	Number Of Warrants-A 2012/2017			
	At 1.4.2014	Bought	Sold	At 31.3.2015
Direct Interests in the Company				
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	1,293,629	-	-	1,239,629
Boey Tak Kong	40,000	-	(40,000)	-
Indirect Interests in the Company				
Datuk Samsul Bin Husin	69*	-	-	69
Ameer Bin Shaik Mydin	69*	-	-	69

	Number Of Warrants-B 2014/2019			
	At 1.4.2014	Bought	Sold	At 31.3.2015
Direct Interests in the Company				
Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain	-	2,587,258	-	2,578,258
Boey Tak Kong	-	80,000	(80,000)	-
Indirect Interests in the Company				
Datuk Samsul Bin Husin	-	43,984,488*	(15,000,000)	28,984,488
Ameer Bin Shaik Mydin	-	43,984,488*	(15,000,000)	28,984,488

Note

* - Deemed interested by virtue of their shareholdings in SAAS Global Sdn Bhd.

Other than as stated above none of the directors holding office at the end of the financial year had no interest in shares of the Company or its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than benefits included in the aggregate amounts of emoluments received or due and receivable by directors as shown in the financial statements, or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 41 to the financial statements.

Neither during nor at the end of the financial year was the Group or the Company a party to any arrangements whose object is to enable the directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.





DIRECTORS' REPORT

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 46 to the financial statements.

SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING YEAR

The significant events occurring after the reporting year are disclosed in Note 47 to the financial statements.

AUDITORS

The auditors, Messrs. Crowe Horwath, have expressed their willingness to continue in office.

Signed in accordance with a resolution of the directors dated 9 July 2015

Ameer Bin Shaik Mydin

Tamil Selvan A/L M. Durairaj



STATEMENT BY DIRECTORS

We, Ameer Bin Shaik Mydin and Tamil Selvan A/L M. Durairaj, being two of the directors of Censof Holdings Berhad, state that, in the opinion of the directors, the financial statements set out on pages 14 to 116 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company at 31 March 2015 and of their financial performance and cash flows for the financial year ended on that date.

The supplementary information set out in Note 49, which is not part of the financial statements, is prepared in all material respects, in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants and the directive of Bursa Malaysia Securities Berhad.

Signed in accordance with a resolution of the directors dated 9 July 2015

Ameer Bin Shaik Mydin

Tamil Selvan A/L M. Durairaj





STATUTORY DECLARATION

I, Kularajah a/I M Thavaratnam, I/C No. 701230-10-6049, being the officer primarily responsible for the financial management of Censof Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 14 to 116 are correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by
Kularajah a/I M Thavaratnam, I/C No. 701230-10-6049,
at Kuala Lumpur in the Federal Territory
on this 9 July 2015

Kularajah a/I M Thavaratnam

Before me

Lai Din (W668)
Commissioner of Oaths



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CENSO OF HOLDINGS BERHAD

(Incorporated in Malaysia) Company No : 828269 - A

Report on the Financial Statements

We have audited the financial statements of Censof Holdings Berhad, which comprise the statements of financial position as at 31 March 2015 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 14 to 116.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as of 31 March 2015 and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

Emphasis of Matter

Without qualifying our opinion, we wish to draw attention to Note 9 to the financial statements which disclosed trade receivables of the Group due from government agencies which had been outstanding for more than one year. The recoverability of these debts is dependent upon the on-going acceptance test for full settlement. The directors are of the opinion that the amounts owing are fully recoverable and no allowance for impairment is required.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CENSOF HOLDINGS BERHAD

(Incorporated in Malaysia) Company No : 828269 - A

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report the following:-

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the financial statements and the auditors' report of the subsidiary of which we have not acted as auditors, which is indicated in Note 5 to the financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Reporting Responsibilities

The supplementary information set out in Note 49 on page 117 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Crowe Horwath
Firm No: AF 1018
Chartered Accountants

9 July 2015

Kuala Lumpur

Chan Kuan Chee
Approval No: 2271/10/15 (J)
Chartered Accountant



STATEMENT OF FINANCIAL POSITION AT 31 MARCH 2015

		The Group		The Company	
	Note	31.3.2015 RM'000	31.3.2014 RM'000	31.3.2015 RM'000	31.3.2014 RM'000
ASSETS					
NON-CURRENT ASSETS					
Investments in subsidiaries	5	-	-	83,784	92,784
Plant and equipment	6	16,252	18,251	-	-
Intangible assets	7	17,980	20,502	-	-
Goodwill	8	44,703	43,052	-	-
Other investments, at cost		100	100	-	-
Trade receivables	9	19,221	40,439	-	-
Other receivables, deposits and prepayments	10	2,807	6,550	-	-
		101,063	128,894	83,784	92,784
CURRENT ASSETS					
Inventories	11	-	62	-	-
Amount owing by contract customers	12	30,720	27,088	-	-
Trade receivables	9	92,965	72,708	-	-
Other receivables, deposits and prepayments	10	24,889	13,177	-	292
Amount owing by subsidiaries	13	-	-	28,246	24,894
Amount owing by a related party	14	6,671	-	-	-
Tax refundable		2,353	3,300	-	-
Fixed deposits with licensed banks	15	64,798	63,132	11,858	4,760
Cash and bank balances	16	16,151	11,506	68	127
		238,547	190,973	40,172	30,073
TOTAL ASSETS		339,610	319,867	123,956	122,857

The annexed notes form an integral part of these financial statements.



STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2015 (Cont'd)

		The Group		The Company	
	Note	31.3.2015 RM'000	31.3.2014 RM'000	31.3.2015 RM'000	31.3.2014 RM'000
EQUITY AND LIABILITIES					
EQUITY					
Share capital	17	47,666	39,960	47,666	39,960
Share premium	18	45,384	22,545	45,384	22,545
Merger deficit	19	(12,300)	(12,300)	-	-
Retained profits/(Accumulated loss)	20	52,231	38,781	(2,916)	781
Foreign exchange translation reserve	21	(320)	(311)	-	-
Redeemable Convertible Notes ("RCN")	22	-	72	-	72
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		132,661	88,747	90,134	63,358
NON-CONTROLLING INTERESTS		81,536	62,403	-	-
TOTAL EQUITY		214,197	151,150	90,134	63,358
NON-CURRENT LIABILITIES					
Long-term borrowings	23	16,377	66,547	-	31,800
Deferred income	26	3,042	7,098	-	-
RCN	22	-	354	-	354
Deferred taxation	27	2,769	2,863	-	24
		22,188	76,862	-	32,178
CURRENT LIABILITIES					
Trade payables	28	6,653	4,125	-	-
Other payables and accruals	29	20,332	21,201	2,008	1,270
Amount owing to subsidiaries	13	-	-	-	480
Amount owing to a related party	14	1,007	60	-	-
Short-term borrowings	30	63,160	55,490	31,800	25,557
Deferred income	26	4,345	5,032	-	-
Provision for taxation		2,973	821	14	14
Bank overdrafts	31	4,755	5,126	-	-
		103,225	91,855	33,822	27,321
TOTAL LIABILITIES		125,413	168,717	33,822	59,499
TOTAL EQUITY AND LIABILITIES		339,610	319,867	123,956	122,857

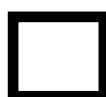
The annexed notes form an integral part of these financial statements.



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

	Note	The Group		The Company	
		1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
REVENUE	32	152,051	80,328	441	9,797
COST OF SALES		(50,022)	(39,885)	-	-
GROSS PROFIT		102,029	40,443	441	9,797
OTHER INCOME		4,992	1,527	3,689	147
		107,021	41,970	4,130	9,944
ADMINISTRATIVE EXPENSES		(56,161)	(22,365)	(4,588)	(7,051)
FINANCE COSTS		(6,672)	(3,835)	(3,239)	(2,350)
OTHER EXPENSES		(11,391)	(9,941)	-	-
PROFIT/(LOSS) BEFORE TAXATION	33	32,797	5,829	(3,697)	543
INCOME TAX EXPENSE ZAKAT	34	(10,896) (259)	(1,700) -	- -	- -
PROFIT/(LOSS) AFTER TAXATION		21,642	4,129	(3,697)	543
OTHER COMPREHENSIVE EXPENSES					
<u>Items that may be reclassified subsequently to profit or loss</u>					
Foreign currency translation differences		(9)	(181)	-	-
		(9)	(181)	-	-
TOTAL COMPREHENSIVE INCOME/(EXPENSES) FOR THE FINANCIAL YEAR/PERIOD		21,633	3,948	(3,697)	543
PROFIT/(LOSS) AFTER TAXATION ATTRIBUTABLE TO:-					
Owners of the Company		7,678	1,111	(3,697)	543
Non-controlling interests		13,964	3,018	-	-
		21,642	4,129	(3,697)	543
TOTAL COMPREHENSIVE INCOME/(EXPENSES) ATTRIBUTABLE TO:-					
Owners of the Company		7,669	930	(3,697)	543
Non-controlling interests		13,964	3,018	-	-
		21,633	3,948	(3,697)	543
EARNINGS PER SHARE (SEN)					
- Basic	35	1.75	0.31		
- Diluted	35	1.32	0.28		

The annexed notes form an integral part of these financial statements.



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

		<----- Non-Distributable ----->			Distributable		
		Foreign					
		Share	Share	Merger	Exchange	Attributable To	Non-
		Capital	Premium	Deficit	Translation	Owners Of The	Controlling
		RM'000	RM'000	RM'000	Reserve	Company	Interests
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
	Note						
The Group							
Balance at 1.1.2013		34,420	1,308	(12,300)	(130)	64,510	990
Profit after taxation		-	-	-	-	1,111	3,018
Other comprehensive expenses for the financial year:							
- Foreign currency translation differences		-	-	-	(181)	(181)	-
Total comprehensive income for the financial period		-	-	-	(181)	930	3,018
Balance carried forward		34,420	1,308	(12,300)	(311)	65,440	4,008
Balance brought forward		34,420	1,308	(12,300)	(311)	65,440	4,008
Contributions by and distributions to owners of the Company:							
- Acquisition of a subsidiary		-	-	-	-	-	58,459
- Issuance of RCN (Equity component)		-	-	-	72	72	-
- Issuance of shares:							
- Private Placement	17,18	3,442	13,891	-	-	17,333	-
- Expenses on issuance of Private Placement	18	-	(80)^	-	-	(80)	-
- Conversion of RCN	17,18	745	2,555	-	-	3,300	-
- Warrant exercise	17,18	1,353	4,871	-	-	6,224	-
- Dividends:							
- by the Company	37	-	-	-	-	(3,542)	-
- by subsidiaries to non-controlling interests		-	-	-	-	-	(64)
Total transaction with owners		5,540	21,237	-	-	23,307	58,395
Balance at 31.3.2014		39,960	22,545	(12,300)	(311)	88,747	62,403

The annexed notes form an integral part of these financial statements.



STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

	< ----- Non-Distributable ----->					----- Distributable ----->			
	Share Capital RM'000	Share Premium RM'000	Merger Deficit RM'000	Foreign Exchange Translation Reserve RM'000	RCN RM'000	Retained Profits RM'000	Attributable To Owners Of The Company RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
The Group									
Balance at 1.4.2014	39,960	22,545	(12,300)	(311)	72	38,781	88,747	62,403	151,150
Profit after taxation	-	-	-	-	-	7,678	7,678	13,964	21,642
Other comprehensive expenses for the financial year:									
- Foreign currency translation differences	-	-	-	(9)	-	-	(9)	-	(9)
Total comprehensive income for the financial year	-	-	-	(9)	-	7,678	7,669	13,964	21,633
Contributions by and distributions to owners of the Company:									
Change in ownership interest in subsidiaries that do not result in loss of control	-	-	-	-	-	5,772	5,772	6,728	12,500
Balance carried forward	39,960	22,545	(12,300)	(320)	72	52,231	102,188	83,095	185,283

The annexed notes form an integral part of these financial statements.



STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

	< ----- Non-Distributable ----->				----- Distributable ----->				
	Share Capital RM'000	Share Premium RM'000	Merger Deficit RM'000	Foreign Exchange Translation Reserve RM'000	RCN RM'000	Retained Profits RM'000	Attributable To Owners Of The Company RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
The Group									
Balance brought forward	39,960	22,545	(12,300)	(320)	72	52,231	102,188	83,095	185,283
Contributions by and distributions to owners of the Company (Cont'd):									
- Acquisition of subsidiary	-	-	-	-	-	-	-	(117)	(117)
- Conversion of RCN (Equity component)	-	-	-	-	(72)	-	(72)	-	(72)
- Issuance of shares:									
- Issue of share of a subsidiary to non-controlling interest	-	-	-	-	-	-	-	220	220
- Private Placement	2,500	7,875	-	-	-	-	10,375	-	10,375
- Expenses on issuance of Private Placement	-	(1,534)^	-	-	-	-	(1,534)^	-	(1,534)^
- Conversion of RCN	5,205	16,495	-	-	-	-	21,700	-	21,700
- Warrant exercise	1	3	-	-	-	-	4	-	4
- Dividends:									
- by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	(1,662)	(1,662)
Total transaction with owners	7,706	22,839	-	-	(72)	-	30,473	(1,559)	28,914
Balance at 31.3.2015	47,666	45,384	(12,300)	(320)	-	52,231	132,661	81,536	214,197

The annexed notes form an integral part of these financial statements.



STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

		< ----- Non-Distributable ----- >			Distributable Retained Profits/ (Accumulated Loss)	Total Equity
	Note	Share Capital RM'000	Share Premium RM'000	RCN RM'000	RM'000	RM'000
The Company						
Balance at 1.1.2013		34,420	1,308	-	3,780	39,508
Profit after taxation/Total comprehensive income for the financial year/period		-	-	-	543	543
Contributions by and distributions to owners of the Company:						
- Issuance of RCN (Equity component)		-	-	72	-	72
- Issuance of shares:						
- Private Placement	17,18	3,442	13,891	-	-	17,333
- Expenses on issuance of Private Placement	18	-	(80)^	-	-	(80)^
- Conversion of RCN	17,18	745	2,555	-	-	3,300
- Warrant exercise	17,18	1,353	4,871	-	-	6,224
- Dividend	37	-	-	-	(3,542)	(3,542)
Balance at 31.3.2014/1.4.2014		39,960	22,545	72	781	63,358
Profit/(Loss) after taxation/Total comprehensive income/(expense) for the financial year		-	-	-	(3,697)	(3,697)
Contributions by and distributions to owners of the Company:						
- Conversion of RCN (Equity component)		-	-	(72)	-	(72)
- Issuance of shares:						
- Private Placement	17,18	2,500	7,875	-	-	10,375
- Expenses on issuance of Private Placement	18	-	(1,534)^	-	-	(1,534)^
- Conversion of RCN	17,18	5,205	16,495	-	-	21,700
- Warrant exercise	17,18	1	3	-	-	4
Balance at 31.3.2015		47,666	45,384	-	(2,916)	90,134

^ - Represent expenses not recognised in the statements of profit or loss and other comprehensive income.



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

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
CASH FLOWS FROM/(FOR) OPERATING ACTIVITIES				
Profit/(Loss) before taxation	32,797	5,829	(3,697)	543
Adjustments for:-				
Amortisation of intangible assets	6,120	5,362	-	-
Depreciation of plant and equipment	9,803	3,619	-	-
Dividend income	-	-	(441)	(9,740)
Impairment loss on:				
- trade receivables	654	396	-	-
- other receivables	14	14	-	-
- intangible assets	40	-	-	-
Interest expense	6,672	3,835	3,238	2,350
Plant and equipment written off	291	10	-	-
Gain on disposal of plant and equipment	(537)	(137)	-	-
Gain on disposal of equity interest in a subsidiary	-	-	(3,500)	-
Interest income	(1,998)	(658)	(188)	(147)
Unrealised gain on foreign exchange	-	(38)	-	-
Writeback of impairment loss on receivables	(547)	(181)	-	-
Operating profit/(loss) before working capital changes	53,309	18,051	(4,588)	(6,994)
Decrease in inventories	62	3	-	-
Increase in amount owing by contract customers	(3,632)	(12,173)	-	-
Increase in trade and other receivables	(7,108)	(3,154)	292	(292)
Increase/(Decrease) in trade and other payables	1,385	(821)	738	690
Decrease in deferred income	(4,743)	(38)	-	-
(Increase)/Decrease in amount owing to a related party	(5,724)	60	-	-
CASH FROM/(FOR) OPERATIONS CARRIED FORWARD	33,549	1,928	(3,558)	(6,596)

The annexed notes form an integral part of these financial statements.



**STATEMENT OF CASH FLOWS FOR THE
FINANCIAL YEAR ENDED 31 MARCH 2015
(Cont'd)**

		The Group		The Company	
		1.4.2014	1.1.2013	1.4.2014	1.1.2013
		to	to	to	to
		31.3.2015	31.3.2014	31.3.2015	31.3.2014
		RM'000	RM'000	RM'000	RM'000
CASH FROM/(FOR)					
OPERATIONS BROUGHT FORWARD		33,549	1,928	(3,558)	(6,596)
Interest paid		(6,672)	(3,835)	(3,238)	(2,350)
Income tax paid		(8,126)	(2,407)	-	-
Interest received		1,998	658	188	147
NET CASH FROM/(FOR)					
OPERATING ACTIVITIES		20,749	(3,656)	(6,608)	(8,799)
CASH FLOWS (FOR) FROM INVESTING					
ACTIVITIES					
Acquisition of a subsidiary,					
net of cash and cash equivalents	36	(1,529)	(5,422)	-	-
Decrease/(Increase) in investments in					
subsidiaries		-	-	-	(69,822)
Repayment from subsidiaries		-	-	-	1,587
Purchase of plant and equipment	38	(7,941)	(1,011)	-	-
Proceeds from disposal of					
plant and equipment		679	219	-	-
Proceeds from disposal of					
equity interest in a subsidiary		12,500	-	12,500	-
Intangible assets paid		(3,758)	(8,175)	-	-
Advances to subsidiaries		-	-	(3,831)	-
NET CASH (FOR)/FROM					
INVESTING ACTIVITIES		(49)	(14,389)	8,669	(68,235)

The annexed notes form an integral part of these financial statements.



**STATEMENT OF CASH FLOWS FOR THE
FINANCIAL YEAR ENDED 31 MARCH 2015
(Cont'd)**

		The Group		The Company	
		1.4.2014	1.1.2013	1.4.2014	1.1.2013
		to	to	to	to
		31.3.2015	31.3.2014	31.3.2015	31.3.2014
		RM'000	RM'000	RM'000	RM'000
CASH FLOWS (FOR)/FROM FINANCING ACTIVITIES					
Advances from subsidiaries		-	-	-	480
Dividend (paid)/ received	37	-	(3,542)	441	(3,542)
Dividend paid to non-controlling interests		(1,662)	(64)	-	-
Drawdown of term loans		6,504	82,147	-	66,632
Placement of pledged deposits and restricted cash		(2,429)	(3,000)	(76)	(1,227)
Proceeds from issuance of shares from:					
- private placement		10,375	17,333	10,375	17,333
- conversion of RCN		21,250	3,300	21,250	3,300
- warrant exercise		4	6,224	4	6,224
Proceeds of issuance new share to non-controlling interests		220	-	-	-
Proceeds from RCN		-	450	-	450
Repayment of hire purchase obligations		(184)	(330)	-	-
Share issuance expenses paid		(1,534)	(80)	(1,534)	(80)
Repayment of term loans		(49,144)	(24,958)	(25,557)	(12,475)
NET CASH (FOR)/FROM FINANCING ACTIVITIES		(16,601)	77,480	4,903	77,095
NET INCREASE IN CASH AND CASH EQUIVALENTS		4,099	59,435	6,964	61
FOREIGN EXCHANGE DIFFERENCES		154	(6)	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR/PERIOD		62,676	3,247	127	66
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR/PERIOD	39	66,929	62,676	7,091	127

The annexed notes form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

1. GENERAL INFORMATION

The Company is a public company limited by shares and is incorporated under the Companies Act 1965 in Malaysia. The domicile of the Company is Malaysia. The registered office and principal place of business are as follows:-

Registered office : Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail, 50250 Kuala Lumpur.

Principal place of business : A-8, Block A, Level 8,
Sunway PJ 51A, Jalan SS9A/19, Seri Setia,
47300 Petaling Jaya, Selangor.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 9 July 2015.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

- 3.1 During the current financial year, the Group has adopted the following new accounting standards and interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)
Amendments to MFRS 10, MFRS 12 and MFRS 127 (2011): Investment Entities
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 136: Recoverable Amount Disclosures for Non-financial Assets
Amendments to MFRS 139: Novation of Derivatives and Continuation of Hedge Accounting
IC Interpretation 21 Levies

The adoption of the above accounting standards and/or interpretations (including the consequential amendments) did not have any material impact on the Group's financial statements except as follows:-

- 3.2 The Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 9 Financial Instruments (IFRS 9 issued by IASB in July 2014)	1 January 2018
MFRS 15 Revenue from Contracts with Customers	1 January 2017
Amendments to MFRS 10 and MFRS 128 (2011): Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2016
Amendments to MFRS 11: Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
Amendments to MFRS 10, MFRS 12 and MFRS 128 (2011): Investment Entities – Applying the Consolidation Exception	1 January 2016
Amendments to MFRS 101: Presentation of Financial Statements – Disclosure Initiative	1 January 2016



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

3. BASIS OF PREPARATION (CONT'D)

- 3.2 The Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:- (Cont'd):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 116 and MFRS 138: Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
Amendments to MFRS 116 and MFRS 141: Agriculture – Bearer Plants	1 January 2016
Amendments to MFRS 119: Defined Benefit Plans – Employee Contributions	1 July 2014
Amendments to MFRS 127 (2011): Equity Method in Separate Financial Statements	1 January 2016
Annual Improvements to MFRSs 2010 – 2012 Cycle	1 July 2014
Annual Improvements to MFRSs 2011 – 2013 Cycle	1 July 2014
Annual Improvements to MFRSs 2012 – 2014 Cycle	1 January 2016

The above accounting standards and interpretations (including the consequential amendments) is expected to have no material impact on the financial statements of the Group upon their initial application except as follows:-

- (a) MFRS 9 (IFRS 9 issued by IASB in July 2014) replaces the existing guidance in MFRS 139 and introduces a revised guidance on the classification and measurement of financial instruments, including a single forward-looking 'expected loss' impairment model for calculating impairment on financial assets, and a new approach to hedge accounting. Under this MFRS 9, the classification of financial assets is driven by cash flow characteristics and the business model in which a financial asset is held. Therefore, it is expected that the Group's investments in unquoted shares that are currently stated at cost will be measured at fair value through other comprehensive income upon the adoption of MFRS 9. The Group is currently assessing the financial impact of adopting MFRS 9.
- (b) MFRS 15 establishes a single comprehensive model for revenue recognition and will supersede the current revenue recognition guidance and other related interpretations when it becomes effective. Under MFRS 15, an entity shall recognise revenue when a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customers. In addition, extensive disclosures are required by MFRS 15. The Group anticipates that the application of MFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the financial statements. However, it is not practicable to provide a reasonable estimate of the financial impacts of MFRS 15 until the Group performs a detailed review.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of the Group's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:-

(a) Depreciation of Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the plant and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

The Group anticipates that the residual values of its plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(a) Depreciation of Plant and Equipment (CONT'D)

Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

(b) Contract Accounting

Contract accounting requires reliable estimation of the costs to complete the contract and reliable estimation of the stage of completion.

(i) Contract Revenue

Contract accounting requires claims and incentive payments only be recognised as contract revenue to the extent that it is probable that they will be accepted by the customers. As the approval process often takes some time, a judgement is required to be made of its probability and revenue recognised accordingly.

(ii) Contract Costs

Using experience gained on each particular contract and taking into account the expectations of the time and materials required to complete the contract, management estimates the profitability of the contract on an individual basis at any particular time.

(c) Income Taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group recognises tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made.

(d) Impairment of Non-Financial Assets

When the recoverable amount of an asset is determined based on the estimate of the value-in-use of the cash-generating unit to which the asset is allocated, the management is required to make an estimate of the expected future cash flows from the cash-generating unit and also to apply a suitable discount rate in order to determine the present value of those cash flows.

(e) Amortisation of Intangible Assets

Changes in the expected level of usage and technological development could impact the economic useful lives and therefore, future amortisation charges could be revised.

(f) Impairment of Trade and Other Receivables

An impairment loss is recognised when there is objective evidence that a financial asset is impaired. Management specifically reviews its loans and receivables financial assets and analyses historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in the customer payment terms when making a judgement to evaluate the adequacy of the allowance for impairment losses. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. If the expectation is different from the estimation, such difference will impact the carrying value of receivables.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(g) Impairment of Available-for-sale Financial Assets

The Group reviews its available-for-sale financial assets at the end of each reporting year to assess whether they are impaired. The Group also records impairment loss on available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below their cost. The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, historical share price movements and the duration and extent to which the fair value of an investment is less than its cost.

(h) Impairment of Goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires management to estimate the expected future cash flows of the cash-generating unit to which goodwill is allocated and to apply a suitable discount rate in order to determine the present value of those cash flows. The future cash flows are most sensitive to budgeted gross margins, growth rates estimated and discount rate used. If the expectation is different from the estimation, such difference will impact the carrying value of goodwill.

(i) Fair Value Estimates for Certain Financial Assets and Liabilities

The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgement. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group uses different valuation methodologies. Any changes in fair value of these assets and liabilities would affect profit and/or equity.

4.2 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to the end of the reporting period.

Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

The acquisitions resulted in a business combination involving common control entities is outside the scope of MFRS 3. The merger accounting is used by the Group to account for such common control business combination.

(a) Merger Accounting for common control business combinations

A business combination involving entities under common control is a business combination in which all the combining entities or subsidiaries are ultimately controlled by the same party and parties both before and after the business combination, and that control is not transitory.

Subsidiaries acquired which have met the criteria for pooling of interest are accounted for using merger accounting principles. Under the merger method of accounting, the results of the subsidiaries are presented as if the merger had been effected throughout the current financial year.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 BASIS OF CONSOLIDATION (CONT'D)

(a) Merger Accounting for common control business combinations (cont'd)

The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. No amount is recognised in respect of goodwill and excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets and liabilities and contingent liabilities over cost at the time of the common control business combination to the extent of the continuation of the controlling party and parties' interests.

When the merger method is used, the cost of investment in the Company's books is recorded at the nominal value of shares issued. The difference between the carrying value of the investment and the nominal value of the shares of the subsidiaries is treated as a merger deficit or merger reserve as applicable. The results of the subsidiaries being merged are included for the full financial year.

(b) Acquisition method of accounting for non-common control business combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

(c) Non-Controlling Interests

Non-controlling interests are presented within equity in the consolidated statement of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

At the end of each reporting year, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(d) Changes In Ownership Interests In Subsidiaries Without Change of Control

All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity of the Group.





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 BASIS OF CONSOLIDATION (CONT'D)

(e) Loss of Control

Upon the loss of control of a subsidiary, the Group recognises any gain or loss on disposal in profit or loss which is calculated as the difference between:-

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest in the former subsidiary; and
- (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the former subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the former subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of (i.e. reclassified to profit or loss or transferred directly to retained profits). The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 139 or, when applicable, the cost on initial recognition of an investment in an associate or a jointly venture.

4.3 GOODWILL

Goodwill is measured at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. The impairment value of goodwill is recognised immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent year.

Under the acquisition method, any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interests recognised and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities at the date of acquisition is recorded as goodwill.

Where the latter amount exceeds the former, after reassessment, the excess represents a bargain purchase gain and is recognised as a gain in profit or loss.

4.4 FUNCTIONAL AND FOREIGN CURRENCIES

(a) Functional and Presentation Currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency.

(b) Transactions and Balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting year are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 FUNCTIONAL AND FOREIGN CURRENCIES (CONT'D)

c) Foreign Operations

Assets and liabilities of foreign operations are translated to RM at the rates of exchange ruling at the end of the reporting year. Revenues and expenses of foreign operations are translated at exchange rates ruling at the dates of the transactions. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity under the translation reserve. On the disposal of a foreign operation, the cumulative amount recognised in other comprehensive income relating to that particular foreign operation is reclassified from equity to profit or loss.

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period.

4.5 FINANCIAL INSTRUMENTS

Financial instruments are recognised in the statements of financial position when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability, are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(a) Financial Assets

On initial recognition, financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables financial assets, or available-for-sale financial assets, as appropriate.

(i) Financial Assets at Fair Value through Profit or Loss

Financial assets are classified as financial assets at fair value through profit or loss when the financial asset is either held for trading or is designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges.

Financial assets at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. Dividend income from this category of financial assets is recognised in profit or loss when the Group's right to receive payment is established.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 FINANCIAL INSTRUMENTS (CONT'D)

(a) Financial Assets (cont'd)

(i) Financial Assets at Fair Value through Profit or Loss (cont'd)

Financial assets at fair value through profit or loss could be presented as current or non-current. Financial assets that are held primarily for trading purposes are presented as current whereas financial assets that are not held primarily for trading purposes are presented as current or non-current based on the settlement date.

(ii) Held-to-maturity Investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the management has the positive intention and ability to hold to maturity. Held-to-maturity investments are measured at amortised cost using the effective interest method less any impairment loss, with interest income recognised in profit or loss on an effective yield basis.

Held-to-maturity investments are classified as non-current assets, except for those having maturity within 12 months after the reporting date which are classified as current assets.

(iii) Loans and Receivables Financial Assets

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables financial assets. Loans and receivables financial assets are measured at amortised cost using the effective interest method, less any impairment loss. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Loans and receivables financial assets are classified as current assets, except for those having settlement dates later than 12 months after the reporting date which are classified as non-current assets.

(iv) Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are designated in this category or are not classified in any of the other categories.

After initial recognition, available-for-sale financial assets are remeasured to their fair values at the end of each reporting year. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the fair value reserve, with the exception of impairment losses. On derecognition, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity into profit or loss.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payments is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less accumulated impairment losses, if any.

Available-for-sale financial assets are classified as non-current assets unless they are expected to be realised within 12 months after the reporting date.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Liabilities

All financial liabilities are initially measured at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges.

Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

(c) Equity Instruments

Instruments classified as equity are measured at cost and are not remeasured subsequently.

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(d) Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4.6 INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are stated at cost in the statement of financial position of the Company, and are reviewed for impairment at the end of the reporting year if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of the investments includes transaction costs.

On the disposal of the investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments is recognised in profit or loss.





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.7 PLANT AND EQUIPMENT

Plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is charged to profit or loss (unless it is included in the carrying amount of another asset) on the straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Plant and machinery	20% - 33%
Office equipment, furniture and fittings	10% - 33%
Computer equipment	33%
Office renovation	10% - 33%
Motor vehicles	10% - 25%

Capital work-in-progress is not depreciated.

Capital work-in-progress represents payments made towards the acquisition of computer hardware and related capital assets and assets under construction, and which are not ready for commercial use at the end of the reporting date. Capital work-in-progress is stated at cost and will be transferred to the relevant category of long-term assets and depreciated accordingly when the assets are completed and ready for commercial use. Cost of capital work-in-progress includes direct costs and related expenditure.

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting year to ensure that the amounts, method and years of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of plant and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset is recognised in profit or loss.

4.8 INTANGIBLE ASSETS

(a) Research and development expenditure

Research expenditure is recognised as an expense when it is incurred.

Development expenditure is recognised as an expense except that costs incurred on development projects are capitalised as non-current assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalised if, and only if an entity can demonstrate all of the following:-

- (i) its ability to measure reliably the expenditure attributable to the asset under development;
- (ii) the product or process is technically and commercially feasible;



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.8 INTANGIBLE ASSETS (CONT'D)

(a) Research and development expenditure (CONT'D)

- (iii) its future economic benefits are probable;
- (iv) its intention to complete and the ability to use or sell the developed asset; and
- (v) the availability of adequate technical, financial and other resources to complete the asset under development.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. Development expenditure initially recognised as an expense is not recognised as assets in the subsequent period.

(b) Other Intangible Assets

Intangible assets, other than goodwill, that are acquired by the Group, which has finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The development expenditure and other intangible assets are amortised on a straight-line method over a period ranging from 3 to 5 years when the products are ready for sale or use. In the event that the expected future economic benefits are no longer probable of being recovered, the development expenditure is written down to its recoverable amount.

4.9 IMPAIRMENT

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting year whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. For an equity instrument, a significant or prolonged decline in the fair value below its cost is considered to be objective evidence of impairment.

An impairment loss in respect of held-to-maturity investments and loans and receivables financial assets is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

An impairment loss in respect of available-for-sale financial assets is recognised in profit or loss and is measured as the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the fair value reserve. In addition, the cumulative loss recognised in other comprehensive income and accumulated in equity under fair value reserve, is reclassified from equity to profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. In respect of available-for-sale equity instruments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss made is recognised in other comprehensive income.





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.9 IMPAIRMENT (CONT'D)

(b) Impairment of Non-Financial Assets

The carrying values of assets, other than those to which MFRS 136 - Impairment of Assets does not apply, are reviewed at the end of each reporting year for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount of the assets is the higher of the assets' fair value less costs to sell and their value in use, which is measured by reference to discounted future cash flow.

An impairment loss is recognised in profit or loss.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

4.10 ASSETS UNDER HIRE PURCHASE

Assets acquired under hire purchase are capitalised in the financial statements at the lower of the fair value of the leased assets and the present value of the minimum lease payments and, are depreciated in accordance with the policy set out in Note 4.7 above. Each hire purchase payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. Finance charges are recognised in profit or loss over the year of the respective hire purchase agreements.

4.11 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method, and comprises the purchase price, production or conversion costs and incidentals incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price less the estimated costs of completion and the estimated costs necessary to make the sale.

4.12 INCOME TAXES

Income tax for the year comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the reporting year and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.12 INCOME TAXES (CONT'D)

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity and deferred tax arising from a business combination is included in the resulting goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs.

4.13 BORROWING COSTS

Borrowing costs, directly attributable to the acquisition, construction or production of a qualifying asset, are capitalised as part of the cost of those assets, until such time as the assets are ready for their intended use or sale. Capitalisation of borrowing costs is suspended during extended periods in which active development is interrupted.

All other borrowing costs are recognised in profit or loss as expenses in the year in which they incurred.

Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

4.14 OPERATING LEASES

Leases of assets where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under the operating leases (net of any incentives received from the lessor, if any) are recognised in profit or loss on the straight-line method over the lease year. When an operating lease is terminated before the lease year has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

4.15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, bank overdrafts and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statements of cash flows, cash and cash equivalents are presented net of pledged deposits and restricted cash.

4.16 PROVISIONS

Provisions are recognised when the Group has a present obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation. The unwinding of the discount is recognised as interest expense in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.17 EMPLOYEE BENEFITS

(a) Short-term Benefits

Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are measured on an undiscounted basis and are recognised in profit or loss and included in the intangible assets, where appropriate, in the period in which the associated services are rendered by employees of the Group.

(b) Defined Contribution Plans

The Group's contributions to defined contribution plans are recognised in profit or loss and included in the intangible assets, where appropriate, in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

4.18 OPERATING SEGMENTS

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

4.19 CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

4.20 RELATED PARTIES

A party is related to an entity (referred to as the "reporting entity") if:-

(a) A person or a close member of that person's family is related to a reporting entity if that person:-

- (i) has control or joint control over the reporting entity;
- (ii) has significant influence over the reporting entity; or
- (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:-

- (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.20 RELATED PARTIES (CONT'D)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
- (vi) The entity is controlled or jointly controlled by a person identified in (a) above.
- (vii) A person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4.21 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market's participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:-

Level 1 : Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;

Level 2 : Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 : Inputs are unobservable inputs for the asset or liability.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

4.22 REDEEMABLE CONVERTIBLE NOTES ("RCN")

MFRS 132 - Financial Instruments: Disclosure and Presentation requires the Company as an issuer of a financial instrument to classify the instrument either as a liability or equity in accordance with the substance of the contractual arrangement on initial recognition. Consequently, RCN, which, amongst other conditions, are regarded as compound instruments, consisting of a liability component and an equity component.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar type of instrument. The difference between the proceeds from the issue of the RCN and the fair value assigned to the liability component, representing the conversion option is included in equity. The liability component is subsequently stated at amortised cost using the effective interest rate method until extinguished on conversion or redemption, whilst the value of the equity component is not adjusted in subsequent periods.





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.23 REVENUE AND OTHER INCOME

(a) Contract Accounting

As soon as the outcome of a contract can be estimated reliably, contract revenue and contract cost are recognised in profit or loss in proportion to the stage of completion of the contract. Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably.

The stage of completion is assessed by reference to the proportion that contract revenue is billed for work performed to date bear to the estimated total contract revenue. When the outcome of a contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss.

(b) Sale of Goods

Revenue is measured at fair value of the consideration received or receivable and is recognised upon delivery of goods and customers' acceptance and where applicable, net of returns and trade discounts.

(c) Services

Revenue is recognised upon the rendering of services and when the outcome of the transaction can be estimated reliably. In the event the outcome of the transaction could not be estimated reliably, revenue is recognised to the extent of the expenses incurred that are recoverable.

(d) Interest Income

Interest income is recognised on an accrual basis using the effective interest method.

(e) Dividend Income

Dividend income from investment is recognised when the right to receive dividend payment is established.

(f) Rental Income

Rental income is recognised on an accrual basis.

(g) Deferred Income

Revenue invoiced in advance is deferred and recognised as revenue upon provision of the service.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

5. INVESTMENTS IN SUBSIDIARIES

	The Company	
	31.3.2015	31.3.2014
	RM'000	RM'000
Quoted shares in Malaysia, at cost:	60,822	69,822
Unquoted shares, at cost:		
- in Malaysia	18,910	18,910
- outside Malaysia	4,052	4,052
	<u>22,962</u>	<u>22,962</u>
	<u>83,784</u>	<u>92,784</u>
Market value of quoted shares	<u>77,548</u>	<u>109,970</u>

The details of the subsidiaries are as follows:-

Name Of Subsidiary	Country Of Incorporation	Effective Equity Interest		Principal Activities
		31.3.2015	31.3.2014	
		%	%	
Century Software (M) Sdn. Bhd.	Malaysia	100	100	Design, development, implementation and marketing of financial and related software and services.
T-Melmax Sdn. Bhd.	Malaysia	100	100	Providing services for software development, acting as a service provider for financial and electronic payment applications.
PT Praisindo Teknologi ^	The Republic of Indonesia	60	60	Providing services for software development, acting as a service provider for financial applications, electronic payments and wealth management applications.
Knowledgecom Corporation Sdn. Bhd.	Malaysia	80	80	Providing computer training services.





**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name Of Subsidiary	Country Of Incorporation	Effective Equity Interest		Principal Activities
		31.3.2015	31.3.2014	
		%	%	
Censof ABSS Sdn Bhd (formerly known as Centennial Profile Sdn. Bhd.	Malaysia	50.02	100	Engaged in businesses of marketing and reselling of financial and related software and services.
Global Strategic Partners Sdn Bhd	Malaysia	100	-	Dormant.
Dagang NeXchange Berhad (formerly known as TIME Engineering Berhad)*	Malaysia	39.23	45.03	Investment holding.
Held by Dagang NeXchange Berhad (formerly known as TIME Engineering Berhad):-				
Dagang Net Technologies Sdn. Bhd.	Malaysia	71.25	71.25	Development, management and provision of business to business (B2B) e-commerce and computerised transaction facilitation services.
DNEX Solutions Sdn. Bhd.	Malaysia	100	100	Providing expertise in IT project management and consultancy, supply of (ICT) hardware equipment, maintenance and asset management.
DNEX Technology Sdn. Bhd	Malaysia	100	100	Providing IT solutions, cyber security, managed services and supply of computer hardware, software and peripherals.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name Of Subsidiary	Country Of Incorporation	Effective Equity Interest		Principal Activities
		31.3.2015	31.3.2014	
		%	%	
DNEX Hallmark e-Commerce Sdn Bhd (formerly known as Nation Hallmark Sdn. Bhd)	Malaysia	100	-	Providing technical consulting, implementing, training, maintenance and technical support services related to eBusiness and the operation of business to business (B2B) ecommerce portal.
DNEX Petroleum Sdn. Bhd. (Formerly known as Sterling Marque Sdn. Bhd.)	Malaysia	100	-	Providing upstream oil and gas exploration and production.
DNEX Oilfield Services Sdn. Bhd.	Malaysia	80	-	Dormant.
Forward Energy Sdn Bhd.	Malaysia	51	-	Involving in power plant, engineering and energy related business specifically in the area of Independent Power Producer (IPP).
Held by Forward Energy Sdn. Bhd.				
Solution Power Matrix Sdn. Bhd.**	Malaysia	60	-	Dormant.
Forward Energy Ltd.**	Federal Territory of Labuan	100	-	Dormant.
Held by Forward Energy Ltd.				
Forward Energy Generation Ltd.**	Federal Territory of Labuan	75	-	Dormant

^ This subsidiary was audited by another firm of chartered accountants.

* Although the Group owns less than half of the voting power in Dagang Nexchange Berhad, the directors have determined that the Group has de facto control over Dagang Nexchange Berhad on the basis that the remaining voting rights of these investee are widely dispersed and that there is no indication that all the other shareholders will exercise their votes collectively.

** Not audited by Messrs Crowe Horwath



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

- (a) The non-controlling interests at the end of the reporting year comprise the following:-

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
Dagang Nexchange Berhad.	77,349	60,829
PT Praisindo Teknologi	1,282	959
Knowledgecom Corporation Sdn. Bhd.	884	615
Censof ABSS Sdn. Bhd.		
(Formerly known as Centennial Profile Sdn. Bhd.)	2,021	-
	81,536	62,403

- (b) The summarised financial information (before intra-group elimination) of Dagang Net Technologies Sdn. Bhd. that has non-controlling interests that is material to the Group is as follows:-

	31.3.2015	31.3.2014
	RM'000	RM'000
<u>At 31 March</u>		
Non-current assets	39,030	63,468
Current assets	130,152	114,626
Non-current liabilities	(21,250)	(43,843)
Current liabilities	(38,706)	(39,239)
Net assets	109,226	95,012
 Financial year ended 31 March		
Revenue	90,195	18,596
Profit for the financial year/period	15,664	3,242
Total comprehensive income	15,664	3,242
 Total comprehensive income attributable to non-controlling interests		
Dividends paid to non-controlling interests	-	-
 Net cash flows from operating activities	35,834	8,899
Net cash flows for investing activities	(17,821)	(134)
Net cash flows from financing activities	(22,179)	(4,674)

The summarised financial information (before intra-group elimination) of the other subsidiaries that have non-controlling interests are not presented as the non-controlling interests are not material to the Group.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

6. PLANT AND EQUIPMENT

The Group

	At 1.4.2014 RM'000	Acquisition Of A Subsidiary RM'000	Additions RM'000	Transferred From Intangible Assets (Note 7) RM'000	Reclassification RM'000	Disposals RM'000	Written Off RM'000	Currency Translation Differences RM'000	Depreciation Charge RM'000	At 31.3.2015 RM'000
Net Book Value										
Plant and machinery	2,300	-	-	-	-	(70)	-	-	(8)	2,222
Office equipment, furniture and fittings	1,045	14	218	-	38	(26)	(8)	111	(441)	951
Computer equipment	12,094	1	3,757	153	3,344	(7)	(283)	(307)	(8,587)	10,165
Office renovation	1,109	-	60	-	200	(5)	-	-	(511)	853
Motor vehicles	959	-	345	-	-	(34)	-	-	(256)	1,014
Capital work-in- progress	744	-	3,885	-	(3,582)	-	-	-	-	1,047
	18,251	15	8,265	153	-	(142)	(291)	(196)	(9,803)	16,252



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

6. PLANT AND EQUIPMENT (CONT'D)

The Group

Net Book Value	At 1.4.2014 RM'000	Acquisition Of A Subsidiary RM'000	Additions RM'000	Transferred From Intangible Assets (Note 7) RM'000	Reclassification RM'000	Disposals RM'000	Written Off RM'000	Currency Translation Differences RM'000	Depreciation Charge RM'000	At 31.3.2015 RM'000
Plant and machinery	-	2,514	-	-	-	-	-	-	(214)	2,300
Office equipment,										
furniture and fittings	582	800	273	-	-	-	-	(1)	(609)	1,045
Computer equipment	673	11,231	534	822	978	-	(10)	(136)	(1,998)	12,094
Office renovation	1,236	314	104	-	-	-	-	-	(545)	1,109
Motor vehicles	699	-	601	-	-	(82)	-	(6)	(253)	959
Capital work-in- progress	924	780	18	-	(978)	-	-	-	-	744
	4,114	15,639	1,530	822	-	(82)	(10)	(143)	(3,619)	18,251



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

6. PLANT AND EQUIPMENT (CONT'D)

The Group	At Cost RM'000	Accumulated Depreciation RM'000	Accumulated Impairment Loss RM'000	Net Book Value RM'000
At 31.3.2015				
Plant and machinery	12,576	(5,544)	(4,810)	2,222
Office equipment, furniture and fittings	4,059	(3,108)	-	951
Computer equipment	48,039	(37,874)	-	10,165
Office renovation	6,458	(5,605)	-	853
Motor vehicles	1,620	(606)	-	1,014
Capital work-in-progress	1,047	-	-	1,047
	73,799	(52,737)	(4,810)	16,252
At 31.3.2014				
Plant and machinery	9,890	(4,323)	(3,267)	2,300
Office equipment, furniture and fittings	4,211	(3,166)	-	1,045
Computer equipment	42,560	(30,466)	-	12,094
Office renovation	6,729	(5,620)	-	1,109
Motor vehicles	1,404	(445)	-	959
Capital work-in-progress	744	-	-	744
	65,538	(44,020)	(3,267)	18,251

Included in the assets of the Group at the end of the reporting year were motor vehicles with a total net book value of RM1,005,941 (31.3.2014 - RM936,806), which were acquired under hire purchase terms. These leased assets have been pledged as security for the related finance lease liabilities of the Group.





**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

7. INTANGIBLE ASSETS

	Software in progress RM'000	Software RM'000	Development expenditure RM'000	Total RM'000
The Group				
Cost				
At 1.1.2013	-	-	23,345	23,345
Acquisition of a subsidiary	726	22,326	315	23,367
Addition during the financial period	130	7	8,038	8,175
Transferred to plant and equipment (Note 6)	-	-	(822)	(822)
Currency translation differences	-	-	(32)	(32)
At 31.3.2014/1.4.2014	856	22,333	30,844	54,033
Addition during the financial year	1,048	546	2,164	3,758
Transferred to plant and equipment (Note 6)	-	-	(153)	(153)
Reclassification	(230)	230	-	-
Currency translation differences	-	-	33	33
At 31.3.2015	1,674	23,109	32,888	57,671
Accumulated amortisation				
At 1.1.2013	-	-	(7,635)	(7,635)
Acquisition of a subsidiary	-	(19,970)	(315)	(20,285)
Amortisation for the financial period	-	(332)	(5,030)	(5,362)
At 31.3.2014/1.4.2014	-	(20,302)	(12,980)	(33,282)
Addition during the financial year	-	(1,107)	(5,013)	(6,120)
At 31.3.2015	-	(21,409)	(17,993)	(39,402)
Accumulated impairment loss				
At 1.1.2013	-	-	-	-
Impairment during the financial period	-	-	(57)	(57)
Acquisition of a subsidiary	-	(192)	-	(192)
At 31.3.2014/1.4.2014	-	(192)	(57)	(249)
Impairment during the financial year	-	-	(40)	(40)
At 31.3.2015	-	(192)	(97)	(289)
Net carrying amount				
At 31.3.2014	856	1,839	17,807	20,502
At 31.3.2015	1,674	1,508	14,798	17,980



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

7. INTANGIBLE ASSETS (CONT'D)

The development expenditure relates to the development of Century Financials software, Merchant Payment System and Praisindo Investment Management System, currently undertaken by the Group for commercial use.

The following items have been capitalised under development expenditure during the financial year/period:-

	The Group	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Staff costs	2,164	3,478

8. GOODWILL

	The Group	
	31.3.2015 RM'000	31.3.2014 RM'000
At 1 April	43,052	6,540
Acquisition of subsidiaries	1,651	36,512
At 31 March	44,703	43,052

(a) The carrying amounts of goodwill allocated to each cash-generating unit are as follows:-

	The Group	
	31.3.2015 RM'000	31.3.2014 RM'000
Wealth Management Solutions segment ("WMS")	3,331	3,331
Training Solutions segment ("TS")	3,224	3,209
Information Communication Technology segment ("ICT")	36,512	36,512
Other	1,636	-
	44,703	43,052

(b) The Group has assessed the recoverable amounts of goodwill allocated and determined that no impairment is required. The recoverable amounts of the cash-generating units are determined using the value-in-use approach.

The key assumptions used in the value-in-use approach are as follows:

- (i) three (3) years (31.3.2014 - 3 years) financial budget year;
- (ii) post-tax discount rate of 11.50% (31.3.2014 - 12.80%), this translate into pre-tax discount rate of 15.33% (31.3.2014 - 17.10%); and
- (iii) terminal growth rate of nil (31.3.2014 - nil).





**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

8. GOODWILL (CONT'D)

The key assumptions represent management's assessment based on the selling prices and the fixed and variable costs, adjusted for market conditions and economic conditions and internal resources efficiency.

The discount rate used approximated the Company's weighted average cost of capital.

(c) Sensitivity to changes in assumptions

The management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the goodwill to be materially higher than its recoverable amount.

9. TRADE RECEIVABLES

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
Non-current:		
Trade receivables	20,165	43,135
Fair value adjustment	(944)	(2,696)
	<u>19,221</u>	<u>40,439</u>
Current:		
Trade receivables	94,130	73,995
Fair value adjustment	(403)	(403)
Allowance for impairment losses	(762)	(884)
	<u>92,965</u>	<u>72,708</u>
	<u>112,186</u>	<u>113,147</u>
Allowance for impairment losses:		
At 1.4.2014/1.1.2013	(884)	(181)
Acquisition of a subsidiary	-	(669)
Addition during the financial year/period	(654)	(396)
Writeback during the financial year/period	244	181
Written off during the financial year/period	532	181
	<u>(762)</u>	<u>(884)</u>
At 31.3.2015/31.3.2014		

The Group's normal trade credit terms range from 30 to 45 days (31.3.2014 - 30 to 45) days.

Included in trade receivables of the Group at the end of the reporting period is an amount of RM 43,134,366 (31.3.2014 - RM66,103,038) owing by a receivable that will be collected over 21 months (31.3.2015 - 33 months).

Also included in trade receivables of the Group at the end of reporting period is an amount of RM11,352,666 owing by three (3) major government agencies which had been outstanding for more than one (1) year. The delay in collection from these government agencies were due to enhancement work requested by government agencies with on-going acceptance test documentations in progress. The directors are of the opinion that the amounts outstanding are fully recoverable as these projects are in their final stage of completion at the end of the reporting period.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Non-current:				
Prepayments	2,807	6,550	-	-
Current:				
Other receivables	5,857	2,871	-	-
Allowance for impairment losses	(250)	(783)	-	-
	5,607	2,088	-	-
Deposits	12,938	3,527	-	292
Prepayments	6,344	7,562	-	-
	24,889	13,177	-	292
	27,696	19,727	-	292
Allowance for impairment losses:				
At 1.4.2014/1.1.2013	(783)	-	-	-
Acquisition of a subsidiary	-	(769)	-	-
Addition during the financial year/period	(14)	(14)	-	-
Writeback during the financial year/period	303	-	-	-
Writeoff during the financial year/period	244	-	-	-
At 31.3.2015/31.3.2014	(250)	(783)	-	-

- (a) Included in deposits is an amount of RM10,153,000 (31.3.2014 – RM nil) for initial deposits paid for the proposed acquisitions of new subsidiaries as disclosed in Note 46(b) to the financial statements.
- (b) Included in prepayments is an amount of RM6,550,234 (31.3.2014 - RM10,293,224) for future services that was billed in advance by a supplier. The current portion and non-current portion is RM3,742,991 (31.3.2014 - RM3,742,991) and RM2,807,243 (31.3.2014 - RM6,550,233) respectively.

11. INVENTORIES

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
At cost:		
Finished goods - prepaid stock	-	62

None of the inventories is carried at net realisable value in the previous financial period.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

12. AMOUNT OWING BY CONTRACT CUSTOMERS

	The Group	
	31.3.2015 RM'000	31.3.2014 RM'000
Aggregate costs incurred to date	66,490	44,797
Attributable profit	17,702	24,933
	84,192	69,730
Less: Progress billings	(53,472)	(42,642)
Net amount owing by contract customers	30,720	27,088

13. AMOUNTS OWING BY/(TO) SUBSIDIARIES

The amounts owing are non-trade in nature, unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

14. AMOUNTS OWING BY/(TO) A RELATED PARTY

The amounts owing by/(to) are trade in nature, and are subjected to the normal credit terms ranging from 30 to 60 days. The amount owing is to be settled in cash.

15. FIXED DEPOSITS WITH LICENSED BANKS

Included in the fixed deposits with licensed banks is an amount of RM5,215,384 (31.3.2014 - RM5,118,508) which has been pledged as security for banking facilities granted to the Group.

The fixed deposits at the end of the reporting period bore effective interest rates ranging from 2.55% to 3.16% (31.3.2014 - 2.55% to 3.16%) per annum. The fixed deposits have maturity periods ranging from 30 to 365 days (31.3.2014 - 30 to 365 days).

16. CASH AND BANK BALANCES

Included in bank balances is an amount of RM4,049,894 (31.3.2014 - RM1,717,880) which is restricted and held in an Escrow Account whereby part of the proceeds from a receivable will be used to repay to lenders that have granted credit facilities to a subsidiary.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

17. SHARE CAPITAL

	The Company			
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	Number Of Shares ('000)		RM'000	RM'000
Ordinary Shares of RM0.10 Each				
Authorised	1,000,000	1,000,000	100,000	100,000
Issued And Fully Paid-Up				
At 1.4.2014/1.1.2013	399,596	344,200	39,960	34,420
Issuance of shares pursuant to the:				
- private placement	25,000	34,420	2,500	3,442
- conversion of RCN	52,057	7,446	5,205	745
- warrant exercise	8	13,530	1	1,353
At 31.3.2015/31.3.2014	476,661	399,596	47,666	39,960

During the financial year, the Company increased its issued and paid-up share capital from RM39,959,547 to RM47,666,077 by the issuance of:

- (i) 25,000,000 ordinary shares of RM0.10 each pursuant to private placements at the following issue price;

Tranche	Number Of Ordinary Shares in units	Issue Price Per Ordinary Share RM	Total RM'000
First Tranche	20,000,000	0.4150	8,300
Second Tranche	5,000,000	0.4150	2,075
	25,000,000		10,375





**NOTES TO THE FINANCIAL STATEMENTS
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17. SHARE CAPITAL (CONT'D)

During the financial year, the Company increased its issued and paid-up share capital from RM39,959,547 to RM47,666,077 by the issuance of: (Cont'd)

- (ii) 7,500 ordinary shares of RM0.10 each for cash pursuant to the exercise of Warrants at an exercise price of RM0.46 per ordinary share; and
- (iii) 52,057,806 ordinary shares of RM0.10 each pursuant to the conversion of RM21,700,000 nominal value Redeemable Convertible Notes converted at the following conversion price per ordinary share:

Conversion date	Number Of Ordinary Shares in units	Conversion Price Per Ordinary Share RM	Total RM'000
10.04.2014	950,344	0.4209	400
22.04.2014	118,793	0.4209	50
15.04.2014	2,851,033	0.4209	1,200
29.04.2014	118,793	0.4209	50
07.05.2014	2,851,033	0.4209	1,200
20.05.2014	118,793	0.4209	50
26.05.2014	712,758	0.4209	300
27.05.2014	1,187,930	0.4209	500
13.06.2014	950,344	0.4151	400
18.06.2014	120,452	0.4151	50
24.06.2014	3,011,322	0.4151	1,250
26.06.2014	3,011,322	0.4151	1,250
08.07.2014	6,002,400	0.4151	2,500
08.08.2014	3,011,322	0.4165	1,250
14.08.2014	3,011,322	0.4165	1,250
27.08.2014	6,002,400	0.4165	2,500
10.09.2014	6,002,400	0.4165	2,500
23.09.2014	6,002,400	0.4165	2,500
20.10.2014	6,002,400	0.4165	2,500
	52,057,806		21,700

The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

Warrants-A (2012/2017)

On 26 June 2012, the Company obtained the approval from the shareholders for the bonus issue of 43,025,000 warrants on the basis of 1 free warrant for every 8 existing ordinary shares of RM0.10 each held in the Company.

The warrants are constituted under a Deed Poll executed on 28 June 2012 and were issued on 19 July 2012 where each warrant entitles the registered holder the right at any time during the exercise period from 19 July 2012 to 18 July 2017 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 25 July 2012.

The ordinary shares issued from the exercise of warrants shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, distributions, rights, allotment and/or any other forms of distribution where the entitlement date of which precedes the relevant date of the allotment and issuance of the new shares arising from the exercise of warrants.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

17. SHARE CAPITAL (CONT'D)

Warrants-B (2014/2019)

On 17 September 2014, the Company obtained the approval from the shareholders for the bonus issue of 111,412,717 warrants on the basis of 1 free warrant for every 4 existing ordinary shares of RM0.10 each held in the Company.

The warrants-B (2014/2019) are constituted under a Deed Poll executed on 25 September 2014 and were issued on 8 October 2014 where each warrant entitles the registered holder the right at any time during the exercise year from 8 October 2014 to 7 October 2019 to subscribe in cash for one new ordinary share of RM0.10 each of the Company at an exercise price of RM0.46 each. The warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 15 October 2014..

The ordinary shares issued from the exercise of warrants shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividends, distributions, rights, allotment and/or any other forms of distribution where the entitlement date of which precedes the relevant date of the allotment and issuance of the new shares arising from the exercise of warrants.

The movements of the Warrants during the financial year are as follows:

Number of unexercised	Entitlement For Ordinary Shares Of RM0.10 Each			
	At 1.4.2014	Issued	Exercised	At 31.3.2015
Warrants-A	29,495,325	-	-	29,495,325
Warrants-B	-	111,412,717	7,500	111,405,217

The main features of the warrants are as follows:-

- (i) Each warrant will entitle the registered holder to subscribe for one (1) new ordinary share at par value of RM0.10 each in the Company at an exercise price of RM0.46 each subject to adjustment in accordance with the conditions stipulated in the Deed Poll;
- (ii) The both warrants may be exercised at any time on or before the maturity date falling five years from the date of issuance of the warrants where 19 July 2012 for the warrant-A and 8 October 2014 for the warrant-B. Unexercised warrants after the exercise year will thereafter lapse and cease to be valid;
- (iii) The new shares to be issued pursuant to the exercise of the warrants shall, upon allotment and issue, rank pari passu in all respects with the existing ordinary shares of the Company in issue except that they will not be entitled to any dividends, rights, allotments and/or any other forms of distributions, the entitlement date of which is before the allotment and issuance of the new shares; and
- (iv) The persons to whom the warrants have been granted have no rights to participate in any distribution and/or offer of further securities in the Company until/and unless warrant holders exercise their warrant for new shares.





**NOTES TO THE FINANCIAL STATEMENTS
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18. SHARE PREMIUM

The movements in the share premium of the Group and of the Company are as follows:-

	The Group/The Company 31.3.2015 RM'000	31.3.2014 RM'000
At 1.4.2014/1.1.2013	22,545	1,308
Premium arising from:		
- private placement	7,875	13,891
- conversion of RCN	16,495	2,555
- warrant exercise	3	4,871
Expenses incurred on issuance of:		
- private placement	(1,534)	(80)
At 31.3.2015/31.3.2014	<u>45,384</u>	<u>22,545</u>

The share premium is not distributable by way of dividends and may be utilised in the manner set out in Section 60(3) of the Companies Act 1965.

19. MERGER DEFICIT

The merger deficit relates to the subsidiary which was consolidated under the merger method of accounting.

The merger deficit arose from the difference between the nominal value of shares issued for the acquisition of a subsidiary and the nominal value of the shares acquired.

20. RETAINED PROFITS

Under the single-tier tax system, tax on the Company's profits is the final tax and accordingly, any dividends to the shareholders are not subject to tax.

21. FOREIGN EXCHANGE TRANSLATION RESERVE

The foreign exchange translation reserve arose from the translation of the financial statements of the foreign subsidiary and is not distributable by way of dividends.

22. REDEEMABLE CONVERTIBLE NOTES ("RCN")

	The Group/The Company 31.3.2015 RM'000	31.3.2014 RM'000
RCN:		
- equity component	-	72
- liability component	-	354
- deferred tax liability (Note 27)	-	24
	<u>-</u>	<u>450</u>



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

The salient terms of the RCN were as follows:

22. REDEEMABLE CONVERTIBLE NOTES ("RCN") (CONT'D)

- (a) Notes Up to RM100.0 million nominal value of RCN comprising two (2) tranches of a principal amount of RM25.0 million each for Tranche 1 and Tranche 2, RM30.0 million for Tranche 3 and RM20.0 million for Tranche 4 (collectively, the RCN shall be referred to as the "Notes").

Each of Tranche 1 Notes and Tranche 2 Notes shall comprise twenty (20) equal sub-tranches of RM1.25 million each, Tranche 3 Notes shall comprise twenty (20) equal sub-tranches of RM1.5 million each and Tranche 4 Notes shall comprise ten (10) equal sub-tranches of RM2.0 million each.

- (b) Tenure/Maturity Thirty-six (36) months from the closing date of the first sub-tranche of Tranche 1 Notes.
- (c) Coupon rate 2.0% per annum payable semi-annually.

The salient terms of the RCN were as follows: (Cont'd)

- (d) Issue and subscription date(s) of the first sub-tranche of Tranche 1 Notes and the option to issue the remaining sub-tranches thereafter

In respect of the first sub-tranche of Tranche 1 Notes, the date falling five (5) Market Days immediately after the fulfilment of the last conditions precedent.

The Company will have the sole discretion to call upon subsequent tranches of the Notes at any time from (and including) the completion of the conversion of the preceding tranche(s) subject to the terms and conditions of the RCN.

The issuance of Tranche 2 Notes, Tranche 3 Notes and Tranche 4 Notes shall be at the option of the Company which option shall subsist during the option year as set out below:

- (i) in respect of Tranche 2 Notes, the year commencing from and including the conversion date in relation to the last of the Notes comprised in the last sub-tranche of Tranche 1 Notes to and including the 10th Market Day thereafter;
- (ii) in respect of the Tranche 3 Notes, the year commencing from and including the conversion date in relation to the last of the Notes comprised in the last sub-tranche of Tranche 2 Notes to and including the 10th Market Day thereafter; and
- (iii) in respect of the Tranche 4 Notes, the year commencing from and including the conversion date in relation to the last of the Notes comprised in the last sub-tranche of Tranche 3 Notes to and including the 10th Market Day thereafter (collectively referred to as the "Option Year").

If the Subscriber does not receive the exercise notice from the Company exercising its option within the relevant Option Year, the options shall lapse and cease to have any force or effect whatsoever and the Subscriber shall have no further obligation to subscribe and pay for the subsequent tranches.

- (e) Option of the Company

Save for Tranche 1 Notes, the Company has the discretion not to proceed with the issue of subsequent tranches of the Notes.





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

22. RCN (CONT'D)

The salient terms of the RCN were as follows: (Cont'd)

- (f) Conversion Rights The Notes will be converted into new ordinary shares at the conversion price provided always that the conversion price is not lower than the par value of the Company at RM0.10 and subject to the redemption option term.
- The number of ordinary shares to which the Subscriber is entitled on conversion of each of the sub-tranche notes shall be determined by dividing the aggregate principal amount of the sub-tranche note held by the applicable conversion price.
- Subject as provided above, fractions of an ordinary share will not be issued on conversion and no adjustment or cash payment will be made in respect thereof.
- (g) Status of new ordinary shares The new ordinary shares to be issued arising from the conversion of the Notes will, upon allotment and issuance, rank pari passu in all respects with the existing ordinary shares (including, without limitation, the right to receive any available distributions upon the liquidation and winding-up of the Company), save and except that the new ordinary shares will not be entitled to any dividends, rights, allotment and/or other forms of distribution that may be declared, made or paid where the entitlement date is prior to the allotment and issuance of the new ordinary shares.
- (h) Redemption rights The Notes which are not redeemed or purchased, converted or cancelled by the Company will be redeemed by the Company at 100% of the principal amount on the date falling three (3) years from the closing date of the first sub-tranche of Tranche 1 Notes.

23. LONG-TERM BORROWINGS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Hire purchase payables (Note 24)	965	841	-	-
Term loans (Note 25)	15,412	65,706	-	31,800
	<u>16,377</u>	<u>66,547</u>	<u>-</u>	<u>31,800</u>



**NOTES TO THE FINANCIAL STATEMENTS
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ENDED 31 MARCH 2015 (Cont'd)**

24. HIRE PURCHASE PAYABLES

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
Minimum hire purchase payments:		
- not later than one year	192	172
- later than one year and not later than five years	575	613
- later than five years	524	358
	<u>1,291</u>	<u>1,143</u>
Future finance charges	(182)	(174)
	<u>1,109</u>	<u>969</u>
Present value of hire purchase payables		
	<u>1,109</u>	<u>969</u>
The net hire purchase payables are repayable as follows:		
Current:		
- not later than one year (Note 30)	144	128
Non-current:		
- later than one year and not later than five years	463	507
- later than five years	502	334
	<u>965</u>	<u>841</u>
Total non-current portion (Note 23)	<u>1,109</u>	<u>969</u>

The hire purchase payables bore effective interest rates ranging from 4.76% to 4.99% (31.3.2014 - 4.90% to 4.99%) per annum at the end of the reporting period.

25. TERM LOANS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Current:				
- Not later than one year (Note 30)	63,016	55,362	31,800	25,557
Non-current:				
- Later than one year and not later than two years	15,412	50,294	-	31,800
- Later than two years and not later than five years	-	15,412	-	-
	<u>15,412</u>	<u>65,706</u>	<u>-</u>	<u>31,800</u>
Total non-current portion (Note 23)	<u>15,412</u>	<u>65,706</u>	<u>-</u>	<u>31,800</u>
	<u>78,428</u>	<u>121,068</u>	<u>31,800</u>	<u>57,357</u>



**NOTES TO THE FINANCIAL STATEMENTS
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25. TERM LOANS (CONT'D)

Details of the repayment terms of the term loans are as follows:-

Term Loan	Number Of Monthly Instalments RM'000	Monthly Instalment RM'000	The Group		The Company	
			31.3.2015 RM'000	31.3.2014 RM'000	31.3.2015 RM'000	31.3.2014 RM'000
1	(a)	(a)	12,246	11,011	-	-
2	(b)	(b)	476	300	-	-
3	(c)	(c)	31,800	53,000	31,800	53,000
4	(d)	(d)	-	4,357	-	4,357
5	33	1,541	33,906	52,400	-	-
			<u>78,428</u>	<u>121,068</u>	<u>31,800</u>	<u>57,357</u>

- (a) Term loan 1 represents project financing loan and is repayable over the tenure of the project or up to 24 months. It bore an effective interest rate of 7.00% (31.3.2014 - 7.00%) per annum at the end of the reporting period and is secured by:
- (i) a Deed of Assignment of all contract proceeds and/or receivables to be received by the Group in respect of the projects being financed;
 - (ii) a debenture incorporating fixed and floating charges over all the assets of a subsidiary, both present and future;
 - (iii) a corporate guarantee of the Company;
 - (iv) a joint and several guarantee of certain directors of the Group; and
 - (v) a memorandum of deposit of sinking fund to be built up by way of 5% and 10% retention respectively from proceeds received in respect of the projects.
- (b) Term loan 2 represents revolving short-term advance which is for working capital purposes and is repayable in 90 days. It bore an effective interest rate of 8.10% (31.3.2014 - 8.10%) per annum at the end of the reporting period and is secured by:
- (i) a Deed of Assignment of all contract proceeds and/or receivables to be received by a subsidiary in respect of the projects being financed;
 - (ii) fixed deposits of a subsidiary pledged to a licensed bank; and
 - (iii) a joint and several guarantee of the directors of a subsidiary.
- (c) Term loan 3 represents short-term loan and is repayable within 12 months (40%) and 24 months (60%) respectively from the date of first drawdown. It bore an effective interest rate of 8.00% (31.3.2014 - 8.00%) per annum at the end of the reporting period and is secured by:
- (i) a third party legal charge of not less than 173,000,000 ordinary shares of the Company held by a corporate shareholder;
 - (ii) a third party legal charge of not less than 178,956,773 ordinary shares of a subsidiary held by the Company;
 - (iii) a first party first legal charge over the Interest Reserve Account; and
 - (iv) a joint and several guarantee of certain directors of the Group.



**NOTES TO THE FINANCIAL STATEMENTS
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25. TERM LOANS (CONT'D)

Details of the repayment terms of the term loans are as follows:- (CONT'D)

- (d) Term loan 4 represents a short-term loan and is repayable within 9 months from the date of first drawdown. It bore an effective interest rate of 8.50% (31.3.2014 – 8.50%) per annum at the end of the reporting period and is secured by:
- (i) a Facility Agreement as the principal instrument;
 - (ii) a memorandum of charge on 170,155,958 ordinary shares for pledged shares of a subsidiary;
 - (iii) a memorandum of charge on 3,400,000 ordinary shares for pledged shares of the Company;
 - (iv) a Letter of Set-Off between the Company and the financial institution;
 - (v) a Deed of Assignment Proceeds between the Company and the financial institution;
 - (vi) a Call Option Agreement between a corporate shareholder and the financial institution; and
 - (vii) a joint and several guarantee of certain directors of the Group.
- (e) Term loan 5 bore an effective interest rate of 5.08% (31.1.2014 – 5.08%) per annum at the end of the reporting period and is secured by:
- (i) a charge over all monies in a designated Escrow Account maintained by a receivable; and
 - (ii) a corporate guarantee of a subsidiary.

26. DEFERRED INCOME

	The Group	
	31.3.2015 RM'000	31.3.2014 RM'000
Current:		
- not later than one year	4,345	5,032
Non-current:		
- later than one year and not later than five years	3,042	7,098
	<u>7,387</u>	<u>12,130</u>

Included in the deferred income is contract pursuant to the supply, delivery, installation, testing, commissioning, maintenance and support of ICT equipment to the local polytechnics and community colleges undertaken by a subsidiary included the maintenance of equipment for a period of four years from the date of commissioning. A certain portion of the contract value in relation to the maintenance service is recognised as deferred income and amortised over the contractual period of 48 months which will end by 2016.





**NOTES TO THE FINANCIAL STATEMENTS
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27. DEFERRED TAXATION

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
At 1.4.2014/1.1.2013	2,863	-	24	-
Recognised in profit or loss (Note 34)	(70)	(549)	-	-
Recognised in equity (Note 22)	(24)	24	(24)	24
Acquisition of a subsidiary (Note 36)	-	3,388	-	-
At 31.3.2015/31.3.2014	2,769	2,863	-	24

The deferred tax liabilities are attributable to the following:-

Deferred tax liabilities:				
Accelerated capital allowances	2,838	2,984	-	-
Future tax liabilities on issuance of RCN	-	24	-	24
Deferred tax asset:				
Provisions	(69)	(145)	-	-
At 31.3.2015/31.3.2014	2,769	2,863	-	24

28. TRADE PAYABLES

The normal trade credit terms granted to the Group ranging from 30 to 90 (31.3.2014 - 30 to 60) days.

29. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Other payables	6,314	7,535	232	722
Accruals	14,018	13,666	1,776	548
	20,332	21,201	2,008	1,270

30. SHORT-TERM BORROWINGS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Hire purchase payables (Note 24)	144	128	-	-
Term loans (Note 25)	63,016	55,362	31,800	25,557
	63,160	55,490	31,800	25,557



**NOTES TO THE FINANCIAL STATEMENTS
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31. BANK OVERDRAFTS

The bank overdrafts are secured by:

- (a) a legal charge of 2,500,000 ordinary shares of a corporate shareholder, and
- (b) in the same manner as the term loans disclosed in Notes 25(a) and (b) to the financial statements respectively.

32. REVENUE

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Software, training and implementation	126,062	50,507	-	-
Maintenance	20,378	25,072	-	-
Hardware	5,612	4,749	-	-
Management fees	-	-	-	57
Dividend income	-	-	441	9,740
	152,051	80,328	441	9,797



**NOTES TO THE FINANCIAL STATEMENTS
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33. PROFIT/(LOSS) BEFORE TAXATION

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Profit/(Loss) before taxation is arrived at after charging/(crediting):-				
Audit fee:				
- for the financial year/period	123	116	57	57
- underprovision in the previous financial year	-	2	2	2
- others	286	100	-	-
Amortisation of intangible assets	6,120	5,362	-	-
Depreciation of plant and equipment	9,803	3,619	-	-
Directors' remuneration:				
- fees	711	447	314	393
- non-fee emoluments	4,584	1,791	24	27
Impairment loss on:				
- intangible assets	40	57	-	-
- trade receivables	654	396	-	-
- other receivables	14	14	-	-
Interest expense:				
- bank overdrafts	366	68	-	-
- hire purchase	56	54	-	-
- term loans	6,250	3,713	3,238	2,350
Plant and equipment written off	291	10	-	-
Realised loss on foreign exchange	3	5	-	-
Rental of hall	-	9	-	-
Rental of office	3,642	1,851	-	-
Rental of site and equipment	238	62	-	-
Rental of storage and others	105	27	-	-
Staff costs:				
- salaries, wages, bonuses and allowances	31,382	17,480	1,404	1,073
- defined contribution plans	3,535	2,166	158	135
- other benefits	6,811	664	2	11
Bad debts recovered	-	(44)	-	-
Dividend income	-	-	(441)	(9,740)
Gain on disposal of plant and equipment	(537)	(137)	-	-
Gain on disposal of equity interest in a subsidiary	-	-	(3,500)	-



**NOTES TO THE FINANCIAL STATEMENTS
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33. PROFIT/(LOSS) BEFORE TAXATION (CONT'D)

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Profit/(Loss) before taxation is arrived at after charging/ (crediting):- (Cont'd)				
Interest income	(1,998)	(658)	(188)	(147)
Rental income	(561)	(48)	-	-
Unrealised gain on foreign exchange	-	(38)	-	-
Writeback of impairment loss on	-	-	-	-
- trade receivables	(244)	(181)	-	-
- other receivables	(303)	-	-	-

34. INCOME TAX EXPENSE

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Current tax expense:				
- for the financial year/period	8,225	2,306	-	-
- under/(over)provision in the previous financial period/year	2,741	(57)	-	-
	10,966	2,249	-	-
Deferred tax expense: (Note 27)	(70)	(549)	-	-
	10,896	1,700	-	-

Certain subsidiaries of the Group were granted the MSC Malaysia status which qualifies the Group for Pioneer Status incentive under the Promotion of Investments Act, 1986 whereby the statutory income from pioneer activities is exempted from tax.





**NOTES TO THE FINANCIAL STATEMENTS
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34. INCOME TAX EXPENSE (CONT'D)

A reconciliation of income tax expense applicable to the profit/(loss) before taxation at the statutory tax rate to income tax expense at the effective tax rate of the Group and of the Company is as follows:-

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Profit / (Loss) before taxation	32,797	5,829	(3,697)	543
Tax at the statutory tax rate of 25% (2014 - 25%)	8,199	1,457	(924)	136
Tax effects of:-				
Non-deductible expenses	5,762	1,885	1,952	1,246
Non-taxable income	(1,158)	(294)	(985)	(2,435)
Tax-exempt pioneer income	(3,340)	(3,030)	-	-
Temporary differences not recognised due to Pioneer Status	(101)	(55)	-	-
Deferred tax assets not recognised during the financial year/period	595	1,794	-	1,053
Utilisation of deferred tax assets not recognised in the previous financial year/period	(1,758)	-	(43)	-
Under/(Over)provision of current tax in the previous financial period/year	2,697	(57)	-	-
Income tax expense for the financial year/period	10,896	1,700	-	-

The statutory tax rate will be reduced to 24% from the current financial year's rate of 25%, effective year of assessment 2016.

Subject to the agreement of the tax authorities, at the end of the reporting year, the Group and the Company have unused tax losses and unabsorbed capital allowances available to be carried forward for offset against future taxable business income as follows:-

	The Group		The Company	
	31.3.2015 RM'000	31.3.2014 RM'000	31.3.2015 RM'000	31.3.2014 RM'000
Accelerated capital allowances	(927)	(1,176)	-	-
Unabsorbed capital allowances	21,422	21,759	-	-
Unused tax losses	60,974	65,651	791	963
Provisions	150	37	-	-
	81,619	86,271	791	963

No deferred tax assets are recognised on these items.



**NOTES TO THE FINANCIAL STATEMENTS
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35. EARNINGS PER SHARE

	The Group	
	1.4.2014 to 31.3.2015	1.1.2013 to 31.3.2014
Profit after taxation attributable to owners of the Company (RM'000)	7,678	1,111
Weighted average number of ordinary shares (in '000):		
Issued ordinary shares at 1 April/1 January	399,595	344,200
Effect of private placement	5,261	10,189
Effect of warrant exercise	2	6,560
Effect of conversion of RCN	35,123	589
Weighted average number of ordinary shares at 31 March	439,981	361,538
Basic earnings per share (Sen)	1.75	0.31
Profit after taxation attributable to owners of the Company for diluted earnings per share computation (RM'000)	7,678	1,111
Weighted average number of ordinary shares for basic earnings per share (in '000):	439,981	361,538
Effects of dilution:		
- Warrant-A exercise in exchange of new ordinary shares	29,495	29,495
- Warrant-B exercise in exchange of new ordinary shares	111,405	-
- Conversion of RCN in exchange of new ordinary shares	-	1,069
Weighted average number of ordinary shares for diluted earnings per share computation	580,881	392,102
Diluted earnings per share (Sen)	1.32	0.28

36. ACQUISITION OF SUBSIDIARIES

During the financial year, the Group acquired:

- (i) an 80% equity interest in DNEX Hallmark e-Commerce Sdn. Bhd. ("DHSB") (formerly known as Nation Hallmark Sdn. Bhd.) comprising 800,000 ordinary shares of RM1.00 each for a total cash consideration of RM800,000 which represents 80% issued and paid-up capital of DHSB. The non-controlling interests of DHSB are measured at the non-controlling interests proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition;
- (ii) a 100% equity interest in DNeX Petroleum Sdn. Bhd. ("DPSB") (formerly known as Sterling Marque Sdn. Bhd.) comprising 2 ordinary shares of RM1.00 each for a total cash consideration of RM2 which represents the entire issued and paid-up capital of DPSB; and
- (iii) a 51% equity interest in Forward Energy Sdn. Bhd. (and all its subsidiaries) ("FESB").





**NOTES TO THE FINANCIAL STATEMENTS
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36. ACQUISITION OF SUBSIDIARIES (CONT'D)

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Fair value of consideration transferred

	The Group RM'000
Cash and cash equivalents	1,530

There were no contingent consideration, no equity instruments issued and no replacement share-based awards for the acquisition of FESB.

Identified assets acquired and liabilities assumed at date of acquisition

	Note	The Group Fair Value Recognised RM'000
Plant and equipment	6	15
Other receivables, deposits and prepayments		21
Cash and bank balances		1
Other payables and accruals		(57)
Amount owing to a director		(203)
		<u>(223)</u>

(iii) a 51% equity interest in Forward Energy Sdn. Bhd. (and all its subsidiaries) ("FESB").

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date: (Cont'd)

Net cash outflow arising from acquisition of FESB

	The Group RM'000
Purchase consideration settled in cash and cash equivalents	(1,530)
Cash and cash equivalents acquired	1
	<u>(1,529)</u>

Goodwill arising from acquisition of FESB

	The Group RM'000
Total consideration transferred	1,530
Less: Fair value of identifiable net (assets)/liabilities	223
	<u>1,753</u>
Add: Non-controlling interests	(117)
Goodwill	<u>1,636</u>

The non-controlling interests are measured at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets/(liabilities) at the date of acquisition.



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36. ACQUISITION OF SUBSIDIARIES (CONT'D)

- (iii) a 51% equity interest in Forward Energy Sdn. Bhd. (and all its subsidiaries) ("FESB").

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date: (Cont'd)

The acquired subsidiaries have contributed the following results to the Group:

	1.4.2014 to 31.3.2015 RM'000
Revenue	4,606
Profit after taxation	<u>2,106</u>

- (iv) an 80% equity interest in DNeX Oilfield Services Sdn. Bhd. ("DOSB") comprising 100,000 ordinary shares of RM1.00 each for a total consideration of RM100,000 which represents the entire issued and paid-up capital of DOSB.
- (v) a 100% equity interest in Global Strategy Partners Sdn. Bhd. ("GSPSB") comprising 2 ordinary shares of RM1.00 each for a total cash consideration of RM2 which represents the entire issued and paid-up capital of GSPSB.

37. DIVIDEND

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
First and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2012	-	3,542	-	3,542

38. PURCHASE OF PLANT AND EQUIPMENT

	The Group	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Cost of plant and equipment purchased	8,418	2,352
Cost transferred from intangible assets (Note 6)	(153)	(822)
Amount financed through hire purchase	(324)	(519)
Cash disbursed for the purchase of plant and equipment	<u>7,941</u>	<u>1,011</u>





**NOTES TO THE FINANCIAL STATEMENTS
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39. CASH AND CASH EQUIVALENTS

For the purpose of the statements of cash flows, cash and cash equivalents comprise the following:-

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Fixed deposits with licensed banks (Note 15)	64,798	63,132	11,858	4,760
Cash and bank balances (Note 16)	16,151	11,506	68	127
Bank overdrafts (Note 31)	(4,755)	(5,126)	-	-
	<u>76,194</u>	<u>69,512</u>	<u>11,926</u>	<u>4,887</u>
Less: Fixed deposits pledged and restricted cash and bank balances as security (Notes 15 and 16)	(9,265)	(6,836)	(4,835)	(4,760)
	<u>66,929</u>	<u>62,676</u>	<u>7,091</u>	<u>127</u>

40. DIRECTORS' REMUNERATION

- (a) The aggregate amounts of remuneration received and receivable by the directors of the Group and of the Company during the financial year/period are as follows:-

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Executive:				
- fees	173	211	90	156
- non-fee emoluments	1,084	1,763	-	-
	<u>1,257</u>	<u>1,974</u>	<u>90</u>	<u>156</u>
Non-executive:				
- fees	232	236	224	236
- non-fee emoluments	969	28	24	28
	<u>2,458</u>	<u>2,238</u>	<u>338</u>	<u>420</u>



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40. DIRECTORS' REMUNERATION (CONT'D)

- (b) The number of the Company's directors with total remuneration falling in bands of RM50,000 is as follows:-

	The Group	
	1.4.2014 to 31.3.2015	1.1.2013 to 31.3.2014
	Number Of Directors	
Executive directors:		
- RM350,001 - RM400,000	1	1
- RM450,001 - RM500,000	2	2
Non-executive directors:		
- RM50,001 - RM100,000	3	3
- RM650,001 - RM700,000	1	1
	<u>7</u>	<u>7</u>

41. SIGNIFICANT RELATED PARTY DISCLOSURES

- (a) Identities of related parties

In addition to the information detailed elsewhere in the financial statements, the Group has related party relationships with:

- (i) an entity controlled by certain directors or key management personnel; and
- (ii) the directors and certain members of senior management of the Company who are key management personnel.
- (b) Other than those disclosed elsewhere in the financial statements, the Group and the Company also carried out the following transactions with the related parties during the financial year/period:-

	The Group		The Company	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000
Subsidiaries:				
- Dividend income received	-	-	441	9,740
- Management fee received	-	-	-	57
Related parties:				
- Rental expenses	(515)	(644)	-	-
- Purchases	(2,304)	(60)	-	-
- Royalty to related party	(720)	-	-	-
- Sales	5,215	-	-	-
Key management personnel compensation:				
- short-term employee benefits	<u>(5,600)</u>	<u>(3,965)</u>	<u>(1,484)</u>	<u>(786)</u>

Key management personnel comprise executive directors, non-executive directors and senior management of the Group who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly.



**NOTES TO THE FINANCIAL STATEMENTS
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42. FOREIGN EXCHANGE RATES

The principal closing foreign exchange rates used (expressed on the basis of one unit of foreign currency to RM equivalent) for the translation of the foreign currency balances at the end of the reporting year/period are as follows:-

	The Group	
	31.3.2015 RM'000	31.3.2014 RM'000
United States Dollar	3.72	3.28
Indonesian Rupiah	0.000284	0.000282

43. CONTINGENT LIABILITIES

(a) Corporate guarantee

	The Company	
	31.3.2015 RM'000	31.3.2014 RM'000
Corporate guarantee given to licensed banks for credit facilities granted to a subsidiary	30,500	16,436

(b) Liquidated Ascertained Damages ("LAD")

There is a potential contingent liability arising from the delay in a contract undertaken by a subsidiary.

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.

44. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Executive Committee as its chief operating decision maker in order to allocate resources to segments and to assess their performance. For management purposes, the Group is organised into business units based on their products and services provided. The business units offer different products and services, and are managed separately.

The following summary describes the operations in each of Group's reportable segments:

- (i) Financial Management Software Solution segment ("FMS") - design, development, implementation and marketing of financial management software and related services.
- (ii) Payment Aggregation Solutions segment ("PAS") - providing services for financial applications, electronic payments and collections solutions.
- (iii) Corporate segment ("CS") - provide Group level corporate services and treasury functions and investments.
- (iv) Wealth Management Solutions segment ("WMS") - providing services for portfolio management, fund accounting, unit registry, selling agent and online transaction.
- (v) Training solution segment ("TS") - providing training services in areas related to information technology.
- (vi) IT, Infrastructure Solution Provider ("ISP") - supply, delivery, installation, testing, commissioning and maintenance of IT hardware, development, management and provision of business to business (B2B) e-commerce and computerised transaction facilitation services, providing of cyber security solutions, managed services, project fulfilment, assets maintenance and contact centres.



**NOTES TO THE FINANCIAL STATEMENTS
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44. OPERATING SEGMENTS (CONT'D)

The following summary describes the operations in each of Group's reportable segments: (CONT'D)

- (vii) Oil and gas segment ("OG") – providing upstream oil and gas exploration, production and involvement in power plant, engineering and energy related business. This segment was acquired during the financial year and is currently dormant.





**NOTES TO THE FINANCIAL STATEMENTS
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44. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS	FMS RM'000	PAS RM'000	CS RM'000	WMS RM'000	TS RM'000	ICT RM'000	OG RM'000	Elimination RM'000	The Group RM'000
1.4.2014 to 31.3.2015									
Segment revenue	50,763	2,699	441	3,684	6,555	90,196	-	(2,287)	152,051
Results									
Segment results	13,913	(356)	(460)	1,102	1,903	27,416	(108)	(3,941)	39,469
Finance costs	(1,299)	-	(3,239)	-	-	(2,134)	-	-	(6,672)
Profit for the financial year									32,797
Income tax and Zakat expense									(11,155)
									21,642
31.3.2015									
Segment assets	102,929	4,441	123,956	5,023	5,223	165,376	1,910	(71,601)	337,257
Tax refundable									2,353
Consolidated total assets									339,610
Segment liabilities	55,921	1,919	33,808	1,761	1,078	53,826	2,241	(30,883)	119,671
Deferred taxation									2,769
Provision for taxation									2,973
Consolidated total liabilities									125,413



**NOTES TO THE FINANCIAL STATEMENTS
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44. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS	FMS RM'000	PAS RM'000	CS RM'000	WMS RM'000	TS RM'000	ICT RM'000	OG RM'000	Elimination RM'000	The Group RM'000
1.4.2014 to 31.3.2015									
Additions to non-current assets other than financial instruments:									
- plant and equipment	474	14	-	779	105	6,882	11	-	8,265
- intangible assets	2,164	-	-	-	-	1,594	-	-	3,758
Other material items of (income)/expenses consist of the following:									
Depreciation and amortisation	5,013	928	-	587	111	9,284	-	-	15,923
Impairment loss on:									
- trade receivables	-	-	-	-	-	654	-	-	654
- other receivables	-	-	-	-	-	14	-	-	14
Interest expense	1,299	-	3,238	-	-	2,135	-	-	6,672
Interest income	(10)	-	(188)	-	-	(1,800)	-	-	(1,998)
Writeback of allowance for impairment loss:									
- trade receivables	-	-	-	-	-	(244)	-	-	(244)
- other receivables	-	-	-	-	-	(303)	-	-	(303)





**NOTES TO THE FINANCIAL STATEMENTS
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44. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS	FMS RM'000	PAS RM'000	CS RM'000	WMS RM'000	TS RM'000	ICT RM'000	Elimination RM'000	The Group RM'000
1.1.2013 to 31.3.2014								
Segment revenue	50,653	2,257	9,797	3,942	7,102	18,596	(12,019)	80,328
Results								
Segment results	9,789	(1,515)	2,888	877	2,065	5,300	(9,740)	9,664
Finance costs	(809)	-	(2,350)	-	-	(676)	-	(3,835)
Profit for the financial year								5,829
Income tax expense								(1,700)
								4,129
31.3.2014								
Segment assets	82,307	4,195	122,858	4,278	5,243	174,953	(77,267)	316,567
Tax refundable								3,300
Consolidated total assets								319,867
Segment liabilities	47,892	1,314	59,474	1,602	2,046	80,239	(27,534)	165,033
Deferred taxation								2,863
Provision for taxation								821
Consolidated total liabilities								168,717



**NOTES TO THE FINANCIAL STATEMENTS
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44. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS	FMS RM'000	PAS RM'000	CS RM'000	WMS RM'000	TS RM'000	ICT RM'000	Elimination RM'000	The Group RM'000
1.1.2013 to 31.3.2014								
Additions to non-current assets other than financial instruments:								
- plant and equipment	884	23	-	1,296	90	59	-	2,352
- intangible assets	6,793	500	-	745	-	137	-	8,175
Other material items of (income)/expenses consist of the following:								
Depreciation and amortisation	4,957	1,302	-	337	150	2,235	-	8,981
Impairment loss on:								
- trade receivables	-	-	-	-	-	396	-	396
- other receivables	-	-	-	-	-	14	-	14
Interest expense	809	-	2,350	-	-	676	-	3,835
Interest income	(35)	-	(147)	(1)	-	(475)	-	(658)
Writeback of allowance for impairment loss:								
- trade receivables	-	-	-	-	-	(181)	-	(181)





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

44. OPERATING SEGMENTS (CONT'D)

GEOGRAPHICAL INFORMATION

	Revenue		Non-current Assets	
	1.4.2014 to 31.3.2015 RM'000	1.1.2013 to 31.3.2014 RM'000	As at 31.3.2015 RM'000	As at 31.3.2014 RM'000
Indonesia	3,638	2,363	2,199	2,154
Malaysia	148,413	77,965	98,864	126,740
	152,051	80,328	101,063	128,894

MAJOR CUSTOMERS

Revenue from one major customer, with revenue equal to or more than 10% of Group revenue, amounted to approximately RM27.8 million (31.3.2014 - RM8.3 million) arising from sales by the ICT segment.

45. FINANCIAL INSTRUMENTS

The Group's activities are exposed to a variety of market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

45.1 FINANCIAL RISK MANAGEMENT POLICIES

The Group's policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

(i) Foreign Currency Risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Ringgit Malaysia. The currencies giving rise to this risk are primarily Indonesian Rupiah and United States Dollar (USD). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

Foreign currency exposure

	United States Dollar RM'000	Indonesian Rupiah RM'000	Ringgit Malaysia RM'000	Total RM'000
The Group				
31.3.2015				
Financial Assets				
Other investments	-	-	100	100
Amount owing by contract customers	-	-	30,720	30,720
Trade receivables	36	171	111,979	112,186
Other receivables and deposits	-	2,503	16,042	18,545
Amount owing by a related party	-	-	6,671	6,671
Fixed deposits with licensed banks	-	9	64,789	64,798
Cash and bank balances	1,943	25	14,183	16,151
	1,979	2,708	244,484	249,171



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45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign currency exposure (Cont'd)

The Group	United States Dollar RM'000	Indonesian Rupiah RM'000	Ringgit Malaysia RM'000	Total RM'000
31.3.2015				
Financial Liabilities				
Hire purchase payables	-	-	1,109	1,109
Term loans	-	-	78,428	78,428
Trade payables	-	33	6,620	6,653
Other payables and accruals	-	665	19,667	20,332
Amount owing to a related party	-	-	1,007	1,007
Bank overdrafts	-	-	4,755	4,755
	-	698	111,586	112,284
Net financial assets	1,979	2,010	132,898	136,887
Less: Net financial assets denominated in the respective entities' functional currencies	-	-	(132,898)	(132,898)
Currency Exposure	1,979	2,010	-	3,989
31.3.2014				
Financial Assets				
Other investments	-	-	100	100
Amount owing by contract customers	-	-	27,088	27,088
Trade receivables	23	1,274	111,850	113,147
Other receivables and deposits	-	795	4,820	5,615
Fixed deposits with licensed banks	-	12	63,120	63,132
Cash and bank balances	72	6	11,428	11,506
	95	2,087	218,406	220,588



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45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign currency exposure (Cont'd)

	United States Dollar RM'000	Indonesian Rupiah RM'000	Ringgit Malaysia RM'000	Total RM'000
The Group				
31.3.2014				
Financial Liabilities				
Hire purchase payables	-	-	969	969
Term loans	-	-	121,068	121,068
Trade payables	-	7	4,118	4,125
Other payables and accruals	-	664	20,537	21,201
Amount owing to a related party	-	-	60	60
RCN	-	-	354	354
Bank overdrafts	-	-	5,126	5,126
	-	671	152,232	152,903
Net financial assets	95	1,416	66,174	67,685
Less: Net financial assets denominated in the respective entities' functional currencies	-	-	(66,174)	(66,174)
Currency Exposure	95	1,416	-	1,511



**NOTES TO THE FINANCIAL STATEMENTS
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45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign currency risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies at the end of the reporting period, with all other variables held constant:-

	The Group		The Company	
	1.4.2014 to 31.3.2015 Increase/ (Decrease) RM'000	1.1.2013 to 31.3.2014 Increase/ (Decrease) RM'000	1.4.2014 to 31.3.2015 Increase/ (Decrease) RM'000	1.1.2013 to 31.3.2014 Increase/ (Decrease) RM'000
Effects On Profit After Taxation				
United States Dollar:				
- strengthened by 10%	146	5	-	-
- weakened by 10%	(146)	(5)	-	-
Effects On Equity				
United States Dollar:				
- strengthened by 10%	146	5	-	-
- weakened by 10%	(146)	(5)	-	-





**NOTES TO THE FINANCIAL STATEMENTS
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45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial assets and liabilities. The Group's policy is to obtain the most favourable interest rates available. Any surplus funds of the Group will be placed with licensed financial institutions to generate interest income.

Information relating to the Group's exposure to the interest rate risk of the financial liabilities is disclosed in Note 45.1(c) to the financial statements.

Interest rate risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:-

	The Group		The Company	
	1.4.2014 to 31.3.2015	1.1.2013 to 31.3.2014	1.4.2014 to 31.3.2015	1.1.2013 to 31.3.2014
	Increase/ (Decrease)	Increase/ (Decrease)	Increase/ (Decrease)	Increase/ (Decrease)
	RM'000	RM'000	RM'000	RM'000
Effects On Profit After Taxation				
Increase of 100 basis points ("bp")	(632)	(954)	(239)	(430)
Decrease of 100 bp	632	954	239	430
Effects On Equity				
Increase of 100 basis points ("bp")	(632)	(954)	(239)	(430)
Decrease of 100 bp	632	954	239	430

(b) Credit Risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of the trade and other receivables as appropriate. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. Impairment is estimated by management based on prior experience and the current economic environment.



**NOTES TO THE FINANCIAL STATEMENTS
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45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(i) Credit risk concentration profile

The Group's major concentration of credit risk relates to the amounts owing by two customers which constituted approximately 45% (31.3.2014 - 63%) of its total receivables at the end of the reporting period.

(ii) Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets at the end of the reporting period.

The exposure of credit risk for trade receivables by geographical region is as follows:-

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
Indonesia	171	1,274
Malaysia	112,015	111,873
	<u>112,186</u>	<u>113,147</u>

(iii) Ageing analysis

The ageing analysis of the Group's trade receivables at the end of the reporting period is as follows:-

	Gross Amount RM'000	Individual Impairment RM'000	Carrying Value RM'000
The Group			
31.3.2015			
Not past due	73,993	(8)	73,985
Past due:-			
- 31 - 60 days	11,344	(9)	11,335
- 61 - 90 days	3,146	(8)	3,138
- 91 - 150 days	5,374	(72)	5,302
- more than 150 days	19,091	(665)	18,426
	<u>112,948</u>	<u>(762)</u>	<u>112,186</u>
31.3.2014			
Not past due	83,668	(13)	83,655
Past due:-			
- 31 - 60 days	3,590	(5)	3,585
- 61 - 90 days	1,835	-	1,835
- 91 - 150 days	13,261	(247)	13,014
- more than 150 days	11,677	(619)	11,058
	<u>114,031</u>	<u>(884)</u>	<u>113,147</u>



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Ageing analysis (Cont'd)

At the end of the reporting period, trade receivables that are individually impaired were those having significant balances past due more than 150 days and which are deemed to have higher credit risk. These receivables are not secured by any collateral or credit enhancement.

Trade receivables that are past due but not impaired

The Group believes that no impairment allowance is necessary in respect of these trade receivables. They are substantially government agencies with good collection track record and no recent history of default.

Trade receivables that are neither past due nor impaired

A significant portion of trade receivables that are neither past due nor impaired are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the trade receivables. Any receivables having significant balances past due or more than 150 days, which are deemed to have higher credit risk, are monitored individually.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

The following table sets out the maturity profile of the financial liabilities at the end of the reporting year based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting year):-

The Group	Weighted Average Effective Rate %	Carrying Amount RM'000	Contractual Undiscounted Cash Flows RM'000	Within 1 Year RM'000	1 - 5 Years RM'000	Over 5 Years RM'000
31.3.2015						
Hire purchase payables	4.76 – 4.99	1,109	1,291	192	575	524
Term loans	5.08 – 8.50	78,428	83,670	67,932	15,738	-
Trade payables	-	6,653	6,653	6,653	-	-
Other payables and accruals	-	20,332	20,332	20,332	-	-
Amount owing to a related party	-	1,007	1,007	1,007	-	-
Bank overdrafts	8.10	4,755	4,755	4,755	-	-
		112,284	117,708	100,871	16,313	524
31.3.2014						
Hire purchase payables	4.90 – 4.99	969	1,143	172	613	358
Term loans	5.08 – 8.50	121,068	129,364	59,600	69,764	-
Trade payables	-	4,125	4,125	4,125	-	-
Other payables and accruals	-	21,201	21,201	21,201	-	-
Amount owing to a related party	-	60	60	60	-	-
RCN	2.00	354	361	361	-	-
Bank overdrafts	8.10	5,126	5,126	5,126	-	-
		152,903	161,380	90,645	70,377	358



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)

The Company	Weighted Average Effective Rate %	Carrying Amount RM'000	Contractual Undiscounted Cash Flows RM'000	Within 1 Year RM'000	1 - 5 Years RM'000
31.3.2015					
Term loans	8.00 – 8.50	31,800	31,800	31,800	-
Other payables and accruals	-	2,008	2,008	2,008	-
		33,808	33,808	33,808	-
31.3.2014					
Term loans	8.00 – 8.50	57,357	57,357	25,557	31,800
Other payables and accruals	-	1,270	1,270	1,270	-
Amount owing to subsidiaries	-	480	480	480	-
RCN	2.00	354	361	361	-
		59,461	59,468	27,668	31,800



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.2 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximise shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio. The net debt components comprise total borrowings from financial institutions less cash and cash equivalents.

The debt-to-equity ratio of the Group at the end of the reporting period is as follows:-

	The Group	
	31.3.2015	31.3.2014
	RM'000	RM'000
Hire purchase payables	1,109	969
Term loans	78,428	121,068
RCN	-	35
Bank overdrafts	4,755	5,126
	84,292	127,517
Less: Fixed deposits with licensed banks	(64,798)	(63,132)
Less: Cash and bank balances	(16,151)	(11,506)
Net debt	3,343	52,879
Total equity	214,197	151,150
Debt-to-equity ratio (times)	0.02	0.35

Under the requirement of Bursa Malaysia Practice Note No. 17/2005, the Company is required to maintain a consolidated shareholders' equity (total equity attributable to owners of the Company) equal to or not less than the 25% of the issued and paid-up share capital (excluding treasury shares) and such shareholders' equity is not less than RM40 million. The Company has complied with this requirement.



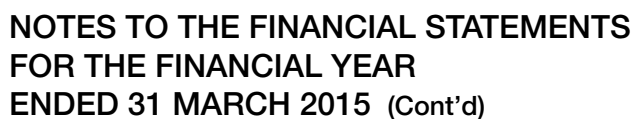


**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Financial Assets				
<u>Available-for-sale financial Assets</u>				
Other investments, at cost	100	100	-	-
<u>Loans and receivables financial assets</u>				
Amount owing by contract customers	30,720	27,088	-	-
Trade receivables	112,186	113,147	-	-
Other receivables and deposits	18,545	5,615	-	292
Amount owing by subsidiaries	-	-	28,246	24,894
Amount owing by a related party	6,671	-	-	-
Fixed deposits with licensed banks	64,798	63,132	11,858	4,760
Cash and bank balances	16,151	11,506	68	127
	249,071	220,488	40,172	30,073
Financial Liabilities				
<u>Other financial liabilities</u>				
Hire purchase payables	1,109	969	-	-
Term loans	78,428	121,068	31,800	57,357
Trade payables	6,653	4,125	-	-
Other payables and accruals	20,332	21,201	2,008	1,270
Amount owing to subsidiaries	-	-	-	480
Amount owing to a related party	1,007	60	-	-
RCN	-	354	-	354
Bank overdrafts	4,755	5,126	-	-
	112,284	152,903	33,808	59,461



45.4 FAIR VALUE INFORMATION

Other than those disclosed below, the fair values of the financial assets and financial liabilities maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments. These fair values are included in level 2 of the fair value hierarchy.

	Fair Value Of Financial Instruments Carried At Fair Value			Fair Value Of Financial Instruments Not Carried At Fair Value			Total Fair Value	Carrying Amount
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		RM'000
The Group								
31.3.2015								
Financial Assets								
Other investments:							#	100
- unquoted shares	-	-	-	-	-	-		
Trade receivables	-	19,221	-	-	-	-	19,221	20,165
Financial Liabilities								
Hire purchase payables	-	-	-	-	-	965	965	965
Term loans	-	-	-	-	-	15,412	15,412	15,412



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.4 FAIR VALUE INFORMATION (CONT'D)

	Fair Value Of Financial Instruments Carried At Fair Value			Fair Value Of Financial Instruments Not Carried At Fair Value			Total Fair Value RM'000	Carrying Amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		
The Group								
31.3.2014								
Financial Assets								
Other investments:								
- unquoted shares	-	-	-	-	-	-	#	100
Trade receivables	-	40,439	-	-	-	-	40,439	43,135
Financial Liabilities								
Hire purchase payables	-	-	-	-	841	-	841	841
Term loans	-	-	-	-	65,706	-	65,706	65,706
RCN	-	-	-	-	354	-	354	354



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

45. FINANCIAL INSTRUMENTS (CONT'D)

45.4 FAIR VALUE INFORMATION (CONT'D)

	Fair Value Of Financial Instruments Carried At Fair Value			Fair Value Of Financial Instruments Not Carried At Fair Value			Total Fair Value	Carrying Amount
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		
The Company								
31.3.2014								
Financial Liabilities								
Term loans	-	-	-	-	31,800	-	31,800	31,800
RCN	-	-	-	-	354	-	354	354

The fair value cannot be reliably measured using valuation techniques due to lack of marketability of the unquoted shares.

There were no transfer between level 1 and level 2 during the financial period.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (a) On 20 May 2014, Time Engineering Berhad, a subsidiary of the Group, had received the Certificate of Incorporation on Change of Name of Company (Form 13) issued by the Companies Commission of Malaysia. Pursuant to that and in accordance with Section 23(2) of the Companies Act 1965, the name of the Company has been changed from TIME Engineering Berhad to Dagang NeXchange Berhad ("DNEX") effective of 19 May 2014.
- (b) On 18 June 2014, DNEX proposed to undertake the following proposals and their subsequent proposed revisions announced on 5 March 2015 are as follows:

	As per Initial Announcement on 18 June 2014	Proposed revisions as announced on 5 March 2015
(i) Proposed Rights Issue	Proposed renounceable rights issue of 465,146,809 new ordinary shares of RM0.20 each in DNEX ("Share(s)" or "DNEX Share(s)") ("Rights Share(s)") together with 465,146,809 new free detachable warrants ("Warrant(s)") at an issue price of RM0.21 per Rights Share on the basis of three (3) Rights Shares together with three (3) Warrants for every five (5) existing DNEX Shares held as at an entitlement date to be determined later ("Entitlement Date").	No change.
(ii) Proposed Special issue	Proposed special issue of 50,000,000 Shares together with 25,000,000 Warrants on the basis of one (1) Warrant for every two (2) special issue shares at an issue price of RM0.22 per special issue share ("Initial Proposed Special Issue").	Proposed special issue of 130,000,000 Shares together with 65,000,000 Warrants on the basis of one (1) Warrant for every two (2) special issue shares at an issue price of RM0.22 per special issue share ("Special Issue Share") ("Proposed Special Issue").
(iii) Proposed Acquisitions	Proposed acquisitions are as follows:- (a) 500,000 ordinary shares of RM1.00 each in OGPC Sdn Bhd ("OGPC") ("OGPC Share(s)") representing 100.0% of the issued and paid-up capital of OGPC for a purchase consideration of RM196,594,821 to be satisfied by partial cash consideration of RM96,844,740 and the remaining RM99,750,081 via issuance of 383,654,158 new DNEX Shares with 191,827,079 Warrants at an issue price of RM0.26 per Share on the basis of one (1) Warrant for every two (2) new DNEX Shares issued; and	Proposed acquisitions are as follows:- (a) 500,000 OGPC Shares representing 100.0% of the issued and paid-up capital of OGPC for a purchase consideration of RM164,636,700 to be satisfied by partial cash consideration of RM80,381,448 and the remaining RM84,255,252 via issuance of 351,063,550 new DNEX Shares with 175,531,775 Warrants at an issue price of RM0.24 per Share on the basis of one (1) Warrant for every two (2) new DNEX Shares issued ("Proposed OGPC Acquisition"); and



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

	As per Initial Announcement on 18 June 2014	Proposed revisions as announced on 5 March 2015
(iii) Proposed Acquisitions	Proposed acquisitions are as follows:- (b) 520,000 ordinary shares of RM1.00 each in OGPC O&G Sdn Bhd ("OGPCOG") ("OGPCOG Share(s)") representing 52.0% of the issued and paid-up capital of OGPCOG, a 48.0% equity interest owned associated company of OGPC, for a purchase consideration of RM6,405,179 to be satisfied by partial cash consideration of RM3,155,260 and the remaining RM3,249,919 via issuance of 12,499,688 new DNeX Shares with 6,249,844 Warrants at an issue price of RM0.26 per Share on the basis of one (1) Warrant for every two (2) new DNeX Shares issued.	Proposed acquisitions are as follows:- (b) 520,000 OGPCOG Shares representing 52.0% of the issued and paid-up capital of OGPCOG, a 48.0% equity interest owned associated company of OGPC, for a purchase consideration of RM5,363,300 ("OGPCOG Purchase Consideration") to be satisfied by partial cash consideration of RM2,618,552 and the remaining RM2,744,748 via issuance of 11,436,450 new DNeX Shares with 5,718,225 Warrants at an issue price of RM0.24 per Share on the basis of one (1) Warrant for every two (2) new DNeX Shares issued ("Proposed OGPCOG Acquisition").
(iv) Proposed Acquisitions	Proposed acquisitions are as follows:- The total purchase consideration for OGPC Group (as defined below) is RM203,000,000 which shall be satisfied by partial cash consideration of RM100,000,000 and the remaining RM103,000,000 via issuance of 396,153,846 new DNeX Shares with 198,076,923 Warrants at an issue price of RM0.26 per DNeX Share on the basis of one (1) Warrant for every two (2) Consideration Shares issued ("Initial Proposed Acquisitions").	Proposed acquisitions are as follows:- The total purchase consideration for OGPC Group (as defined below) is RM170,000,000 ("OGPC Group Purchase Consideration") which shall be satisfied by partial cash consideration of RM83,000,000 ("Cash Consideration") and the remaining RM87,000,000 via issuance of 362,500,000 new DNeX Shares with 181,250,000 Warrants at an issue price of RM0.24 per DNeX Share ("Consideration Share(s)") on the basis of one (1) Warrant for every two (2) Consideration Shares issued ("Proposed Acquisitions").
(v) Proposed ESOS	Proposed establishment of an Employee's Share Option Scheme ("ESOS") of up to five percent (5%) of the issued and paid-up share capital of DNeX.	No change.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

- (c) As of 30 June 2014, the Company issued RM6,700,000 worth of RCN which were subsequently converted into 16,002,917 new ordinary shares of RM0.10 each. The new ordinary shares ranked pari passu in all respects with the existing issued ordinary shares of the Company.
- (d) On 3 July 2014, the Company proposed to undertake an issuance of 165,477,233 free warrants on the basis of one (1) new warrant for every four (4) existing ordinary shares of RM0.10 each in the Company held by the entitled shareholders of the Company on an entitlement date to be determined later ("Proposed Free Warrants Issue").
- (e) On 11 July 2014, the Company disposed of 25,000,000 ordinary shares of RM0.20 each at a selling price of RM0.26 per DNEX share representing 3.22% of the total issued and paid-up share capital of DNEX, for a total consideration of RM6,500,000 and 20,000,000 ordinary shares of RM0.20 each at a selling price of RM0.30 per DNEX shares representing 2.58% of the total issued and paid-up share capital of DNEX, for a total consideration of RM6,000,000 respectively. The proceeds were used to partly retire the bank loans.
- (f) On 4 August 2014, Datuk Samsul Bin Husin was re-designated from Group Managing Director to Non-Independent Non-Executive Director and Ameer Bin Shaik Mydin appointed as Group Managing Director.
- (g) On 7 August 2014, the Notice of the Sixth Annual General Meeting was announced to the shareholders.
- (h) On 15 August 2014, the Company received the approval from Bursa Malaysia Securities Berhad via a letter dated 14 August 2014 for the following corporate proposals:
 - (i) Admission to the Official List and the listing and quotation of up to 165,477,233 Warrants-B to be issued pursuant to the Proposed Free Warrants Issue; and
 - (ii) Listing and quotation of up to 165,477,233 new Censoft Shares to be issued pursuant to the exercise of Warrants-B issued under the Proposed Free Warrants Issue.

The approval granted by Bursa Securities for the Proposed Free Warrants Issue is subject to the following conditions:-

- (i) Censoft and AmlInvestment Bank must fully comply with the relevant provisions under the Main Market Listing Requirements pertaining to the implementation of the Proposed Free Warrants Issue;
- (ii) Censoft and AmlInvestment Bank are to inform Bursa Securities upon the completion of the Proposed Free Warrants Issue;
- (iii) Censoft is to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Free Warrants Issue is completed; and
- (iv) Censoft is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants-B, as at the end of each quarter together with a detailed computation of listing fees payable.



NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

- (i) On 29 September 2014, its subsidiary Knowledgecom Corporation Sdn Bhd ("KCSB") had acquired Fourteen Thousand (14,000) ordinary shares of RM1.00 each ("Shares") representing 100% equity interest in Global Strategic Partners ("GSPSB") for a nominal value of RM2.00 only ("the Acquisition"). Following the Acquisition, GSPSB shall become a wholly-owned subsidiary of KCSB.

- (j) On 7 October 2014, Century Software (M) Sdn Bhd a subsidiary entered in to a Joint-Venture Agreement with Asian Business Solutions Sdn Bhd for the purposes of promoting and marketing of GST ready software using Censof ABSS Sdn Bhd (formerly known as Centennial Profile Sdn Bhd).

The issued and paid-up share capital and shareholding structure for Censof ABSS Sdn Bhd is as follows:

- (k) On 14 October 2014 pursuant to the announcement made on 3 July 2014, 111,412,717 Warrants-B of the Company was admitted to the Official List of the Main Market of Bursa Securities effective from 9.00 a.m., Wednesday, 15 October 2014. Accordingly, the free warrants exercise was completed on 15 October 2014.
- (l) As of 20 October 2014, the Company issued a total of RM21,700,000 worth of RCN which were subsequently converted into 52,057,806 new ordinary shares of RM0.10 each and this completes the 1st tranche of the RCN. The new ordinary shares ranked pari passu in all respects with the existing issued ordinary shares of the Company
- (m) On 12 November 2014, the Company proposed to undertake a private placement of new ordinary shares of RM0.10 each in Company of up to ten percent (10%) of the issued and paid-up share capital of Company to third party investor(s) to be identified and at an issue price to be determined later and in accordance with Section 132D of the Companies Act, 1965.
- (n) On 15 December 2014, Bursa Malaysia Securities Berhad had vide its letter dated 12 December 2014, approved the listing and quotation of up to 62,843,334 new ordinary shares of RM0.10 each in Censof representing up to ten percent (10%) of the existing issued and paid-up share capital of Censof (excluding treasury shares), to be issued pursuant to the Proposed Private Placement subject to the following conditions:-
- (i) Censof and AmInvestment Bank must fully comply with the relevant provisions under the Main Market Listing Requirements ("MMLR") pertaining to the implementation of the Proposed Private Placement;
 - (ii) Censof and AmInvestment Bank to inform Bursa Securities upon the completion of the Proposed Private Placement;
 - (iii) Censof to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement is completed;

In the event the new ordinary shares to be issued pursuant to the Proposed Private Placement will be listed and quoted as the existing securities of the same class, quotation of the new ordinary shares will commence on the next market day after the following:





NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (Cont'd)

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

- (i) Submission of the share certificate together with a covering letter containing the summary of the proposed Private Placement to Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") before 10.00 a.m. on the market day prior to the listing date;
- (ii) Receipt of confirmation from Bursa Depository that the additional new shares are ready for crediting into the securities accounts of the respective account holders; and
- (iii) An announcement in accordance to Paragraph 13.2 of Practice Note 28 is submitted via Bursa Link before 3.00 p.m. on the market day prior to the listing date.

Censof is required to ensure full compliance of all the requirements as provided under the MMLR at all times.

- (o) On 26 January 2015, subsequent to the approval obtained from Bursa Securities for the Company's Private Placement exercise, the Company fixed the issue price at RM0.415 per Placement Share for the first tranche which comprise 20,000,000 new ordinary shares and was subsequently listed on the Main Board of Bursa Securities on 6 February 2015.
- (p) On 4 March 2015, the Company has fixed an issue price of RM0.4150 per Placement Share for the second tranche of the private placement, comprising 5,000,000 Placement Shares and was subsequently listed on the Main Board of Bursa Securities on 13 March 2015.

47. SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING YEAR

- (a) On 13 April 2015, Dagang Net Technologies Sdn. Bhd ("Dagang Net"), a 71.25% owned subsidiary of the Company incorporated a subsidiary known as DNeX RFID Sdn. Bhd. ("DNeX RFID"). The authorised share capital of DNeX RFID is RM400,000 comprising 400,000 ordinary shares of RM1.00 each and its paid-up share capital is RM100 comprising 100 ordinary shares of RM1.00 each. Dagang Net had subscribed for 51% of the issued and paid-up share capital of DNeX RFID in cash.
- (b) On 16 April 2015, the Company fixed the issue price of RM0.40 per share for the third tranche which comprise 10,000,000 new ordinary shares which were subsequently listed on the Main Board of Bursa Securities on 27 April 2015.
- (c) On 27 May 2015, the Company made an application for an extension of time to implement the Proposed Private Placement to Bursa Malaysia Securities Berhad and subsequently the application was approved on 11 June 2015 for an extension of time of six (6) months from 12 June 2015 until 11 December 2015 to complete the implementation of the Proposed Private Placement.

48. COMPARATIVE FIGURES

The financial year end of the Company and all its subsidiaries was changed from 31 December to 31 March in the previous financial period. Accordingly, the financial statements of the Group and of the Company for the previous financial period ended 31 March 2014 cover a 15-month period as compared to the 12-month period ended 31 March 2015.



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015 (Cont'd)**

49. SUPPLEMENTARY INFORMATION - DISCLOSURE OF REALISED AND UNREALISED PROFITS/LOSSES

The breakdown of the retained profits of the Group and of the Company at the end of the reporting period into realised and unrealised profits/(losses) are presented in accordance with the directive issued by Bursa Malaysia Securities Berhad and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants, as follows:-

	The Group		The Company	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Total retained profits/(accumulated loss) of the Company and its subsidiaries:				
- realised	(27,372)	(41,551)	(2,916)	805
- unrealised	2,769	(3,136)	-	(24)
	(24,603)	(44,687)	(2,916)	781
Add: Consolidation adjustments	76,834	83,468	-	-
At 31 March	52,231	38,781	(2,916)	781





NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of **CENSOFT HOLDINGS BERHAD** ("Censoft" or the "Company") will be held at Function Room 2 & 3, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Tuesday, 25 August 2015 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees :-
 - (a) For the financial year ended 31 March 2015. **Ordinary Resolution 1**
 - (b) For the financial year end 31 March 2016 and every year thereafter and payable quarterly in arrears. **Ordinary Resolution 2**
3. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, have offered themselves for re-election :-
 - 3.1 Encik Ameer Bin Shaik Mydin (Article 78) **Ordinary Resolution 3**
 - 3.2 Mr Boey Tak Kong (Article 78) **Ordinary Resolution 4**
 - 3.3 Mr Charles William Fox (Article 84) **Ordinary Resolution 5**
4. To re-appoint Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain retiring pursuant to Section 129(6) of the Companies Act 1965 as Director of the Company. **Ordinary Resolution 6**
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions:

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Ordinary Resolution 8**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company thereat AND THAT the Directors be and are also hereby authorised to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given

By order of the Board

LIM SECK WAH (MAICSA NO. 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)
Company Secretaries

Kuala Lumpur
Dated this: 3 August 2015



NOTICE OF SEVENTH ANNUAL GENERAL MEETING

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 19 August 2015. Only a depositor whose name appears on the Record of Depositors as at 19 August 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
3. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
5. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
6. The Form of Proxy must be deposited at the share registrar of the Company at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan Pju 1a/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Businesses:

1. Ordinary Resolution 8

The proposed Resolution 8 is a renewal of mandate given by the shareholders at the previous Annual General Meeting held on 29 August 2014, primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

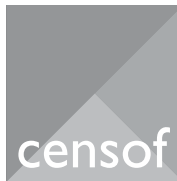
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being thereat. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, 35,000,000 new ordinary shares of RM0.10 each in the Company were issued by way of private placement to identified investors pursuant to Section 132D of the Companies Act 1965 which is equivalent to 7.75% of the Company's paid-up capital thereat. Total proceeds raised from the private placement exercise was RM14,375,000.

The details of utilization of the proceeds from the private placement exercise are disclosed on page 43 of this Annual Report.





No. of ordinary shares held

PROXY FORM

(Before completing this form please refer to the notes below)

I/WeI/C No./Co. No./CDS A/C No.
 (Full name in Capital Letters)

of
 (Full address)

being a member/members of **CENSO HOLDINGS BERHAD**, hereby appoint the following person(s):-

Name of proxy, NRIC No. & Address	No. of shares to be represented
1.	
2.	

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Seventh Annual General Meeting of the Company to be held at Function Room 2 & 3, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Tuesday, 25 August 2015 at 10.00 a.m. and at any adjournment thereof. My/our proxy/proxies is/are to vote as indicated below :-

ORDINARY RESOLUTIONS		FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
1.	To approve the payment of Directors' fees for the financial year ended 31 March 2015.				
2.	To approve the payment of Directors' Fees for the financial year end 31 March 2016 and every year thereafter and payable quarterly in arrears.				
3.	To re-elect Encik Ameer Bin Shaik Mydin who retires pursuant to Article 78.				
4.	To re-elect Mr Boey Tak Kong who retires pursuant to Article 78.				
5.	To re-elect Mr Charles William Fox who retires pursuant to Article 84.				
6.	To re-appoint Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain retiring pursuant to Section 129(6) of the Companies Act, 1965.				
7.	To re-appoint Messrs Crowe Horwath as Auditors and to authorise the Directors to fix their remuneration.				
8.	Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.				

(Please indicate with a "√" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.). The first named proxy shall be entitled to vote on a show of hands on my/our behalf.

Signature/Common Seal

Signed thisday of2015

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AFFIX STAMP

THE SHARE REGISTRAR
CENSOF HOLDINGS BERHAD (828269 A)
Level 6, Symphony House
Block D13, Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

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Censof Holdings Berhad

(Co. No. : 828269-A)

A-8, Block A, Level 8, Sunway PJ51A,
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Century Software (Malaysia) Sdn Bhd

(Co. No. : 445590-U)

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T-Melmax Sdn Bhd

(Co. No. : 593550-D)

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Dagang NeXchange Berhad

(Co. No. : 100399-P)

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Knowledgecom Corporation Sdn Bhd

(Co. No. : 457209-A)

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