TECHNODEX
(627634-A)

Evolving
and
Transforming...

ANNUAL REPORT

2015

TechnoDex Berhad

CONTENTS

CORPORATE PROFILE

TechnoDex Berhad ("TDEX" or "the Company"), a MSC-Status company, is a leading eBusiness Enabler through providing Open Source technology, and transforming into eBusiness Service Provider in the region. The Company was established in 2001, and in 2006 was listed on ACE market in the Kuala Lumpur Stock Exchange (KLSE) Malaysia (ACE: TDEX 0132).

Traditional business models have changed over time, and they require injection of new technological capabilities into innovative business delivery. With the ICT foundation of the Company and its subsidiaries ("the Group"), the Group is determined to incubate and transform bricks-and-mortar businesses into eBusiness in order to create synergistic values and profits.

The Group is led by a group of professionals and businessmen from cross industries, and instilling vest knowledge and values to evolve and transform the Group into eBusiness Service Provider. The Group's business expanded from traditional ICT solutions and services to recruitment & outsourcing services, eCommerce, and content businesses across government and private sector to consumer marketspace.

OUR VALUES

For Our Clients:

Our mission is to create superior value through our eBusiness solutions and services. We strive to excel excellence over and beyond the normal standards in whatever we do. We constantly challenge ourselves if the solution and/or services can be taken to the next level. By doing so, we bring synergistic values and profits to both the Clients and the Group.

For Shareholders and Employees:

We believe the people makes up the key element of a successful corporation. We believe true relationship is nurtured through sharing and growing together. Our mission is to become established among the Malaysian business community for our innovative eBusiness services and our rich knowledge to match the business. Through our innovation, we will create values and growth for our shareholders and employees.

OUR BUSINESSES

The Group offers vest selection of value-added services through technological capabilities. Amongst them are: -

- *ICT Professional Services* that comprises of Application Development Service, Application Support and Maintenance Service, and vertical solutions and consultation.
- *ICT Recruitment and Outsourcing Services* that focuses on sourcing, selecting, and outsourcing to fill for human resource needs.
- *Property Data Sales & Consulting Services* that aspires to provide value-added services and property information to the financial, real estate, and consumer industry.
- *Online Hotel Reservation Services* providing online hotel platforms worldwide, listing hundreds of thousands of hotels and providing services in the Region. Employing world-class technology to offer instant confirmation for the listed hotels with 24/7 customer supports.
- *Budget International Roaming Services* provides innovative and budget services to the business and leisure travelers in the region.
- *Online Payment Gateway Services*, empowered by Malaysia's Payment System Act and also PCI Data Security Standard (DSS), offers Online Payment Services to regional eCommerce retailer and merchants.

CORPORATE STRUCTURE AS AT 24 AUGUST 2015

Technodex Berhad (MSC)

- **100% — TechnoDex Solutions Sdn Bhd**
  (Incorporated in Malaysia)
  - Develop Business Software
  - Application Development Service
  - Application Support and Maintenance Services
  - Strategic Outsourcing
- **100% — EvoDex Solutions Sdn Bhd**
  (Incorporated in Malaysia)
  - HR Management Solutions
  - Consulting and Services
- **100% — TDex Global Limited**
  (Incorporated in Hong Kong)
  - Dormant
  - **100% — Suzhou TechnoDex Co. Ltd**
    (Incorporated in China)
    - Dormant
- **55% — Idealseed Resources Sdn Bhd**
  (Incorporated in Malaysia)
  - IT Recruitment Services
  - IT Outsourcing Services
  - **51% — Idealseed Talent Tactic Sdn Bhd**
    (Incorporated in Malaysia)
    - Payroll Outsourcing Services
    - **51% — Idealseed Creation Sdn Bhd**
      (Incorporated in Malaysia)
      - Dormant
  - **51% — Idealseed Arrow Head Sdn Bhd**
    (Incorporated in Malaysia)
    - Headhunting Services
- **50% — Myproperty Data Sdn Bhd**
  (Incorporated in Malaysia)
  - Dormant
- **50% — SurfsTek Resources (R&D) Sdn Bhd**
  (Incorporated in Malaysia)
  - Dormant

CORPORATE INFORMATION

BOARD OF DIRECTORS

KERK HAN MENG
Executive Chairman

TAN SZE CHONG
Group Managing Director

STEVEN WONG CHIN FUNG
Senior Independent Non-Executive Director

TAN TIAN WOOI
Independent Non-Executive Director

KOO TECK SEONG
Independent Non-Executive Director

TAN BOON WOOI
Non-Independent & Non-Executive Director

AUDIT COMMITTEE

TAN TIAN WOOI, Chairman

KOO TECK SEONG, Member

STEVEN WONG CHIN FUNG, Member

NOMINATION COMMITTEE

STEVEN WONG CHIN FUNG, Chairman

TAN TIAN WOOI, Member

KOO TECK SEONG, Member

REMUNERATION COMMITTEE

KOO TECK SEONG, Chairman

KERK HAN MENG, Member

TAN TIAN WOOI, Member

STOCK EXCHANGE LISTING

ACE Market of Bursa Malaysia Securities Berhad
Stock Name : TDEX
Stock Code : 0132

REGISTERED OFFICE

Third Floor, No. 79 (Room A),
Jalan SS21/60, Damansara Utama,
47400 Petaling Jaya,
Selangor Darul Ehsan.
Tel : 603-7725 1777/2777
Fax : 603-7722 3668

HEAD OFFICE

Level 6, Block B-6-6,
Pusat Komersial Southgate,
No. 2, Jalan Dua, Off Jalan Chan Sow Lin,
55200 Kuala Lumpur.
Tel : 603-9223 6699
Fax : 603-9223 6688
E-mail : info@technodex.com
Website : www.technodex.com

AUDITORS

CHI-LLTC (AF1114)
Chartered Accountants

SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House,
Pusat Dagangan Dana 1,
Jalan PJU 1A/46,
47301 Petaling Jaya,
Selangor Darul Ehsan.
Tel : 603-7841 8000
Fax : 603-7841 8008

COMPANY SECRETARIES

TEA SOR HUA (MACS 01324)

YONG YEN LING (MAICSA 7044771)

PRINCIPAL BANKERS

CIMB Islamic Bank Berhad

Hong Leong Bank Berhad

CHAIRMAN'S STATEMENT

DEAR VALUED SHAREHOLDERS,

On behalf of the Board of Directors ("Board") of Technodex Berhad ("TDEX" or "the Company"), I am pleased to present you the 2015 Annual Report incorporating the consolidated Audited Financial Statements of the Company and its subsidiaries ("the Group") for the financial year ended 30 April 2015 ("FYE 2015").

PERFORMANCE REVIEW

During the FYE 2015, the Group recorded a turnover of RM 20.164 million, representing an increase of approximately 59.58% from the previous financial year ended 30 April 2014 ("FYE 2014"). Correspondingly, the Group registered a net profit after tax of RM 328,000 as compared to a net loss after tax of RM 437,000 in the previous financial year.

The increase in the Group's revenue for the FYE 2015 was attributable to both Information and Communications Technology ("ICT") contracts awarded amounting to approximately RM 12.0 million and the acquisition of a recruitment company during the FYE 2015 which contributed a revenue of approximately RM 8.0 million within a timespan of six (6) months. It is worth mentioning that the revenue of the Group has increased for more than 50% consecutively in the previous two (2) financial years.

As a continuous effort, the Management aims to maintain the trade receivable within a reasonable ratio to its turnover. The total trade receivable for FYE 2015 has been maintained at RM 4.2 million despite the increase in revenue from RM12.636 million to RM 20.164 million this financial year.

Effectively, the Group's total liabilities have been reduced significantly from RM 7.16 million in FYE 2014 to RM 3.048 million in FYE 2015, which represents a reduction of 49%.

OPERATIONAL REVIEW

Despite the challenging current economy condition, we have succeeded in achieving positive performance driven primarily by the growth of our existing clients coupled with new business development.

FUTURE OUTLOOK

The Malaysian economic is facing many challenges currently, and the outlook is unclear at the present moment. Further, as the country's largest ICT spender, the Malaysian Government has reduced 20% of its expenditure budget across the board on ICT, and ICT spending from private sectors has seemingly decreased due to the implementation of goods and services tax ("GST") in the country and the weakening currency.

Nevertheless, during the Tenth Malaysia Plan (Tenth Plan), 2011-2015, several ICT initiatives continues to be implemented to transform the nation into an innovative digital economy. The national digital transformation agenda was primarily driven by the Strategic ICT Roadmap and the Digital Malaysia initiative. Efforts were also undertaken to make the nation a producer of niche ICT products and services. The Eleventh Malaysia Plan (Eleventh Plan), 2016-2020 emphasizes on driving ICT in the knowledge economy through innovation and productivity to enhance competitiveness and wealth creation. Within the ICT industry, focus will be given to the development of the digital content under the content and media subsector, as well as software solutions and services. This is especially so as they are potential areas for wealth creation and involves the participation of local companies. The Malaysian Government is still emphasizing in pushing ICT as the driver for growth for the nation economy.

In view of the uncertainties and challenges ahead, the Group will focus on the development and future growth of its existing businesses both locally and globally. The Group is positioned to weather these uncertainties by focusing in growth strategy which focuses on a prudent and cohesive expansion in activities closely correlated with the Group's core competencies. The Group will continue maintain existing revenue and customer bases, and develop other revenue streams, which I will be sharing in "*Corporate Developments*."

Moving forward, the Group's prospects for the financial year ending 30 April 2016 will remain moderately positive.

CORPORATE DEVELOPMENTS

In November 2014, the Group has successfully acquired IdealSeeds Resources Sdn Bhd ("IDS"), a recruitment and outsourcing service provider. In a mere six (6) months of being part of the Group, IDS has managed to record more than RM 8.0 million in revenue and a net profit after tax of RM 0.938 million.

With the addition of IDS to the Group, it gave the Board and Management confidence and assurance that the corporate growth strategy is effective, and it is creating greater value to the Group.

In February 2015, a total of 34,078,500 new ordinary shares of RM0.10 each had been issued pursuant to the private placement exercise, raising a total gross proceeds of RM4.77 million. The private placement will enable the Group to raise proceeds for its business expansion plan.

Riding on the growth principle, the Group has also on 3 June 2015 pursued two (2) joint ventures with the objectives of diversifying into other segments of the ICT industries.

Firstly, the Group had entered into a joint venture with Epilog Tenggara Sdn Bhd ("Epilog") to form MyProperty Data Sdn Bhd ("MyProperty") which will be focusing in providing property related data and consulting services. YBhg. Datuk Abd Hamid Abu Bakar, the former Director General of Jabatan Pernilaian dan Perkhitmatan Harta ("JPPH"), will be spearheading MyProperty and it is the Group's hope that this joint venture will be a success in providing value-added services and information to the property industry.

Coupled with the Group's involvement in building and maintaining the Property Information System Malaysia (PRISM) for JPPH, and the expertise from its associates, Dun & Bradstreet and Credit Bureau Malaysia, which are companies specializing in financial information sales and consultations, it is my greatest hope and ambition that this will give MyProperty strength in penetrating into the content business.

Secondly, the Group went into a joint venture with SurfsTek Resources (M) Sdn Bhd in the formation of SurfsTek Resources (R&D) Sdn Bhd ("STR&D"). STR&D offers the Group an opportunity to venture into consumers' market. STR&D will be offering amongst others Online Hotel Reservation Services for Malaysia and globally, Free International Roaming Services for business and leisure travelers and e-commerce Payment Gateway

Bringing together the strength of its subsidiaries and its joint ventures, the Group is confident and positive that the Group revenue's mix will be improved further besides offering a balanced income portfolio to the Group.

ACKNOWLEDGEMENT AND APPRECIATION

On behalf of the Board, I wish to express my gratitude to the management and employees of our Group for their dedication, commitment and contributions during the financial year under review. The Board recognizes that the team of dedicated and committed employees is the nucleus of our success and we will continue to invest in their training and development besides creating a conducive working environment for them.

I also wish to express my deepest appreciation to our shareholders, customers, business associates and relevant authorities for their continuous support and co-operation.

Last but not least, to my fellow colleagues on the Board, I wish to thank you for your continuous guidance and support and I look forward to your continued active participation in our future Board meetings.

KERK HAN MENG
Executive Chairman

PROFILE OF DIRECTORS

KERK HAN MENG

Malaysian, Aged 42
Executive Chairman

Mr. Kerk Han Meng was appointed to the Board on 12 January 2009 as an Independent Non-Executive Director. On 11 May 2011, he was re-designated as the Executive Chairman of the Company. He is a member of the Remuneration Committee of the Company. He is also a substantial shareholder of the Company.

He graduated from the University of Southern Queensland, Australia with a Bachelor of Business in Marketing in 1994. Upon graduation, he joined the largest polymer and textile manufacturer in South East Asia and assumed a leading role in the international sales division. Based in Europe for more than 10 years, he was responsible for the vast expansion of the business in United Kingdom, Spain, Netherlands, Italy and other areas in the region before his return to Malaysia.

Mr. Kerk has extensive corporate, management, business development, marketing and international trading knowledge. He is also a director of several private limited companies involved in various industries such as polymers, petrochemicals, textile, property development and related activities.

TAN SZE CHONG

Malaysian, Aged 46
Group Managing Director

Mr. Tan Sze Chong was appointed to the Board on 22 December 2011 as a Non-Independent Non-Executive Director of the Company. On 20 September 2013, he was re-designated as the Group Managing Director of the Company. He is also a substantial shareholder of the Company.

Mr. Tan graduated from University of North Florida with a Master of Business Administration in 1992, Mr. Tan joined New Straits Times Technology as a Research Analyst before he furthered his career at Taylor Nelson Sofres as Research Manager in 1994, a world leading market research and market information group.

Since 1997, Mr. Tan was appointed as Managing Director of Dun & Bradstreet and subsequently led the success of Dun & Bradstreet Malaysia, a world renown credit rating agency. In 2011, Mr. Tan was invited to spearhead Credit Bureau Malaysia, the country's first commercial credit bureau as its Chief Executive Officer. He has more than 20 years of experience in credit information management and bureau operations.

STEVEN WONG CHIN FUNG

Malaysian, Aged 48
Senior Independent Non-Executive Director

Mr. Steven Wong Chin Fung was appointed to the Board on 11 May 2011 as an Independent Non-Executive Director of the Company. On 24 June 2013, he was re-designated as the Senior Independent Non-Executive Director of the Company. Mr Steven Wong is the Chairman of Nomination Committee and a member of the Audit Committee of the Company.

He graduated from University of Melbourne, Australia with a Bachelor of Law degree in 1990. Upon graduation, he did his pupillage in an established law firm and was admitted to the Malaysian Bar in February 1991 and has been in private legal practice since then. He has more than 20 years of experience in commercial and civil litigation.

TAN TIAN WOOI

Malaysian, Aged 45

Independent Non-Executive Director

Mr. Tan Tian Wooi was appointed to the Board on 4 August 2011 as an Independent Non-Executive Director of the Company. He is the Chairman of the Audit Committee and a member of both Nomination and Remuneration Committees of the Company.

He is a member of the Malaysian Institute of Certified Public Accountants (MICPA) and Malaysian Institute of Accountants (MIA). Currently, he is the Executive Director of Messrs UHY and previously worked with other international accounting firms in Malaysia. He has 16 years of experience in audit and business advisory.

KOO TECK SEONG

Malaysian, Aged 42

Independent Non-Executive Director

Mr. Koo Teck Seong was appointed to the Board since 11 May 2011 as an Independent Non-Executive Director. He is the Chairman of the Remuneration Committee and a member of both the Audit and Nomination Committees of the Company.

He graduated from the Wichita State University, Kansas, United States of America (USA) with First Honor Degree in Industrial Engineering in 1996. He then joined his family business, Ah Luck Tiling Sdn Bhd, which has business activities involved in various areas such as tiling and property construction, and has since been serving in various capacities. He is also a director of several private limited companies involving in amongst others, media and information technology, aquaculture, construction and financial consultancy, management and project management.

TAN BOON WOOI

Malaysian, Aged 42

Non-Independent & Non-Executive Director

Mr. Tan Boon Wooi was appointed to the Board on 8 January 2014 as a Non-Independent & Non-Executive Director of the Company. He is a substantial shareholder of the Company.

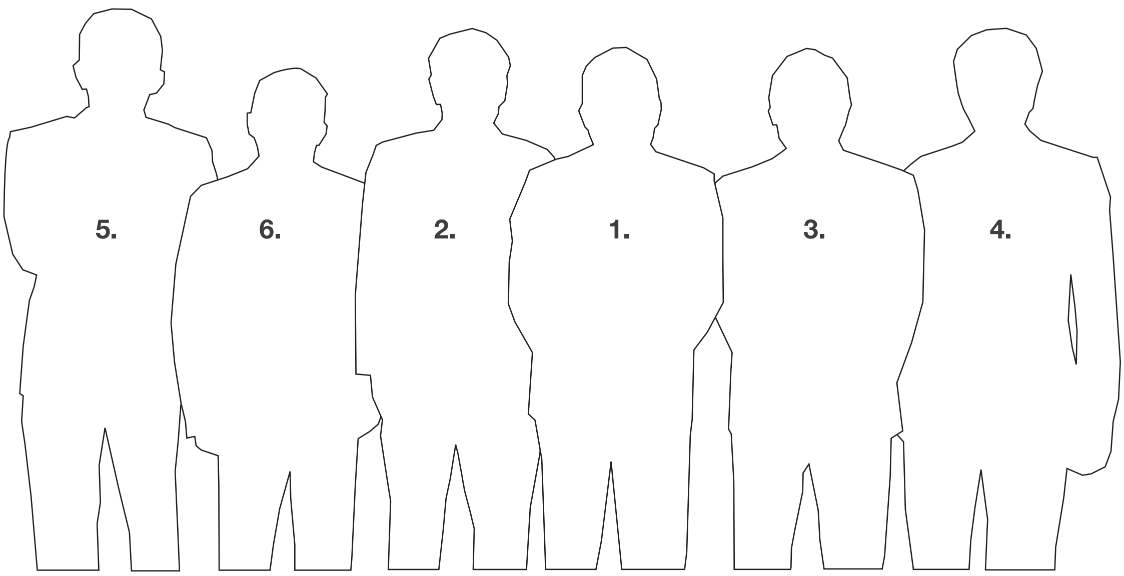
He graduated from the University of Southern Queensland, Australia with a Bachelor of Business in Accounting in 1994. Upon graduation, he started his career with international accounting firms in Malaysia and Singapore. He is currently a member of the Malaysian Institute of Accountants (MIA) and director of several private limited companies involved in various industries such as logistics, property development, business advisory and related activities.

Notes :

1. *None of the Directors have family relationships with any Directors and/or major shareholders of the Company.*
2. *None of the Directors have any personal interest in any business arrangement involving our group except as disclosed in **Note 30 of the Financial Statements on page 73 of this Annual Report.***
3. *None of the Directors have been convicted of any offences other than traffic offences in the past ten (10) years.*

THE BOARD OF DIRECTORS

1. KERK HAN MENG
2. TAN SZE CHONG
3. STEVEN WONG CHIN FUNG
4. TAN TIAN WOOI
5. KOO TECK SEONG
6. TAN BOON WOOI



CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

The Board of Directors ("Board") of Technodex Berhad ("the Company") is committed towards ensuring good corporate governance practices are implemented and maintained throughout the Company and its subsidiaries ("the Group") as a fundamental part of discharging its duties to enhance shareholders' values consistent with the principles and best practices set out in the Malaysian Code on Corporate Governance 2012 ("the Code").

The Board is pleased to set out below the Corporate Governance Statement which describes the manner in which the Group has applied the Principles of the Code and its corresponding recommendations during the financial year ended 30 April 2015.

A. THE BOARD

i. Composition and Balance

The Board currently has six (6) members, comprising two (2) Executive Directors, one (1) Non-Independent Non-Executive Director and three (3) Independent Non-Executive Directors. This composition ensures that at least one-third (1/3) of the Board comprises of Independent Directors in compliance with Rule 15.02 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Board is aware that it is not in compliance with the best practices of the Code as the Chairman of the Board is an executive member and being a Non-Independent Director. However, the Board is satisfied that the presence of the three (3) Independent Directors, though not forming a majority of the Board members, is sufficient to provide the necessary checks and balances on the decision making process of the Board. This is evidenced by their participation as members of the various committees of the Board.

There is a clear separation of functions between the Board and Management. The Board has full control of the Group and oversees its business affairs and the management is responsible for implementing the Board's corporate objective, policies and procedures on risk and internal control.

The presence of one (1) Senior Independent Non-Executive Director and two (2) Independent Non-Executive Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.

The role of the Executive Chairman and the Group Managing Director ("Group MD") are distinct and separate to ensure there is balance of power and authority. The Executive Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board while the Group MD has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The Group MD is accountable to the Board for the overall organisation, management, and staffing of the Company and/or Group and for the procedures in financial and other matters, including conduct and discipline.

The Board does not have any gender diversity policies and targets and no measures have been taken to meet the targets as both genders are given fair and equal treatment. The Board believes that candidature to the Board should be based on a candidate's merits, capability, experience, skill-sets and integrity but in line with the Code, the Board will consider more females onto the Board in due course to bring about a more diverse perspective.

In line with the Code and in view of the gained attention of boardroom diversity as an important element of a well functioned organisation, the Board shall also accord due consideration to inculcate diversity policy in the boardroom and workplace which encapsulates not only to gender, but also age and ethnicity.

ii. Board Responsibilities

The Board collectively leads and is responsible for the performance and affairs of the Group, including practicing a high level of good governance. All Board members are expected to show good stewardship and act in a professional manner as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

The Board has the responsibility in leading and directing the Group towards realising long term objectives and shareholders' value. The Board retains full and effective control of the Group's strategic plans, implementing an appropriate system of risk management and ensuring the adequacy and integrity of the Group's system of internal control.

Broadly, the Board assumes the following principal responsibilities in discharging its fiduciary and leadership functions:

- Reviewing and adopting a strategic plan for the Group, including addressing the Group's business strategies on promoting sustainability;
- Overseeing the conduct of the Group's business, and evaluating whether or not its businesses are being properly managed;
- Identifying principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;
- Ensuring that all candidates appointed to the Board are of sufficient calibre, including having in place a process to provide for the orderly succession of the members of the Board;
- Overseeing the development and implementation of an investor relations programme and stakeholder communications policy; and
- Reviewing the adequacy and integrity of the Group's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

The Board has also delegated certain responsibilities to the following Committees to assist in the execution of its responsibilities:

a. Audit Committee
b. Nomination Committee
c. Remuneration Committee

The role of the Board Committees is to advise and make recommendations to the Board. However, the ultimate responsibility for the final decision on all matters lies with the Board. The Chairman of various committees provide a verbal report on the outcome of their committee meetings to the Board, and any further deliberation is made at the Board level, if required.

Each Committee operates in accordance with their respective terms of reference approved by the Board. The Board appoints the members and Chairman of each Committee.

iii. Board Charter

A Board Charter was formalised on 30 May 2013. The Board Charter is intended to identify the role, structure and processes related to key governance activities of the Board. It also serves as a reference point for Board activities. It is designed to provide guidance and clarity for Directors and Management with regard to the roles of the Board and its Committees, the role of the Group MD, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices.

A copy of the Board Charter is published in the corporate website of the Company at www.technodex.com.

The Board has also adopted a whistle blowing policy to provide avenue for all employees of the Group and members of the public to raise concerns and disclose any improper conduct within the Group and to take appropriate actions to resolve them effectively. The Board has also adopted a Code of Ethics and Conduct which is incorporated in the Board Charter of the Company.

iv. Board Meetings and Supply of Information

The Board schedules at least four (4) meetings in a year with additional meetings to be convened where necessary. During the financial year ended 30 April 2015, the Board met five (5) times where they deliberated and approved various reports and issues, including the quarterly financial results of the Group for the announcement to Bursa Securities as well as discussed on the business plans and strategies, major investments, strategic decisions as well as the Group's financial performance.

Details of the Directors' attendance at Board meetings during the financial year ended 30 April 2015 are set out as follows:

Name of Directors	Attendance
KERK HAN MENG (Chairman)	5 of 5
TAN SZE CHONG	5 of 5
STEVEN WONG CHIN FUNG	4 of 5
TAN TIAN WOOI	5 of 5
KOO TECK SEONG	5 of 5
TAN BOON WOOI	5 of 5

The Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities. This is evidenced by the attendance record of the Directors as set out herein above.

The Directors receive notices of meetings, typically at least three (3) working days prior to the date of the meeting, setting out the agenda for the meetings, complete with a full set of Board Papers. The Board Papers provide sufficient details of matters to be deliberated during the meeting and the information provided therein is not confined to financial data but includes also non-financial information, both quantitative and qualitative, which is deemed critical for the Directors' knowledge and information in arriving at a sound and informed decision.

Where necessary, senior management and/or external professionals may be invited to attend these meetings to clarify and/or explain matters being tabled.

In the event a potential conflict of interest situation arises, the Director concerned is to declare his interest and shall abstain from any deliberation and participation in respect of such resolution pertaining to the transaction.

Minutes of Board meetings together with decisions made by way of circular resolution are duly recorded and properly kept by the Company Secretary.

The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed. The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.

The Board recognises the fact that the Company Secretaries are suitably qualified and capable of carrying out the duties required. The Board is satisfied with the service and support rendered by the Company Secretaries to the Board in the discharge of their functions.

v. Access to Information and Independent Advice

All Board Members, particularly the Chairman, have unrestricted access to the advice and services of the Company Secretary to enable them to discharge their duties effectively. The Directors also have access to the Internal and External Auditors of the Group, with or without Management present to seek explanations or additional information.

The Directors, collectively or individually, may seek independent professional advice and information in the furtherance of their duties at the Company's expense, so as to ensure the Directors are able to make independent and informed decisions.

vi. Appointment to the Board and Re-election of Directors

The members of the Board are appointed in a formal and transparent practice as endorsed by the Code. The Nomination Committee scrutinises the candidates and recommends the same for the Board's approval. In discharging this duty, the Nomination Committee will assess the suitability of an individual by taking into account the individual's mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or other commitments that the candidate shall bring to complement the Board.

All Board members shall notify the Chairman of the Board before accepting any new directorships in other companies. The notification shall include an indication of time that will be spent on the new appointment. The Chairman shall also notify the Board if he has any new directorships or significant commitments outside the Company.

In accordance with the Company's Articles of Association, one-third (1/3) of the Directors for the time being, or if their number is not multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1) shall retire at the Annual General Meeting ("AGM"), and be eligible for re-election provided that all Directors shall retire at least once in every three (3) years.

Directors who are appointed by the Board in the course of the year shall be subject to re-election at the next AGM to be held following their appointment.

Directors who are over seventy (70) years of age are required to submit themselves for annual re-appointment in accordance with Section 129(6) of the Companies Act, 1965.

vii. Tenure of Independent Director

The Board is aware that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. In the event the Director is to remain designated as an Independent Director, the Board shall first justify and obtain shareholders' approval on a yearly basis.

viii. Evaluation of the performance of the Directors and the Board's as a whole

The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Board Committees. The Nomination Committee is entrusted the task to review and evaluate the individual Director's performance and the effectiveness of the Board and the Board Committees on an annual basis.

The Nomination Committee is required to report annually to the Board an assessment of the performance of the Board and the Board Committees. This will be discussed with the Board. The Nomination Committee will also evaluate each individual Director's contributions to the effectiveness of the Board and the relevant Board Committees.

ix. Annual Assessment of Independence

The Board had through the Nomination Committee of the Company, conducted an evaluation of level of independence of the three (3) Independent Directors of the Company against the criteria as set out in the annual assessment form, amongst others, the Independent Director's background, economic and family relationships and consider whether the Independent Director can continue to bring independent and objective judgment to Board deliberations.

The Board is satisfied with the level of independence demonstrated by the Independent Directors and their ability to act in the best interest of the Company and/or the Group.

x. Directors' Training

The Board acknowledges that continuous education is vital for the Board members to gain insight into the state of economy, technological advances, regulatory updated and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities.

The Directors are encouraged to attend relevant seminars and training programmes to equip themselves with the knowledge to effectively discharge their duties as Directors. In addition, individual directors are responsible for determining their continuous training needs to keep abreast of changes in both the regulatory and business environments as well as with new developments within the industry which the Group operates.

The Board will assess the training needs of the Directors and ensure Directors have access to continuing education programmes.

Seminars and conference attended by Directors during the financial year ended 30 April 2015 include the following:

Name of Directors	Programmes Attended
KERK HAN MENG	Board Chairman Series: The Role of Chairman
TAN SZE CHONG	Appreciation of Application of ASEAN Corporate Governance Scorecard
KOO TECK SEONG	GST Seminar Exploration of Malaysia Business Opportunities Exchange Forum
STEVEN WONG CHIN FUNG	Legal Training on Construction Law
TAN TIAN WOOI	GST Seminar
TAN BOON WOOI	Appreciation of Application of ASEAN Corporate Governance Scorecard

xi. **Directors' Remuneration**

The Board through Remuneration Committee establishes formal and transparent remuneration policies and procedures to attract and retain Directors. The Directors' remuneration is structured so as to link rewards to their corporate and individual performance. The Board recognises that levels of remuneration must be sufficient to attract, retain and motivate the Directors of the quality required to manage the business of the Group and to align the interest of the Directors with those of the shareholders.

The Board will determine the level of remuneration of Board members, taking into consideration the recommendations of the Remuneration Committee for the Executive Chairman, Group MD and the Executive Director (if any).

Non-executive Directors will be paid a basic fee as ordinary remuneration and will be paid a sum based on their responsibilities in committees and the Board, their attendance and/or special skills and expertise they bring to the Board. The fee shall be fixed in sum and not by a commission or percentage of profits or turnover.

Each individual Director shall abstain from the deliberation and voting on all matters pertaining to their own remuneration.

The Board is of the view that the disclosure of remuneration by appropriate components and bands are sufficient to meet the objectives set out in the ACE Market Listing Requirements of Bursa Securities.

The remuneration of the Directors for the financial year under review is as follows:

Name of Directors	Fees (RM)	Salaries & Benefits in Kind (RM)	Meeting allowance (RM)	Total (RM)
Executive Directors	72,000	538,840	5,000	615,840
Non-Executive Directors	204,000	-	14,500	218,500
TOTAL	**276,000**	**538,840**	**19,500**	**834,340**

Range of Remuneration	Executive	Non-Executive
RM50,000 and below	-	1
RM50,001 – RM100,000	-	3
RM300,001 to RM350,000	2	-

xii. Corporate Disclosure Policy

The Board is committed to provide effective communication to its shareholders and general public regarding the business, operations and financial performance of the Group and where necessary, information filed with regulators is in accordance with all applicable legal and regulatory requirements.

A Corporate Disclosure Policy was formalised on 20 June 2014 to promote comprehensive, accurate and timely disclosures pertaining to the Company and the Group to regulators, shareholders and stakeholders.

B. BOARD COMMITTEES

The Board has delegated certain responsibilities to the Board Committees that operates within clearly defined terms of reference. These Committees are:

i. Audit Committee

The Audit Committee's objectives are, among others, providing an additional assurance to the Board by giving an objective and independent review of financial, operational and administrative controls and procedures, establishing and maintaining internal controls and to reinforce the independence of the Company's external auditors, thereby ensuring that the auditors have free reign in the audit process.

The members of Audit Committee and its summary of terms of reference and the activities carried out during the financial year ended 30 April 2015 are set forth in the Audit Committee Report in pages 24 to 27 of this Annual Report.

ii. Nomination Committee

The Nomination Committee of the Company is responsible to oversee the selection and assessment of directors. The Nomination Committee will assess the candidates and recommend to the Board who will thereon assess the shortlisted candidates and arrive at a decision on the appointment of the director.

The Nomination Committee of the Company comprises the following members, all being Independent Non-Executive Directors with the Chairman being the Senior Independent Director identified by the Board:-

Name of Committee Members	Designation
Steven Wong Chin Fung, Chairman	Senior Independent Non-Executive Director
Koo Teck Seong, Member	Independent Non-Executive Director
Tan Tian Wooi, Member	Independent Non-Executive Director

The Nomination Committee meets as and when required. The Nomination Committee met once in the financial year ended 30 April 2015 and the activities undertaken by the Committee were as follows:

a. Carried out the assessment and rating of the performance of each Non-Executive Directors against the criteria as set out in the annual assessment form, amongst others, attendance at Board or committee meetings, adequate preparation for Board and/or committee meetings, regular contribution to Board or committee meetings, personal input to the role and other contributions to the Board or committees as a whole.

b. Carried out the assessment and rating of the performance of the Executive Directors against diverse key performance indicators, amongst others, financial, strategic, operations management and business plans, product development, conformance and compliance, shareholders'/investors' relations, employee training and development, succession planning and personal input to the role.

c. Evaluated the balance of skills, knowledge and experience of the Board and in the light of this evaluation, reviewed the role of the Executive Chairman and Group MD respectively, to ensure balance of power and authority, and a clear division of responsibilities as the head of the Company.

d. Identified and recommended to the Board the re-election of Mr. Steven Wong Chin Fung and Mr. Koo Teck Seong as Directors in the last Annual General Meeting held on 28 October 2014.

iii. Remuneration Committee

The Remuneration Committee is principally responsible for assessing and reviewing the remuneration packages of the Executive Chairman and Group MD and subsequently furnishes their recommendations to the Board for adoption. The Board had also through the Remuneration Committee, established formal and transparent remuneration policies and procedures to attract and retain Directors.

The Remuneration Committee comprises the following members:-

Name of Committee Members	Designation
Koo Teck Seong, Chairman	Independent Non-Executive Director
Kerk Han Meng, Member	Executive Chairman
Tan Tian Wooi, Member	Independent Non-Executive Director

C. THE SHAREHOLDERS

i. Dialogue between the Company and Investors

The Board values the importance of dissemination of information on major developments of the Group to the shareholders, potential investors and the general public in a timely and equitable manner. Quarterly results, announcements, annual reports and circulars serve as the primary means of dissemination of information so that the shareholders are constantly kept abreast on the Group's progress and development. The Company's corporate website at www.technodex.com serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news and events relating to the Group.

The Board will ensure that the general meetings of the Company are conducted in an efficient manner and serve as a mode in shareholders communications. These include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the general meetings.

ii. Annual General Meetings ("AGM")

The AGM remains as a principal forum used by the Group for communication with its shareholders. During the AGM, shareholders are accorded time and opportunity to query the Board on the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group.

Shareholders are also invited to convey and share their inputs with the Board. Where applicable, the Board will also ensure that each item of special business that is included in the notice of meeting is accompanied by a full written explanation of that resolution and its effects to facilitate its understanding and evaluation.

All resolutions set out in the Notice of the AGM are put to vote by show of hands. In future, the Company shall endeavour, wherever possible, to put to vote of resolutions at the AGM by poll, if required, including highlighting the shareholders of their right to demand a poll at the commencement of the general meeting.

D. ACCOUNTABILITY AND AUDIT

i. Financial reporting

The Board has overall responsibility for the quality and completeness of the financial statements of the Company and the Group, both on a quarterly and full year basis, and has a duty to ensure that those financial statements are prepared based on appropriate and consistently applied accounting policies, supported by reasonably prudent judgment and estimates and in accordance to the applicable financial reporting standards.

The Audit Committee plays a crucial role in assisting the Board to scrutinize the information to be in compliance with applicable financial reporting standards for disclosure to shareholders to ensure material accuracy, adequacy, validity and timeliness of the financial statements.

ii. Internal Control and Risk Management

The Board is responsible for maintaining a sound system of internal control to safeguard shareholders' investments and the Company's assets and for reviewing the adequacy and integrity of the system.

Risk management is an integral part of the Group's business operations and it is subject to periodic reviews by the Board. The Group adopted a structured risk management framework with discussions involving different levels of managements to identify and address risks faced by the Group.

As guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, the Board performs reviews on an annual basis covering not only financial, but operational and compliance controls and risk management systems, in all material aspects. Management is responsible for implementing the processes for identifying, evaluating, monitoring and reporting of risks and internal control, taking appropriate and timely corrective actions as needed, and for providing assurance to the Board that the processes have been carried out.

The Audit Committee has been entrusted by the Board to ensure effectiveness of the Group's internal control systems. The Board is provided with reasonable assurance from the various reports submitted by Management and the Audit Committee on risk management and internal control system. Details on the Statement on Risk Management and Internal Control are furnished in pages 21 to 23 of this Annual Report.

The Board recognises that identification, evaluation and management of significant risks faced by the Company are an on-going process. The improvement of the system of internal controls is also an on-going process and the Board maintains continuing commitment to strengthen the Company's internal control environment and processes.

iii. Relationship with Auditors

The Group has established a transparent and appropriate relationship with the Internal Auditors and External Auditors. Such relationship allows the Group to seek professional advice on matters relating to compliance and corporate governance. The internal audit function of the Group is outsourced to a third party who reports direct and regularly to the Audit Committee of the Company. Similar to the External Auditors, Internal Auditors too have direct reporting access to the Audit Committee to ensure that issues highlighted are addressed independently, objectively and impartially without any undue influence of the Management.

The Audit Committee undertakes an annual review of the suitability and independence of the External Auditors. Having assessed their performance, the Audit Committee will make its recommendation to the Board for reappointment, upon which the shareholders' approval will be sought at the AGM of the Company.

E. STATEMENT OF COMPLIANCE WITH THE BEST PRACTICES OF THE CODE

The Company is committed to achieving high standards of corporate governance throughout the Company and the Group and highest level of integrity and ethical standards in all of its business dealings.

The Board will continue to strive for the full compliance with the Code in the coming financial year.

This statement is made in accordance with a resolution of the Board dated 20 August 2015.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Malaysian Code on Corporate Governance 2012 requires listed companies to maintain a sound system risk management and internal control to safeguard shareholders' investments and the Company's assets. Rule 15.26(b) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires the Board of Directors ("the Board") to include a statement on the state of internal control as a group in its annual report.

The Board recognises the importance of good corporate governance practices and is committed to maintaining a sound system risk management and internal control to safeguard shareholders' investments and the Company and its subsidiaries ("the Group")'s assets. The Board is pleased to provide the following statement, which outlines the nature and scope of internal control of the Group for the financial year ended 30 April 2015.

RESPONSIBILITY FOR RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises the importance of risk management and risk-based internal audit to establish and maintain a sound system risk management and internal control. The Board affirms its overall responsibility for the Group's systems of internal control and for reviewing the adequacy and integrity of those systems. Because of the limitations that are inherent in any systems of internal control, those systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement, fraud or loss.

The regular reviews and evaluations of internal control systems, are ongoing processes for identifying, evaluating and managing significant risks faced or potentially exposed to, by the Group in pursuing its business objectives. These processes have been in place throughout the financial year under review and up to the date of approval of the annual report.

The Board has received assurance from the Managing Director that the Group's risk management and internal control is operating adequately and effectively in all material aspects, based on the risk management and internal control system of the Group.

RISK MANAGEMENT FRAMEWORK

The Board resolves that the management of core risks is an integral and critical part of the day-to-day operations of the Group. The experience, knowledge and expertise to identify and manage such risks throughout the financial year under review enables the Group to make cautious, mindful and well-informed decisions through formulation and implementation of requisite action plans and monitoring regime which are imperative in ensuring the accomplishment of the Group's objectives.

INTERNAL CONTROL SYSTEM

The key elements of the Group's Internal Control System includes:

a. Organisational structure with clearly defined lines of responsibility, authority and accountability. These delegations of responsibilities and authority limits are subjected to periodic review throughout the year as to their implementation and for continuing suitability.

b. Policies and procedures for key business processes are formalised and documented for implementation and continuous improvements.

c. Clearly defined authorisation limits at appropriate levels are set out for controlling and approving capital expenditure and expenses.

d. Clearly defined Internal Policies, Standard Operating Procedures and Personnel Manual as the key framework for good internal control practices. These policy manuals are subject to regular reviews to meet new and changing business requirements.

e. Regular management and operation meetings were conducted to ensure activities and risk mitigation actions were executed as proposed.

f. Key information covering financial performance and key business aspects are provided to the Senior Management and the Board on a regular and timely basis.

g. There has been active participation by the Executive Directors in the day-to-day running of business operations and regular dialogue and reporting to the Board.

INTERNAL AUDIT FUNCTIONS

The Board acknowledges the importance of the internal audit function. The Board has outsourced its internal audit function to an independent professional consulting firm as part of its efforts to provide adequate and effective internal control systems. The internal audit function is carried out in accordance with the annual internal audit plan as approved by the Audit Committee. The internal audit function adopts accepted auditing practices in addition to an independent and objective reporting on the state of the Group's internal control system.

During the financial year under review, the outsourced Internal Auditors reviewed critical business processes, identified risks and internal control gaps, assessed the effectiveness and adequacy of the existing state of internal control of the key subsidiaries and recommended possible improvements to the internal control systems. This is to provide reasonable assurance that such system continues to operate satisfactorily and effectively within the Group. The Board continuously takes measures to strengthen the control environment.

In the financial year under review, there were no material losses, incurred as a result of weaknesses in the internal control system that would require disclosure in this Annual Report. The Board will continue to improve and enhance the existing system risk management and internal control to ensure its adequacy and relevance in safeguarding the shareholders' interests and the Group's assets. This statement was approved by the Board.

The total cost incurred for the internal audit function was RM33,830 for the financial year ended 30 April 2015.

REVIEW OF STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control and 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 Group's internal control system.

ADEQUACY AND EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT FRAMEWORK AND INTERNAL CONTROL SYSTEM

Pursuant to the above, the Board is of the view that the risk management framework and internal control system are satisfactory and no material weakness and/or reported shortfall in the risk management framework and internal control system has resulted and/or give rise to any material loss, contingency and/or uncertainty during the financial year under review.

This Statement is made in accordance with the resolution of the Board dated 20 August 2015.

REPORT OF THE AUDIT COMMITTEE

The principle objectives of the Audit Committee is to assist the Board of Directors ("the Board") in discharging its statutory duties and responsibilities in relation to corporate governance, internal control systems, management and financial reporting practices of the Company and its subsidiaries ("the Group") and to ensure proper disclosure to the shareholders of the Company.

MEMBERS

The current members of the Audit Committee are as follows:

Mr. Tan Tian Wooi *(Chairman, Independent Non-Executive Director)*

Mr. Koo Teck Seong *(Member, Independent Non-Executive Director)*

Mr. Steven Wong Chin Fung *(Member, Senior Independent Non-Executive Director)*

SUMMARY OF THE TERMS OF REFERENCE

Size and Composition

The Audit Committee shall be appointed by the Board amongst its members and consists of at least three (3) members, all of whom shall be non-executive directors and financial literate, with a majority of them being independent.

At least one (1) member of the Audit Committee must be a member of Malaysia Institute of Accountants or he must have at least three (3) years working experience and has passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967 or is a member of one of the associations of accountants specified in Part II of the said Schedule or a person who has fulfilled such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

No alternate director of the Board shall be appointed as a member of the Audit Committee. In the event of any vacancy of Audit Committee resulting in the non-compliance with the ACE Market Listing Requirements of Bursa Securities, the Board shall appoint a new member within three (3) months.

Frequency of meetings

i. Meetings shall be held not less than four (4) times a year. However, additional meetings may be called at any time depending on the scope of activities of the Audit Committee. In the event issues requiring the Audit Committee's decision arise between meetings, such issues shall be resolved through circular resolutions of the Audit Committee. Such circular resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by all members of the Audit Committee.

ii. Other Board members, senior management personnel, Internal and External Auditors may be invited to attend meetings.

iii. Prior notice shall be given for all meetings.

Quorum

The minimum quorum for the meeting is two (2) members of the Audit Committee, a majority of members present must be Independent Non-Executive Directors.

Secretary

The Company Secretary shall be the secretary of the Audit Committee. The Secretary shall circulate the notice and minutes of the Audit Committee to all members of the Audit Committee.

Functions

The functions of the Audit Committee are as follows:-

i. To consider the appointment of External Auditors, the audit fee and any questions of resignation or dismissal and ensure the suitability and independence of the External Auditors.

ii. To review with the External Auditors:
   a. the audit plan, scope and nature of the audit of the Group;
   b. their evaluation and findings of the system of internal controls;
   c. the audit reports on the financial statements;
   d. the management letter and management's response with regard to problems and reservations arising from their audits;
   e. the assistance given by the management and staff; and
   f. any other matters that the External Auditors may wish to discuss in the absence of management, where necessary.

iii. To review the adequacy of the scope, function, competency and performance of the internal audit functions and to ensure that it has the necessary authority to carry out its work.

iv. To review the adequacy and effectiveness of the Group's internal control systems and risk management framework.

v. To review the quarterly and year-end financial statements of the Group, focusing particularly on any changes in or implementation of major accounting policies and practices, significant adjustments arising from the audit, the going concern assumption and compliance with applicable approved accounting standards and other legal and regulatory requirements.

vi. To review any related party transactions and conflicts of interest situations that may arise within the Group including any transactions, procedures or course of conduct that raises questions of management integrity.

vii. To carry out such other functions or assignments as may be delegated by the Board from time to time.

Authority

The Audit Committee is authorised by the Board to investigate any activity within its term of reference at the cost of the Company, to:-

i) secure full and unrestricted access to any information pertaining to the Group.

ii) communicate directly with the External and Internal Auditors and all employees of the Group.

iii) seek and obtain independent professional advice and to secure the attendance of outsiders with relevant experience and expertise as it considers necessary.

iv) convene meetings with the External and Internal Auditors or both excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

Communication to the Board

i. The minutes of each Audit Committee meeting shall be tabled to the Board for notation.

ii. The Audit Committee may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.

iii. Where the Audit Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the ACE Market Listing Requirements of Bursa Securities, the Audit Committee must promptly report such matter to Bursa Securities.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR

During the financial year under review, the Audit Committee convened five (5) meetings. Details of attendance of the members of the Audit Committee at those meetings are as follows:

Committee Members	No. of meetings attended
MR. TAN TIAN WOOI	5 of 5
MR. KOO TECK SEONG	5 of 5
MR. STEVEN WONG CHIN FUNG	4 of 5

The following is a summary of the main activities carried out by the Audit Committee during the financial year under review:

i. Reviewed the quarterly financial results and annual audited financial statements of the Group and the Company including the announcements pertaining thereto before recommending to the Board for approval and release of the Group's results to Bursa Securities;

ii. Reviewed with External Auditors on the results and issues arising from their audit of the financial year end statements and their resolutions of such issues highlighted in their report to the Audit Committee;

iii. Considered and recommended the re-appointment of Messrs CHI-LLTC as the External Auditors to the Board for consideration;

iv. Reviewed with the Internal Auditor, the internal audit plan, work done and reports for the internal audit function and considered the findings of internal audit investigations and management responses thereon, and ensure that appropriate actions are taken on the recommendations raised by the Internal Auditors;

v. Reviewed the related party transactions and/or recurrent related party transactions that transpired within the Group during the financial year under review to ensure that the transactions entered into were at arm's length basis and on normal commercial terms; and

vi. Reviewed and approved the Corporate Governance Statement, Audit Committee Report and Statement on Risk Management and Internal Control for inclusion in the Company's Annual Report.

INTERNAL CONTROL REVIEW AND INTERNAL AUDIT FUNCTION

The Group outsourced its internal audit function to an independent professional services firm to conduct an independent review of the Group's systems of internal control. The firm appointed is independent of the activities carried out by them.

Internal audit reports are presented, together with the Management's response and proposed action plans to the Audit Committee on a quarterly basis.

The Internal Auditors undertake internal audit functions based on the operational, compliance and risk based audit plan that is reviewed by the Audit Committee and approved by the Board. This audit plan covers the review of the key operational and financial activities including the efficacy of risk management practices, efficiency and effectiveness of operational controls and compliance with relevant laws and regulations.

The activities carried out by the Outsourced Internal Auditors of the Group during the financial year under review were summarised as below:-

i. Presentation of the internal audit findings at the quarterly Audit Committee meetings. All findings raised by the Internal Auditors have been appropriately addressed by Management; and

ii. Conducted follow up reviews to ensure action plans are properly and appropriately implemented by Management.

The internal audits reviews did not reveal any weakness which would result in material losses, contingencies or uncertainties that would require disclosure in the annual report.

The fees incurred during the financial year ended 30 April 2015 in relation to the internal audit function is RM33,830.

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Board of Directors ("the Board") is required by the Companies Act, 1965 to ensure that the financial statements prepared for each financial year have been made in accordance with applicable approved accounting standards, the provisions of the Companies Act, 1965 and the requirements of ACE Market Listing Requirement of Bursa Malaysia Securities Berhad and give a true and fair view of the state of affairs of the Company and its subsidiaries ("the Group") at the end of the financial year and to the results and cash flows of the Group and of the Company for the financial year then ended.

The Directors are responsible for ensuring that the Group and the Company have maintained accounting records which disclose with reasonable accuracy the financial position of the Group and of the Company, which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 1965.

The Board is satisfied that in preparing the financial statements of the Group and of the Company for the financial year ended 30 April 2015, the Group and the Company have used the appropriate accounting policies and consistently applied and supported by reasonable prudent judgement and estimates, that measures have been taken to ensure that accounting records are properly kept in accordance with the law and that the preparation of the financial statements is on a going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and the Company have adequate resources to continue in operations for the foreseeable future.

The Board has also taken all such necessary steps to ensure that proper internal controls are in place to safeguard the assets of the Group and the Company and to detect and prevent fraud and other irregularities.

This Statement was made in accordance a resolution of the Board dated 20 August 2015.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

The Company had on 10 February 2015 completed the private placement exercise upon the listing of and quotation of 34,078,500 new ordinary shares of RM0.10 each at an issue price of RM0.14 per share on ACE Market of Bursa Malaysia Securities Berhad ("Private Placement").

The utilisation of gross proceeds from the Private Placement as at 30 April 2015 was as follows:

Details of Utilisation	Proposed Utilisation	Amount Utilisation	Unutilised Proceed	Timeframe for Utilisation
	RM'000	*RM'000*	*RM'000*	
Working capital/ future investment	4,421	1,232	3,189	Within 24 months
Expenses in relation to the private placement	350	210	140	Immediately
Total	**4,771**	**1,442**	**3,328**	

2. SHARE BUY-BACKS

The Company did not engage in any share buy-back arrangements during the financial year ended 30 April 2015.

3. OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES

During the financial year ended 30 April 2015, 530,000 ordinary shares of RM0.10 each were issued pursuant to the exercise of Warrants 2013/2018.

4. DEPOSITORY RECEIPT PROGRAMME

The Company did not sponsor any Depository Receipt programme during the financial year ended 30 April 2015.

5. IMPOSITION OF SANCTIONS / PENALTIES

There were no material sanctions or penalties imposed on the Company and its subsidiaries, Directors or management by the regulatory bodies during the financial year ended 30 April 2015.

6. NON-AUDIT FEES

The amount of non-audit fees paid/ payable to the external auditors by the Group for the financial year ended 30 April 2015 was RM55,850.

7. VARIATION IN RESULTS

There were no material variances of ten percent (10%) or more between the audited results for the financial year ended 30 April 2015 and the unaudited results previously announced.

8. PROFIT GUARANTEE

The Company did not give any form of profit guarantee to any parties during the financial year ended 30 April 2015.

9. MATERIAL CONTRACTS

There were no material contracts entered by the Company and its subsidiaries involving Directors and major shareholders' interest during the financial year ended 30 April 2015.

10. RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

There were no recurrent related party transactions transpired during the financial year under review.

11. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES ("CSR") AND PRACTICES

The Company did not undertake any corporate responsibility activities during the year under review as the Board focuses on capturing market opportunities to sustain its business growth.

TechnoDex Berhad

FINANCIAL REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

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 30 April 2015.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and providing information technology products and related services, and carrying out relevant research and development activities whilst 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	The Company
	RM	RM
Profit/(loss) for the financial year	327,959	(218,952)
Attributable to:-		
Owners of the Company	(251,531)	(218,952)
Non-controlling interests	579,490	-
	327,959	(218,952)

DIVIDENDS

No dividends were paid, declared or proposed by the Company since the end of the previous financial year. The directors also do not recommend any final dividend in respect of the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year other than those disclosed in the financial statements.

ISSUES OF SHARES AND DEBENTURES

During the financial period:-

(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 RM34,078,540 to RM37,539,390 by:

  (i) the issuance of 34,078,500 new ordinary shares of RM0.10 each at an issue price of RM0.14 per share pursuant to private placement;

  (ii) the issuance of 530,000 new ordinary shares of RM0.10 each resulting from the conversion of warrants at the exercise price of RM0.11 per share.

The new shares were issued for cash consideration. The new shares issued rank pari passu in all respects with the existing shares of the Company.

There were no issues of debentures by the Company.

WARRANTS 2013/2018

The Company had on 23 September 2013 issued 85,196,350 new Warrants 2013/2018 to all entitled shareholders of the Company on the basis of one (1) free detachable warrant for every three (3) existing ordinary shares of RM0.10 each held in the Company.

Each warrant carries the entitlement to subscribe for one (1) new ordinary share of RM0.10 each in the Company at the exercise price of RM0.11 which shall be satisfied in cash and at any time during the exercise period as indicated above

("Exercise Period") subject to the adjustments in accordance with the provisions of the deed poll dated 6 August 2013. Any warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.

During the financial year, 530,000 Warrants 2013/2018 were converted into ordinary shares. As at 30 April 2015, the total number of Warrants 2013/2018 which remains unconverted amounted to 84,666,350 units. Details of the Warrants 2013/2018 are disclosed in Note 13 to the financial statements.

There were no exercise of warrant since the end of the financial year.

The ordinary shares issued from the exercise of Warrants 2013/2018 shall rank pari passu in all respects with the existing issued ordinary shares of the Company, save and except that they will not be entitled to any dividends, rights, allotment, and/or other distributions that may be declared, made or paid prior to the date of allotment and issue of the new shares arising from the exercise of Warrants 2013/2018.

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 there are no known bad debts and that adequate allowance had been made for impairment losses on receivables is required.

At the date of this report, the directors are not aware of any circumstances that would require the writing off of bad debts, or further 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 so 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.

CONTINGENT AND OTHER LIABILITIES

The contingent liabilities are disclosed in Note 33 to the financial statements. At the date of this report, there does not exist:-

(a) 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

(b) 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 period 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:-

KERK HAN MENG
TAN SZE CHONG
STEVEN WONG CHIN FUNG
KOO TECK SEONG
TAN TIAN WOOI
TAN BOON WOOI

DIRECTORS' INTERESTS

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

	Number Of Ordinary Shares Of RM0.10 Each			
	At 1.5.2014	Bought	Sold	At 30.4.2015
DIRECT INTERESTS				
KERK HAN MENG	20,997,686	10,733,400	-	31,731,086
TAN SZE CHONG	24,029,066	-	-	24,029,066
KOO TECK SEONG	13,274,600	-	(1,098,600)	12,176,000
TAN BOON WOOI	32,500,000	-	(15,000,000)	17,500,000
INDIRECT INTEREST				
TAN SZE CHONG *	66,666	-	-	66,666

** Deemed interest by virtue of his spouse's shareholdings in Technodex Bhd.*

	Number of Warrants 2013/2018			
	At 1.5.2014	Bought	Sold	At 30.4.2015
DIRECT INTERESTS				
KERK HAN MENG	6,978,936	2,987,800	(9,966,736)	-
TAN SZE CHONG	6,007,266	-	(6,007,266)	-
KOO TECK SEONG	1,099,975	-	(1,099,975)	-
INDIRECT INTEREST				
TAN SZE CHONG *	16,666	-	-	16,666

** Deemed interest by virtue of his spouse's shareholdings in Technodex Bhd.*

The other directors holding office at the end of the financial year had no interest in shares and options over 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 amount 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 29 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.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 35 to the financial statements.

SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

The significant events occurring after the reporting period are disclosed in Note 36 to the financial statements.

AUDITORS

The auditors, Messrs. CHI-LLTC, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 20 August 2015

TAN SZE CHONG

KERK HAN MENG

STATEMENT BY DIRECTORS

We, Tan Sze Chong and Kerk Han Meng, being two of the directors of Technodex Bhd, state that, in the opinion of the directors, the financial statements set out on pages 39 to 85 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 as at 30 April 2015 and of their financial performance and cash flows for the financial year ended on that date.

The supplementary information set out in Note 37, 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 on behalf of the Board in accordance with a resolution of the directors dated 20 August 2015.

TAN SZE CHONG

KERK HAN MENG

STATUTORY DECLARATION

I, Tan Sze Chong, I/C No. 690206-01-5891, being the director primarily responsible for the financial management of Technodex Bhd, do solemnly and sincerely declare that the financial statements set out on pages 39 to 85 are, to the best of my knowledge and belief, 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
Tan Sze Chong, I/C No. 690206-01-5891,
at Petaling Jaya in the state of Selangor
Darul Ehsan on this 20 August 2015

TAN SZE CHONG

Before me
S. Arokiadass A.M.N
License No.: B 390
Commissioner of Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TECHNODEX BHD.

(Incorporated in Malaysia) Company No: 627634 - A

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Technodex Bhd, which comprise statements of financial position as at 30 April 2015 of the Group and of the Company, and 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 39 to 85.

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 control 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 30 April 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.

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 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.

(c) 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 37 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.

CHI-LLTC
Firm No: AF 1114
Chartered Accountants

LIM CHEE HOONG
Approval No: 1783/02/16(J)
Chartered Accountant

20 August 2015

Selangor Darul Ehsan

STATEMENTS OF FINANCIAL POSITION

AT 30 APRIL 2015

	Note	The Group 2015 RM	The Group 2014 RM	The Company 2015 RM	The Company 2014 RM
ASSETS					
NON-CURRENT ASSETS					
Investments in subsidiaries	5	-	-	5,938,426	3,738,426
Property, plant and equipment	6	1,238,565	811,542	145,103	130,782
Goodwill on consolidation	7	2,713,542	1,559,393	-	-
Intangible assets	8	9,671,694	9,680,782	6,970,466	6,098,938
		13,623,801	12,051,717	13,053,995	9,968,146
CURRENT ASSETS					
Trade receivables	9	4,210,537	4,297,791	-	-
Other receivables, deposits and prepayments	10	5,707,812	3,089,517	54,415	38,289
Amount owing by subsidiaries	11	-	-	3,327,875	2,293,795
Tax refundable		-	-	22,048	-
Fixed deposits with licensed banks	12	4,324,366	7,106,836	4,024,366	5,047,473
Cash and bank balances		1,984,167	1,776,403	878,390	683,222
		16,226,882	16,270,547	8,307,094	8,062,779
TOTAL ASSETS		**29,850,683**	**28,322,264**	**21,361,089**	**18,030,925**

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

STATEMENTS OF FINANCIAL POSITION (continued)

	Note	The Group 2015 RM	The Group 2014 RM	The Company 2015 RM	The Company 2014 RM
EQUITY AND LIABILITIES					
EQUITY					
Share capital	13	37,539,390	34,078,540	37,539,390	34,078,540
Share premium	14	1,853,040	694,989	1,853,040	694,989
Foreign exchange translation reserve	15	674,635	674,635	-	-
Non-controlling interests		1,201,659	-	-	-
Accumulated losses		(14,541,343)	(14,289,812)	(18,526,571)	(18,307,619)
TOTAL EQUITY		26,727,381	21,158,352	20,865,859	16,465,910
NON-CURRENT LIABILITIES					
Hire purchase payables	16	-	897,788	-	-
Deferred taxation	17	75,624	-	-	-
		75,624	897,788	-	-
CURRENT LIABILITIES					
Trade payables	18	373,288	1,592,038	-	-
Other payables and accruals	19	1,633,305	1,677,677	495,230	365,296
Amount owing to subsidiaries	11	-	-	-	1,186,772
Hire purchase payables	16	865,237	934,377	-	-
Term loans	20	-	2,047,232	-	-
Provision for taxation		175,848	14,800	-	12,947
		3,047,678	6,266,124	495,230	1,565,015
TOTAL LIABILITIES		3,123,302	7,163,912	495,230	1,565,015
TOTAL EQUITY AND LIABILITIES		**29,850,683**	**28,322,264**	**21,361,089**	**18,030,925**
NET ASSETS PER SHARE (RM)	21	**0.07**	**0.06**		

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

STATEMENTS OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

		The Group		The Company	
		2015	2014	2015	2014
	Note	RM	RM	RM	RM
REVENUE	22	20,163,766	12,636,265	3,152,316	2,727,034
OTHER INCOME		1,782,988	543,115	1,287,767	334,548
EMPLOYMENT BENEFITS		(3,961,682)	(4,476,648)	(484,597)	(924,043)
DEPRECIATION AND AMORTISATION		(3,604,796)	(3,651,743)	(2,519,751)	(2,802,655)
OTHER EXPENSES		(13,433,156)	(5,229,213)	(1,654,386)	(20,820)
FINANCE COSTS		(177,099)	(187,918)	-	-
PROFIT/(LOSS) BEFORE TAXATION	23	770,021	(366,142)	(218,651)	(685,936)
INCOME TAX EXPENSE	24	(442,062)	(71,117)	(301)	(17,720)
PROFIT/(LOSS) FOR THE YEAR		327,959	(437,259)	(218,952)	(703,656)
OTHER COMPREHENSIVE INCOME/(EXPENSE)					
- Foreign currency translation		-	76,369	-	-
TOTAL COMPREHENSIVE INCOME/(EXPENSE)		327,959	(360,890)	(218,952)	(703,656)
PROFIT/(LOSS) FOR THE YEAR					
ATTRIBUTABLE TO:-					
Owners of the Company		(251,531)	(437,259)	(218,952)	(703,656)
Non-controlling interests		579,490	-	-	-
		327,959	(437,259)	(218,952)	(703,656)
TOTAL COMPREHENSIVE INCOME/(EXPENSE)					
ATTRIBUTABLE TO:-					
Owners of the Company		(251,531)	(360,890)	(218,952)	(703,656)
Non-controlling interests		579,490	-	-	-
		327,959	(360,890)	(218,952)	(703,656)
LOSS PER SHARE (SEN)	25				
- Basic		(0.07)	(0.14)		
- Diluted		(0.05)	(0.14)		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

The Group	Non-Distributable Share Capital RM	Non-Distributable Share Premium RM	Non-Distributable Foreign Exchange Translation Reserve RM	Distributable Accumulated Losses RM	Attributable to owners of the Company RM	Non-Controlling Interests RM	Total Equity RM
Balance at 1.5.2013	25,558,905	1,135,420	598,266	(13,852,553)	(13,852,553)	-	13,440,038
Loss for the financial year	-	-	-	(437,259)	(437,259)	-	(437,259)
Other comprehensive income for the financial year							
- Foreign currency translation differences	-	-	76,369	-	-	-	76,369
Total comprehensive income/(expense) for the financial year	-	-	76,369	(437,259)	(437,259)	-	(360,890)
Contributions by and distributions to owners of the Company:							
- Issuance of shares	8,519,635	-	-	-	-	-	8,519,635
- Right issues	-	(440,431)	-	-	-	-	(440,431)
	34,078,540	694,989	674,635	(14,289,812)	(14,289,812)	-	21,158,352
Profit/(loss)/Total comprehensive income/(expense) for the financial year	-	-	-	(251,531)	(251,531)	579,490	327,959
Contributions by and distributions to owners of the Company;							
- Acquisition of a subsidiary	-	-	-	-	-	622,169	622,169
- Issuance of shares	3,407,850	-	-	-	-	-	3,407,850
- Conversion of warrants	53,000	1,158,051	-	-	-	-	1,211,051
Balance at 30.4.2015	37,539,390	1,853,040	674,635	(14,541,343)	(14,541,343)	1,201,659	26,727,381

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

STATEMENTS OF CHANGES IN EQUITY (continued)

The Company	Non-Distributable Share Capital RM	Non-Distributable Share Premium RM	Distributable Accumulated Losses RM	Attributable to owners of the Company RM	Non-Controlling Interests RM	Total Equity RM
Balance at 1.5.2013	25,558,905	1,135,420	(17,603,963)	(17,603,963)	-	9,090,362
Loss/Total comprehensive expense for the financial year	-	-	(703,656)	(703,656)	-	(703,656)
Contributions by and distributions to owners of the Company:						
- Issuance of shares	8,519,635	-	-	-	-	8,519,635
- Right issues	-	(440,431)	-	-	-	(440,431)
Balance at 30.4.2014/1.5.2014	34,078,540	694,989	(18,307,619)	(18,307,619)	-	16,465,910
Loss/Total comprehensive expense for the financial year	-	-	(218,952)	(218,952)	-	(218,952)
Contributions by and distributions to owners of the Company:						
- Issuance of shares	3,407,850	-	-	-	-	3,407,850
- Conversion of warrants	53,000	1,158,051	-	-	-	1,211,051
Balance at 30.4.2015	37,539,390	1,853,040	(18,526,571)	(18,526,571)	-	20,865,859

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Note	The Group 2015 RM	The Group 2014 RM	The Company 2015 RM	The Company 2014 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit/(loss) before taxation		770,021	(366,142)	(218,651)	(685,936)
Adjustments for:-					
Allowance for impairment losses on trade receivables		22,158	9,829	-	-
Reversal of allowance for impairment loss on amount owing by subsidiaries		-	-	-	(3,805)
Reversal of allowance for impairment loss on trade receivables		-	(3,801,268)	-	-
Depreciation and amortisation		3,604,796	3,651,743	2,519,751	2,802,655
Interest expense		173,035	187,918	-	-
Bad debts written off		13,200	-	-	-
Waiver of debts		-	(454,083)	(1,184,577)	(263,233)
Plant and equipment written off		86,814	-	13,519	-
Unrealised loss on foreign exchange		-	-	-	84,692
Interest income		(18,296)	(143,833)	(103,190)	(67,510)
Operating profit/(loss) before working capital changes		4,651,728	(915,836)	1,026,852	1,866,863
(Increase)/Decrease in trade and other receivables		(1,281,203)	5,931,681	(16,126)	(28,789)
(Decrease)/Increase in trade and other payables		(1,430,379)	(332,332)	129,934	(588,528)
CASH FROM OPERATIONS		1,940,146	4,683,513	1,140,660	1,249,546
Interest paid		(173,035)	(187,918)	-	-
Income tax paid		(231,610)	(48,597)	(35,296)	(4,773)
Income tax refunded		32,836	-	-	-
NET CASH FROM OPERATING ACTIVITIES		1,568,337	4,446,998	1,105,364	1,244,773

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

STATEMENTS OF CASH FLOWS (continued)

	Note	The Group 2015 RM	The Group 2014 RM	The Company 2015 RM	The Company 2014 RM
CASH FLOWS FROM INVESTING ACTIVITIES					
Advances to subsidiaries		-	-	(1,034,080)	(2,289,990)
Acquisition of a subsidiary, net of cash and cash equivalents acquired	26	(2,063,453)	-	(2,200,000)	-
Interest income received		18,296	143,833	103,190	67,510
Purchase of property, plant and equipment	27	(284,160)	(477,609)	(69,112)	(18,575)
Purchase of intangible assets		(3,350,009)	(1,376,427)	(3,350,007)	-
NET CASH FOR INVESTING ACTIVITIES		(5,679,326)	(1,710,203)	(6,550,009)	(2,241,055)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance of shares		4,618,901	8,079,204	4,618,901	8,079,204
Repayment to subsidiaries		-	-	(2,195)	(1,357,138)
Repayment of hire purchase		(966,928)	(1,117,545)	-	-
Repayment of term loans		(2,115,690)	(2,704,256)	-	-
NET CASH FROM FINANCING ACTIVITIES		1,536,283	4,257,403	4,616,706	6,722,066
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(2,574,706)	6,994,198	(827,939)	5,725,784
EFFECTS OF FOREIGN EXCHANGE TRANSLATION		-	76,369	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		8,883,239	1,812,672	5,730,695	4,911
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	28	6,308,533	8,883,239	4,902,756	5,730,695

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 APRIL 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	:	Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan.
Principal place of business	:	Level 6, Block B-6-6, Pusat Komersial Southgate, No 2, Jalan Dua, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 20 August 2015.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and providing information technology products and related services, and carrying out relevant research and development activities whilst 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 and of the Company 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.

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

MFRSs and IC Interpretations (Including The Consequential Amendments)

Amendments to MFRS 10, MFRS 12 and MFRS 127: 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 interpretations (including the consequential amendments) did not have any material impact on the Group's and the Company's financial statements except as follows:-

The amendments to MFRS 10, MFRS 12 and MFRS 127 require investment entities to measure particular subsidiaries at fair value through profit or loss instead of consolidating them. The Company is an investment entity whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. Accordingly, the Group will deconsolidate its subsidiaries upon the initial application of these amendments and to fair value the investments in accordance with MFRS 139. There will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

The amendments to MFRS 132 provide the application guidance for criteria to offset financial assets and financial liabilities. There will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

3. *BASIS OF PREPARATION (continued)*

(i) The amendments to MFRS 136 remove the requirement to disclosure the recoverable amount when a cash-generating unit (CGU) contains goodwill or intangible assets with indefinite useful lives but there has been no impairment. Therefore, there will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

(ii) The Group and the Company 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 IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 9 (2014) Financial Instruments	1 January 2018
MFRS 14 Regulatory Deferral Accounts	1 January 2016
MFRS 15 Revenue from Contracts with Customers	1 January 2017
Amendment to MFRS 5 (Annual Improvements to MFRSs 2012 – 2014 Cycle)	1 January 2016
Amendments to MFRS 7 (Annual Improvements to MFRSs 2012 – 2014 Cycle)	1 January 2016
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures	1 January 2016
Amendments to MFRS 10, MFRS 12 and MFRS 128: Investment Entities: Applying the Consolidation Exception	1 January 2016
Amendments to MFRS 11: Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
Amendments to MFRS 101: Disclosure Initiative	1 January 2016
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 Benefits Plans – Employee Contributions	1 July 2014
Amendment to MFRS 119: Annual Improvements to MFRSs 2012 – 2014 Cycle	1 January 2016
Amendment to MFRS 124: Annual Improvements to MFRSs 2010 – 2012 Cycle	1 July 2014
Amendments to MFRS 127: Equity Method in Separate Financial Statements	1 January 2016
Amendment to MFRS 134: Annual Improvements to MFRSs 2012 – 2014 Cycle	1 January 2016
Amendment to MFRS 138: Annual Improvements to MFRSs 2010 - 2012 Cycle	1 July 2014
Amendment to MFRS 140: Annual Improvements to MFRSs 2011 - 2013	1 July 2014
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	To be announced by MASB

3. BASIS OF PREPARATION (continued)

(ii) The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's and the Company's operations except as follows:-

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 (or as) 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/Company 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/Company performs a detailed review.

MFRS 9 replaces the parts of MFRS 139 that relate to the classification and measurement of financial instruments. MFRS 9 divides all financial assets into 2 categories – those measured at amortised cost and those measured at fair value, based on the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instruments. For financial liabilities, the standard retains most of the MFRS 139 requirement. An entity choosing to measure a financial liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in other comprehensive income rather than within profit or loss. There will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

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 Property, Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, 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 property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. 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) 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.

4. *SIGNIFICANT ACCOUNTING POLICIES (continued)*

4.1 *CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)*

(c) 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.

(d) 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.

(e) 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 judgment 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.

(f) 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 cashgenerating 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.

(g) 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 30 April 2015.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.2 BASIS OF CONSOLIDATION (continued)

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.

(a) 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. Acquisitionrelated 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.

(b) 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 period, 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.

(c) 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.

(d) 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.2 BASIS OF CONSOLIDATION (continued)

(d) Loss of Control (continued)

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 joint 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. The impairment value of goodwill is recognised immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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 period 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.

(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 period. 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.4 FUNCTIONAL AND FOREIGN CURRENCIES (continued)

(c) Foreign Operations (continued)

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 except for those business combinations that occurred before the date of transition (1 January 2011) which are treated as assets and liabilities of the Company and are not retranslated.

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 plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

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.

As at the end of the reporting period, there were no financial assets classified under this category.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.5 FINANCIAL INSTRUMENTS (continued)

(a) Financial Assets (continued)

(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.

As at the end of the reporting period, there were no financial assets classified under this category.

(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.

(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 period. 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.

As at the end of the reporting period, there were no financial assets classified under this category.

(b) Financial Liabilities

All financial liabilities are initially 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 losscategory 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.5 FINANCIAL INSTRUMENTS (continued)

(c) Equity Instruments

Ordinary shares classified as equity are measured at cost and are not remeasured subsequently. 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 derecongised 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 period 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.

4.7 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, other than freehold land, are stated at cost less accumulated depreciation and impairment losses, if any.

Freehold land is stated at cost less impairment losses, if any, and is not depreciated.

Depreciation is charged to profit or loss on the straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Freehold land is not depreciated. 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:-

Buildings	2%
Machineries	14%
Furniture and fittings	10%
Office equipment	10%
Computer equipment	20%
Renovation	20%

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.7 PROPERTY, PLANT AND EQUIPMENT (continued)

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and periods of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the property, 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-today servicing of property, 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 property, 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 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 long-term 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:-

(a) its ability to measure reliably the expenditure attributable to the asset under development;

(b) the product or process is technically and commercially feasible;

(c) its future economic benefits are probable;

(d) its ability to use or sell the developed asset; and

(e) the availability of adequate technical, financial and other resources to complete the asset under development.

4.9 INTANGIBLE ASSETS

An intangible asset shall be recognised if, and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and that the cost of the asset can be measured reliably. An entity shall assess the probability of the expected future economic benefits using reasonable and supportable assumptions that represent management's best estimate of the set of economic conditions that will exist over the useful life of the asset. An intangible asset shall be measured initially at cost.

The useful lives of intangible assets are assessed to be either finite or indefinite.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.9 INTANGIBLE ASSETS (continued)

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets that have been capitalised are amortised on a straight line basis over the period of their expected benefit, but not exceeding 5 years begin from the period when the intangible assets are available for use.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level. Such intangible are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

4.10 IMPAIRMENT

(a) Impairment of Financial Assets

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting period 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.

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.

if, in a subsequent period, 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.

(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 period 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 immediately.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.10 IMPAIRMENT (continued)

(b) Impairment of Non-Financial Assets (continued)

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.

4.11 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 period of the respective hire purchase agreements.

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.

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 period 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 period 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.12 INCOME TAXES (continued)

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 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, deposits pledged with financial institutions, 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 with original maturities period three months or less.

4.14 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.

4.15 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 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 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.

4.16 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.16 RELATED PARTIES (continued)

(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.

(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.

4.17 CONTINGENT LIABILITIES

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.

4.18 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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.18 FAIR VALUE MEASUREMENTS (continued)

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

4.19 REVENUE AND OTHER INCOME

(a) 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.

(b) 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.

(c) Interest Income

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

(d) Government Grants

Grants that compensate the Group for expenses incurred are recognised in profit or loss on a systematic basis over the period necessary to match them with the related costs which they are intended to compensate for.

Grants that compensate the Group for the cost of an asset are recognised in profit or loss on a systematic basis over the expected life of the related asset.

4.20 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.

4.21 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 period in which they incurred.

5. INVESTMENTS IN SUBSIDIARIES

	The Company 2015 RM	The Company 2014 RM
Unquoted shares, at cost:		
- in Malaysia	5,938,426	3,738,426
- outside Malaysia	888,800	888,800
	6,827,226	4,627,226
Accumulated impairment losses:		
At 1 May 2014/30 April 2015	(888,800)	(888,800)
	5,938,426	3,738,426

The details of the subsidiaries are as follows:-

Name of Subsidiary	Country of Incorporation	Effective Equity Interest 2015	Effective Equity Interest 2014	Principal Activities
Technodex Solutions Sdn. Bhd.	Malaysia	100%	100%	Providing information technology products and related services, and carrying out relevant research and development activities.
Evodex Solutions Sdn. Bhd.	Malaysia	100%	100%	Providing human resource solutions and other related products.
Tdex Global Limited	Hong Kong SAR	100%	100%	Investment holding.
Suzhou Technodex Co., Ltd.^1	The People's Republic of China.	100%	100%	Dormant.
Idealseed Resources Sdn. Bhd.	Malaysia	55%	-	Provision of employment, consultancy and management services.
Idealseed Talent Tactics Sdn. Bhd.^2	Malaysia	51%	-	Provision of consultancy and supply of human resources.
Idealseed Arrowhead Sdn. Bhd.^2	Malaysia	51%	-	IT outsourcing, IT projects and provision of recruitment and employment services.
Idealseed Creation Sdn. Bhd.^3	Malaysia	51%	-	Dormant.

^1 Interest held by Tdex Global Limited
^2 Interest held by Idealseed Resources Sdn. Bhd.
^3 Interest held by Idealseed Talent Tactics Sdn. Bhd.

5. INVESTMENTS IN SUBSIDIARIES (continued)

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

	The Group 2015 RM	The Group 2014 RM
Idealseed Resources Sdn. Bhd. (IRSB)	1,114,091	-
Idealseed Talent Tactics Sdn. Bhd. (ITTSB)	25,716	-
Idealseed Arrowhead Sdn. Bhd. (IASB)	64,855	-
Other individually immaterial subsidiary	(3,003)	-
	1,201,659	-

(b) The summarised financial information (before intra-group elimination) for each subsidiary that has non-controlling interests that are material to the Group is as follows:-

2015	IRSB RM	ITTSB RM	IASB RM	Total RM
At 30 April				
Non-current assets	472,307	17,529	4,746	494,582
Current assets	2,674,080	118,275	245,801	3,038,156
Current liabilities	(670,629)	(83,322)	(118,189)	(872,140)
Net assets	2,475,758	52,482	132,358	2,660,598
Financial year ended 30 April				
Revenue	7,695,919	705,014	302,150	8,703,083
Profit/(loss) for the financial year	925,602	(11,999)	30,961	944,564
Total comprehensive income/(expense)	925,602	(11,999)	30,961	944,564
Dividends paid to noncontrolling interests	189,000	-	-	189,000
Net cash flows for operating activities	(468,234)	(23,867)	(162,696)	(654,797)
Net cash flows for investing activities	(3,014)	(14,061)	(6,535)	(23,610)
Net cash flows from/(for) financing activities	904,992	(7,379)	69,074	(966,687)

2013	IRSB RM	ITTSB RM	IASB RM	Total RM
At 31 December				
Non-current assets	441,408	17,772	-	459,180
Current assets	1,502,339	138,318	105,813	1,746,470
Non-current liabilities	(69,745)	-	-	(69,745)
Current liabilities	(1,334,846)	(91,609)	(4,416)	(1,430,871)
Net assets	539,156	64,481	101,397	705,034
Financial year ended 31 December				
Revenue	3,992,656	476,607	-	4,469,263
Profit/(loss) for the financial year	226,809	35,410	(5,877)	256,342
Total comprehensive income/(expense)	226,809	35,410	(5,877)	256,342
Dividends paid to noncontrolling interests	1,000,000	-	-	1,000,000
Net cash flows from/(for) operating activities	160,260	75,315	(6,366)	229,209
Net cash flows from/(for) investing activities	340,230	(13,548)	-	326,682
Net cash flows for financing activities	(631,597)	(27,729)	(8,400)	(667,726)

6. PROPERTY, PLANT AND EQUIPMENT

The Group	At 1.5.2014 RM	Acquired During The Year RM	Additions RM	Written Off RM	Depreciation Charge RM	At 30.4.2015 RM
Net Book Value						
Building	-	414,000	-	-	(12,000)	402,000
Machineries	325,830	-	-	-	(61,193)	264,637
Furniture and fittings	289,646	9,021	10,657	(4,896)	(57,073)	247,355
Office equipment	74,775	10,638	420	(25,238)	(21,265)	39,330
Telecommunication equipment	-	9,522	-	-	(3,379)	6,143
Computer equipment	34,469	17,604	220,163	(183)	(66,649)	205,404
Motor vehicle	-	7,651	-	-	(3,400)	4,251
Renovation	86,822	6,940	52,920	(56,497)	(20,740)	69,445
	811,542	475,376	284,160	(86,814)	(245,699)	1,238,565

6. *PROPERTY, PLANT AND EQUIPMENT (continued)*

The Group	At 1.5.2013 RM	Additions RM	Depreciation Charge RM	At 30.4.2014 RM
Net Book Value				
Machineries	51,333	350,500	(76,003)	325,830
Furniture and fittings	342,340	247	(52,941)	289,646
Office equipment	90,822	2,692	(18,739)	74,775
Computer equipment	23,321	26,020	(14,872)	34,469
Renovation	-	98,150	(11,328)	86,822
	507,816	477,609	(173,883)	811,542

The Group	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
2015			
Building	450,000	(48,000)	402,000
Machineries	630,500	(365,863)	264,637
Furniture and fittings	567,408	(320,053)	247,355
Office equipment	175,016	(135,686)	39,330
Telecommunication equipment	34,292	(28,149)	6,143
Computer equipment	446,552	(241,148)	205,404
Motor vehicle	112,750	(108,499)	4,251
Renovation	128,168	(58,723)	69,445
	2,544,686	(1,306,121)	1,238,565
2014			
Machineries	630,500	(304,670)	325,830
Furniture and fittings	543,064	(253,418)	289,646
Office equipment	218,274	(143,499)	74,775
Computer equipment	2,598,115	(2,563,646)	34,469
Renovation	98,150	(11,328)	86,822
	4,088,103	(3,276,561)	811,542

6. *PROPERTY, PLANT AND EQUIPMENT (continued)*

The Company	At 1.5.2014 RM	Additions RM	Written Off RM	Depreciation Charge RM	At 30.4.2015 RM
Net Book Value					
Furniture and fittings	67,868	5,734	(3,798)	(22,180)	47,624
Office equipment	45,747	420	(9,691)	(12,623)	23,853
Computer equipment	1,639	10,038	(30)	(2,981)	8,666
Renovation	15,528	52,920	-	(3,488)	64,960
	130,782	69,112	(13,519)	(41,272)	145,103

The Company	At 1.5.2013 RM	Additions RM	Depreciation Charge RM	At 30.4.2014 RM
Net Book Value				
Furniture and fittings	90,088	-	(22,220)	67,868
Office equipment	57,521	1,135	(12,909)	45,747
Computer equipment	5,267	-	(3,628)	1,639
Renovation	-	17,440	(1,912)	15,528
	152,876	18,575	(40,669)	130,782

The Company	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
2015			
Furniture and fittings	217,441	(169,817)	47,624
Office equipment	88,602	(64,749)	23,853
Computer equipment	20,632	(11,966)	8,666
Renovation	70,360	(5,400)	64,960
	397,035	(251,932)	145,103
2014			
Furniture and fittings	222,198	(154,330)	67,868
Office equipment	129,656	(83,909)	45,747
Computer equipment	126,809	(125,170)	1,639
Renovation	17,440	(1,912)	15,528
	496,103	(365,321)	130,782

7. GOODWILL ON CONSOLIDATION

	The Group	
	2015	2014
	RM	RM
At Cost:-		
Goodwill on consolidation	2,713,542	1,559,393

Goodwill on consolidation arose from the acquisition of subsidiaries in the financial year ended 30 June 2005 and is stated at cost.

Addition of goodwill on consolidation in current financial year arose from the acquisition of subsidiaries in the financial year ended 31 October 2014 and is stated at cost.

The Group has assessed the recoverable amounts of goodwill and determined that no impairment is required. The recoverable amounts of the cash-generating units are determined using the value-in-use approach, and this is derived from the present value of the future cash flows from the information technology segment computed based on the projections of financial budgets approved by management covering a period of 3 years. The key assumptions used in the determination of the recoverable amounts are as follows:-

Gross margin	40%
Growth rate	40%
Discount rate	7%

(i) Budgeted gross margin
The basis used to determine the budgeted gross margin is based on past performance and the expectation of market development.

(ii) Growth rate
The growth rates used are based on the expected projection of the information technology products and related services.

(iii) Discount rate
The discount rates used are weighted average cost of capital.

8. INTANGIBLE ASSETS

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
At 1.5.2014/2013	26,533,967	22,715,171	16,701,409	16,728,827
Addition during the financial year	3,350,007	4,106,427	3,350,007	-
Write-off during the financial year	-	(287,632)	-	(27,418)
At 30.4.2015/2014	29,883,974	26,533,966	20,051,416	16,701,409
Accumulated amortisation:-				
At 1.5.2014/2013	(16,853,183)	(13,662,956)	(10,602,471)	(7,867,903)
Amortisation during the year	(3,359,097)	(3,477,860)	(2,478,479)	(2,761,986)
Write-off during the financial year	-	287,632	-	27,418
	(20,212,280)	(16,853,184)	(13,080,950)	(10,602,471)
At 30.4.2015/2014	9,671,694	9,680,782	6,970,466	6,098,938

8. *INTANGIBLE ASSETS (continued)*

Intangible assets of the Group and of the Company relate to the Technodex Platform Software, Comprehensive Reporting System, Tailoring Production MS, E-Document, Property MS, Warehouse Management, Telematics Platform and ThinkHR System.

Included in the intangible assets of the Group and the Company at the end of the reporting period were staff costs amounting to RM4,869,012 (2014 - RM4,138,302) and RM3,513,450 (2014 - RM2,782,740) respectively.

Included in the intangible assets of the Group and the Company at the end of the reporting period were software licence with a carrying amount of RM1,283,959 (2014 – RM703,726) which were acquired under hire purchase.

9. TRADE RECEIVABLES

	The Group	
	2015	2014
	RM	RM
Trade receivables	4,232,695	4,297,791
Allowance for impairment losses	(22,158)	-
	4,210,537	4,297,791
Allowance for impairment losses:-		
At 1.5.2014/2013	-	(3,801,268)
Addition during the financial year	(22,158)	-
Write-off during the financial year	-	3,801,268
At 30.4.2015/2014	(22,158)	-

(a) The Group's normal trade credit terms range from 30 to 60 (2014 - 30 to 60) days.

(b) The allowance for impairment losses is made mainly on those trade receivables in significant financial difficulties and have defaulted on payments.

10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Other receivables	4,599,694	95,604	3,409	-
Deposits	569,084	613,334	18,600	9,500
Prepayments	539,034	2,380,579	32,406	28,789
	5,707,812	3,089,517	54,415	38,289

11. AMOUNT OWING BY/(TO) SUBSIDIARIES

	The Company	
	2015	2014
	RM	RM
Amount Owing By Subsidiaries		
Current		
Trade balance	3,152,316	2,727,034
Non-trade balances	7,418,441	6,809,643
	10,570,757	9,536,677
Allowance for impairment losses	(7,242,882)	(7,242,882)
	3,327,875	2,293,795
Allowance for impairment losses:-		
At 1.5.2014/2013	(7,242,882)	(7,246,687)
Write-back during the financial year	-	3,805
At 30.4.2015/2014	(7,242,882)	(7,242,882)
Amount Owing To A Subsidiary		
Current		
Non-trade balances	-	(1,186,772)

The non-trade balances represent unsecured interest-free advances and payments made on behalf. The amounts owing are repayable on demand and are to be settled in cash.

12. FIXED DEPOSITS WITH LICENSED BANKS

(a) The fixed deposits with licensed banks of the Group and the Company at the end of the reporting period bore effective interest rates ranging from 2.75% to 3.20%. (2014 - 2.75% to 3.10%) per annum. The fixed deposits have an average maturity period of 12 months (2014 - 12 months).

(b) Included in the fixed deposits with licensed banks of the Group and the Company at the end of the reporting period was an amount of RM NIL (2014 - RM1,759,363) which has been pledged to a licensed bank as security for banking facilities granted to the Group.

13. SHARE CAPITAL

The movements in the authorised and paid-up share capital of the Group/the Company are as follows:-

	The Group/The Company			
	2015	2014	2015	2014
	Number Of Shares		RM	RM
Authorised				
Ordinary shares of RM0.10 each	500,000,000	500,000,000	50,000,000	50,000,000
Issued And Fully Paid-Up				
Ordinary shares of RM0.10 each				
At 1.5.2014/2013	340,785,400	255,589,050	34,078,540	25,558,905
Issuance of shares	34,078,500	85,196,350	3,407,850	8,519,635
Conversion of warrants	530,000	-	53,000	-
At 30.4.2015/2014	375,393,900	340,785,400	37,539,390	34,078,540

During the financial year:-

(a) the Company increased its issued and paid-up share capital from RM34,078,540 to RM37,539,390 by:

(i) the issuance of 34,078,500 new ordinary shares of RM0.10 each at an issue price of RM0.14 per share pursuant to private placement;

(ii) the issuance of 530,000 new ordinary shares of RM0.10 each resulting from the conversion of warrants at the exercise price of RM0.11 per share.

The new shares were issued for cash consideration. The new shares issued rank pari passu in all respects with the existing shares of the Company.

(b) on 23 September 2013, the Company had issued 85,196,350 new Warrants 2013/2018 to all entitled shareholders of the Company on the basis of one (1) free detachable warrant for every three (3) existing ordinary shares of RM0.10 each held in the Company.

Each warrant carries the entitlement to subscribe for one (1) new ordinary share of RM0.10 each in the Company at the exercise price of RM0.11 which shall be satisfied in cash and at any time during the exercise period as indicated above ("Exercise Period") subject to the adjustments in accordance with the provisions of the deed poll dated 6 August 2013. Any warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.

During the financial year, 530,000 Warrants 2013/2018 were converted into ordinary shares. As at 30 April 2015, the total number of Warrants 2013/2018 which remains unconverted amounted to 84,666,350 units. Details of the Warrants 2013/2018 are disclosed in Note 14 to the financial statements.

There were no exercise of warrant since the end of the financial year.

The ordinary shares issued from the exercise of Warrants 2013/2018 shall rank pari passu in all respects with the existing issued ordinary shares of the Company, save and except that they will not be entitled to any dividends, rights, allotment, and/or other distributions that may be declared, made or paid prior to the date of allotment and issue of the new shares arising from the exercise of Warrants 2013/2018.

14. SHARE PREMIUM

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

	The Group/The Company	
	2015	2014
	RM	RM
At 1.5.2014/2013	694,989	1,135,420
Share issuance expenses	(210,389)	(440,431)
Conversion of warrants	1,368,440	-
At 30.4.2015/2014	1,853,040	694,989

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 in Malaysia.

15. FOREIGN EXCHANGE TRANSLATION RESERVE

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

16. HIRE PURCHASE PAYABLES

	The Group	
	2015	2014
	RM	RM
Minimum hire purchase payments:		
- not later than one year	892,406	927,597
- later than one year and not later than five years	-	1,010,614
	892,406	1,938,211
Less: Future finance charges	(27,169)	(106,046)
Present value of hire purchase payables	865,237	1,832,165
Current		
Not later than one year	865,237	934,377
Non-Current		
Later than one year and not later than five years	-	897,788

The hire purchase payables bore an effective interest rates ranging from of 3.90% to 5.00% (2014 - 3.90% to 5.00%) per annum at the end of the reporting year.

17. DEFERRED TAXATION

	The Group	
	2015	2014
	RM	RM
At 1 May	-	-
Recognised in profit or loss (Note 24)	75,624	-
At 30 April	75,624	-

The deferred tax liabilities are attributable to the following:-

Taxable temporary difference between net carrying amount and tax written down value of plant and equipment	75,624	-

18. TRADE PAYABLES

The normal trade credit terms granted to the Group are 30 to 60 days.

19. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Other payables	779,115	105,021	82,780	18,337
Deposits received	-	1,046,057	-	-
Accruals	854,190	526,599	412,450	346,959
	1,633,305	1,677,677	495,230	365,296

Included in accruals is an amount of RM327,500 (2014 – RM255,500) owing to directors and a former director in respect of outstanding remuneration and fees of the Group and the Company.

20. TERM LOANS

	The Group	
	2015	2014
	RM	RM
Current		
Not later than one year	-	2,047,232

Details of the term loans outstanding at the end of the reporting period are as follows:-

Term Loan	Number Of Monthly Instalments	Monthly Instalments RM	Effective Dates Of Commencement Of Repayment	Amount Outstanding 2015 RM	Amount Outstanding 2014 RM
1	36	80,000#	January 2012	-	2,047,232

- The remaining outstanding will be settled with the pledge of fixed deposits of the Group.

The term loans bore a weighted average effective interest of NIL (2014 – 8.10%) per annum at the end of the reporting year were secured by:-

(a) a pledge of certain fixed deposits of the Group; and
(b) corporate guarantee of the Company and third party.

21. NET ASSETS PER SHARE

The net assets per share is calculated based on the net assets value of the Group at the end of the reporting year of RM26,727,381 (2014 – RM21,158,352) divided by the number of ordinary shares in issue at the end of the reporting year of 375,393,900 (2014 - 340,785,400).

22. REVENUE

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Sales of goods and services	20,163,766	12,636,265	-	-
Management fees	-	-	3,152,316	2,727,034
	20,163,766	12,636,265	3,152,316	2,727,034

23. LOSS BEFORE TAXATION

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Loss before taxation is arrived at after charging/(crediting):-				
Allowance for impairment losses				
- trade receivables	22,158	9,829	-	-
Audit fee:				
- current financial year	79,195	65,000	37,195	35,000
- (over)/underprovision in the previous financial year	-	(4,693)	-	3,000
Amortisation of intangible assets	3,359,097	3,477,860	2,478,479	2,761,986
Bad debts written off	13,200	-	-	-
Depreciation of property, plant and equipment	245,699	173,883	41,272	40,669
Directors' fees	292,000	206,000	276,000	206,000
Directors' non-fee emoluments:				
- current financial year	1,127,234	574,363	558,340	412,670
- overprovision in the previous financial year	-	(12,000)	-	(12,000)
Incorporation fee	2,500	-	-	-
Interest expenses:				
- bank overdrafts	19,842	-	-	-
- hire purchase	78,876	111,924	-	-
- term loans	78,381	75,994	-	-
Plant and equipment written off	86,814	-	13,519	-
Rental of equipment	53,038	56,575	-	-
Rental of premises	300,588	138,568	87,600	43,800
Rental of safe	317	-	-	-
Staff costs:				
- salaries and other benefits	3,375,032	3,311,208	444,132	288,370
- defined contribution plan	344,110	410,753	40,465	29,003
Realised loss on foreign exchange	912	-	-	-
Unrealised loss on foreign exchange	-	-	-	84,692
Interest income	(134,115)	(143,833)	(103,190)	(67,510)
Realised gain on foreign exchange	-	(1,902)	-	-
Rental income	(9,600)	-	-	-
Waiver of debts	(1,506,613)	(454,083)	(1,184,577)	(263,233)
Write-back of allowance for impairment losses on:				
- amount owing by a subsidiary	-	-	-	(3,805)
- trade receivables	-	(3,801,268)	-	-

24. INCOME TAX EXPENSE

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Income tax:				
- for the financial year	406,803	58,904	-	16,877
- under/(over) provision in the previous financial year	(40,365)	12,213	301	843
- transfer to deferred taxation (Note 17)	75,624	-	-	-
	442,062	71,117	301	17,720

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 the Company is as follows:-

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Profit/(loss) before taxation	770,021	(366,142)	(218,651)	(685,936)
Tax at the statutory tax rate of 25% (2014 - 25%)	192,505	(91,536)	(54,663)	(171,484)
Tax effects of:-				
Non-deductible expenses	1,479,894	150,440	721,494	188,361
Utilisation of capital allowance	(98,958)	-	(3,334)	-
Utilisation of previously unrecognised business losses	(1,091,014)	-	(663,497)	-
Under/(over) provision of income tax in the previous financial year	(40,365)	12,213	301	843
Income tax expense for the financial year	442,062	71,117	301	17,720

No deferred tax assets are recognised in the statements of financial position for the following items:

	The Group	
	2015	2014
	RM	RM
Unabsorbed capital allowances	-	822,000
Unutilised tax losses	8,877,000	12,621,000
	8,877,000	13,443,000

25. LOSS PER SHARE

The basic loss per share is arrived at by dividing the Group's loss attributable to owners of the Company of RM251,531 (2014 – RM437,259) by the following weighted average number of ordinary shares in issue during the financial year.

	The Group	
	2015	2014
	RM	RM
Continuing operations		
Loss attributable to owners of the Company (RM)	(251,531)	(437,259)
Weighted average number of ordinary shares:		
Issued ordinary shares at 1.5.2014/2013	306,034,913	255,383,932
Effect of new ordinary shares issued	8,704,119	50,650,981
Weighted average number ordinary shares at 30.4.2015/2014	314,739,032	306,034,913
Basic loss per share (Sen)	(0.07)	(0.14)

The diluted loss per share was not presented as there were no dilutive potential ordinary shares outstanding at the end of the reporting year.

26. ACQUISITION OF A SUBSIDIARY, NET OF CASH AND CASH EQUIVALENTS ACQUIRED

During the financial year, the Group acquired 55% equity interest in Idealseed Resources Sdn. Bhd.

The fair values of the identifiable assets and liabilities of Idealseed Resources Sdn. Bhd. at the date of acquisition were:-

	The Group *At Date Of Acquisition* *Carrying Amount/Fair Value* RM
Property, plant and equipment	475,376
Trade and other receivables	1,285,196
Tax recoverable	6,615
Cash and bank balances	136,547
Trade and other payables	(167,256)
Term loans	(68,458)
Minority interest	(659,285)
Share of net assets acquired	1,008,735
Goodwill on acquisition	1,191,265
T otal purchase consideration	2,200,000
Cash and cash equivalents of subsidiary acquired	(136,547)
Net cash inflow for acquisition of a subsidiary	2,063,453

26. ACQUISITION OF A SUBSIDIARY, NET OF CASH AND CASH EQUIVALENTS ACQUIRED (continued)

The non-controlling interests are measured at fair value.

The acquired subsidiary has contributed the following results to the Group:-

	2015 RM
Revenue	8,679,400
Profit after taxation	938,334

If the acquisition had taken place at the beginning of the financial year, the Group's revenue and profit after taxation from operations would have been RM19,275,378 and RM53,667 respectively.

	The Company RM
Idealseed Resources Sdn. Bhd.(Note 35)	2,200,000

27. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	The Group		The Company	
	2015 RM	2014 RM	2015 RM	2014 RM
Cost of plant and equipment purchased	284,160	477,609	69,112	18,575
Amount financed through hire purchase	-	-	-	-
Cash disbursed for purchase of plant and equipment	284,160	477,609	69,112	18,575

28. CASH AND CASH EQUIVALENTS

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

	The Group		The Company	
	2015 RM	2014 RM	2015 RM	2014 RM
Fixed deposits with licensed banks (Note 12)	4,324,366	7,106,836	4,024,366	5,047,473
Cash and bank balances	1,984,167	1,776,403	878,390	683,222
	6,308,533	8,883,239	4,902,756	5,730,695

29. DIRECTORS' REMUNERATION

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

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Executive directors:				
- allowance	11,400	-	5,000	-
- fees:				
- current financial year	88,000	86,000	72,000	86,000
- non-fee emoluments:				
- current financial year	1,101,334	403,170	538,840	403,170
- overprovision in previous financial year	-	(6,000)	-	(6,000)
	1,200,734	483,170	615,840	483,170
Non-Executive directors:				
- allowance	14,500	9,500	14,500	9,500
- fees:				
- current financial year	204,000	120,000	204,000	120,000
- non-fee emoluments				
- overprovision in previous financial year	-	(6,000)	-	(6,000)
	218,500	123,500	218,500	123,500

(b) Details of directors' emoluments of the Group and the Company received/receivable for the financial year/period in bands of RM50,000 are as follows:-

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Executive directors:-				
RM50,001 and above	5	3	2	3
Non-Executive directors:-				
RM50,001 and above	4	-	3	-
Below RM50,000	-	4	1	4
	9	7	6	7

30. 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 its directors, key management personnel and entities within the same group of companies.

(b) Other than those disclosed elsewhere in the financial statements, the Group and the Company also carried out the following significant transactions with the related parties during the financial year:-

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Key management personnel compensation:				
- short-term employee benefits	114,177	768,363	834,340	606,670
Writing back of allowance				
for impairment loss on a subsidiary	-	-	-	(3,805)
Management fees	-	-	3,152,316	2,727,034

31. OPERATING SEGMENTS

The operating segments reporting are not presented as the Group is principally involved in the information technology industry.

Geographical Information

In presenting the information on the basis of geographical segments, segment revenue is based on the geographical location of customers. The carrying values of segment assets are based on the geographical location of the assets.

	Revenue		Non-current Assets	
	2015	2014	2015	2014
	RM	RM	RM	RM
Malaysia	20,163,766	12,636,265	13,623,801	12,051,717

Major Customers

Revenue from one major customer, with revenue equal to or more than 10% of the Group's revenue, amounted to RM6,701,486 (2014 – RM10,313,264) arising from the information technology services.

32. OPERATING LEASE COMMITMENTS

The future minimum lease payments under the non-cancellable operating leases are as follows:-

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Not more than one year	260,318	268,828	87,600	87,600
Later than one year and not later than five years	219,580	82,797	87,600	-
	479,898	351,625	175,200	87,600

33. CONTINGENT LIABILITY

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Unsecured				
Corporate guarantees given to licensed banks for credit facilities granted to subsidiaries	-	-	2,000,000	2,000,000

34. FINANCIAL INSTRUMENTS

The Group's activities are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price 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.

34.1 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 does not have any transactions or balances denominated in foreign currencies and hence is not exposed to foreign currency risk.

(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 34.1(c) to the financial statements.

Interest rate risk sensitivity analysis

The Group is not exposed to interest rate risk as the interest-bearing financial instruments carry fixed interest rates and are measured at amortised costs. As such, sensitivity analysis is not disclosed.

(iii) Equity Price Risk

The Group does not have any quoted investments and hence is not exposed to equity price risk.

34. FINANCIAL INSTRUMENTS (continued)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (continued)

(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.

(i) Credit risk concentration profile

The Group does not have any major concentration of credit risk related to any individual customer or counterparty.

(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	
	2015 RM	2014 RM
Malaysia	4,210,537	4,297,791

(iii) Ageing analysis

The ageing analysis of the Group's trade receivables (including amount owing by related parties) at the end of the reporting period are as follows:-

The Group	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Value RM
2015				
Not past due	1,261,229	-	-	1,261,229
Past due:				
- less than 3 months	2,034,941	-	-	2,034,941
- 3 to 6 months	390,143	8,522	-	381,621
- 7 to 12 months	540,378	7,632	-	532,746
- over 1 year	6,004	6,004	-	-
	4,232,695	22,158	-	4,210,537

34. FINANCIAL INSTRUMENTS (continued)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (continued)

(b) Credit Risk (continued)

(iii) Ageing analysis (continued)

The Group	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Value RM
2014				
Not past due	2,070,516	-	-	2,070,516
Past due:				
- less than 3 months	873,008	-	-	873,008
- 3 to 6 months	343,680	-	-	343,680
- 7 to 12 months	-	-	-	-
- over 1 year	1,010,587	-	-	1,010,587
	4,297,791	-	-	4,297,791

At the end of the reporting period, trade receivables that are individually impaired were those in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancement.

The collective impairment allowance is determined based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience.

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 companies 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 Groups uses ageing analysis to monitor the credit quality of the trade receivables. Any receivables having significant balances past due or more than 60 days, which are deemed to have higher credit risk, are monitored individually.

34. FINANCIAL INSTRUMENTS (continued)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (continued)

(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 period 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 period):-

THE GROUP	Weighted Average Effective Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
2015						
Hire purchase payables	3.90 - 5.00	865,237	892,406	892,406	-	-
Trade payables	-	373,288	373,288	373,288	-	-
Other payables and accruals	-	1,633,305	1,633,305	1,633,305	-	-
		2,871,830	2,898,999	2,898,999	-	-
2014						
Hire purchase payables	3.90 - 5.00	1,832,165	1,938,211	927,597	1,010,614	-
Term loans	8.10	2,047,232	2,142,662	2,142,662	-	-
Trade payables	-	1,592,038	1,592,038	1,592,038	-	-
Other payables and accruals	-	1,677,677	1,677,677	1,677,677	-	-
		7,149,112	7,350,588	6,339,974	1,010,614	-
THE COMPANY						
2015						
Other payables and accruals	-	495,230	495,230	495,230	-	-
2014						
Other payables and accruals	-	365,296	365,296	365,296	-	-
Amount owing to subsidiaries	-	1,186,772	1,186,772	1,186,772	-	-
		1,552,068	1,552,068	1,552,068	-	-

34. FINANCIAL INSTRUMENTS (continued)

34.2 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 shareholder(s) 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 that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as total borrowings from financial institutions divided by total equity.

There was no change in the Group's approach to capital management during the financial year.

The debt-to-equity ratio of the Group at the end of the reporting period was as follows:-

	The Group	
	2015	2014
	RM	RM
Hire purchase payables	865,237	1,832,165
Term loans	-	2,047,232
	865,237	3,879,397
Less: Fixed deposit with licensed banks	(4,324,366)	(7,106,836)
Less: Cash and bank balances	(1,984,167)	(1,776,403)
Net debt	(5,443,296)	(5,003,842)
Total equity	**26,727,381**	**21,158,352**
Debt-to-equity ratio	(0.20)	(0.24)

34.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group		The Company	
	2015	2014	2015	2014
	RM	RM	RM	RM
Financial assets				
Loans and receivables financial assets				
Trade receivables	44,210,537	4,297,791	-	-
Other receivables and deposits	5,168,778	708,938	22,009	9,500
Amount owing by subsidiaries	-	-	3,327,875	2,293,795
Fixed deposit with licensed banks	4,324,366	7,106,836	4,024,366	5,047,473
Cash and bank balances	1,984,167	1,776,403	878,390	683,222
	15,687,848	13,889,968	8,252,640	8,033,990

34. FINANCIAL INSTRUMENTS (continued)

34.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group		The Company	
	2015 RM	2014 RM	2015 RM	2014 RM
Financial liabilities				
Other financial liabilities				
Trade payables	373,288	1,592,038	-	-
Other payables and accruals	1,633,305	1,677,677	495,230	365,296
Amount owing to subsidiaries	-	-	-	1,186,772
Hire purchase payables	865,237	1,832,165	-	-
Term loans	-	2,047,232	-	-
	2,871,830	7,149,112	495,230	1,552,068

34.4 FAIR VALUE MEASUREMENTS

At the end of the reporting period, there were no financial instruments carried at fair values.

The fair values of the financial assets and financial liabilities approximated their carrying amounts due to the relatively short-term maturity of the financial instruments (maturing within the next 12 months). The fair values are included in level 2 of the fair value hierarchy.

35. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

On 17 October 2014, the Company entered into the following agreements to acquire and subscribe a total of 275,000 ordinary shares of RM1.00 each in Idealseed Resources Sdn Bhd ("Idealseed") ("Idealseed Shares") representing 55% of the enlarged issued and paid-up share capital of Idealseed for a total cash consideration of RM2,200,000:-

(i) a conditional Agreement for Sale and Purchase of Shares between the Company as purchaser and Tan Wah Choy as vendor ("Vendor") for the proposed acquisition of 125,000 Idealseed Shares at a purchase price of RM1,000,000, representing RM8.00 per Idealseed Share from the Vendor; and

(ii) a conditional Subscription Agreement between the Company as subscriber, Idealseed as issuer and the Vendor for the proposed subscription by the Company of 150,000 new Idealseed Shares at a subscription price of RM1,200,000, representing RM8.00 per Subscription Share.

36. SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

(a) On 3 June 2015, the Company entered into the following shareholders' agreements:-

(i) the shareholders' agreement between the Company and SurfsTeK Resources (M) Sdn Bhd ("SurfsTeK") to subscribe for an aggregate of 1,500,000 new ordinary shares of RM1.00 each in Surfstek Resources (R&D) Sdn. Bhd. ("SurfsTeKR&D") representing 50% of the enlarged issued and paid-up share capital of SurfsTeKR&D for a total cash consideration of RM1.50 million and to regulate the relationships between the Company and SurfsTeK inter se as the shareholders of SurfsTeKR&D; and

(ii) the shareholders' agreement between the Company and Epilog Tenggara Sdn Bhd ("Epilog") to subscribe for an aggregate of 1,500,000 new ordinary shares of RM1.00 each in MyProperty Data Sdn. Bhd. ("MyProperty") representing 50% of the enlarged issued and paid-up share capital of MyProperty for a total cash consideration of RM1.50 million and to regulate the relationships between the Company and Epilog inter se as the shareholders of MyProperty.

37. SUPPLEMENTARY INFORMATION – DISCLOSURE OF REALISED AND UNREALISED PROFITS/ LOSSES

The breakdown of the accumulated loss of the Group and of the Company at the end of the reporting period into realised and unrealised 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	
	2015 RM	2014 RM	2015 RM	2014 RM
Total accumulated losses of the Company and its subsidiaries:				
- realised	(29,831,209)	(30,191,716)	(18,526,571)	(18,307,619)
- unrealised	(75,624)	-	-	-
	(29,906,833)	(30,191,716)	(18,526,571)	(18,307,619)
Less: Consolidation adjustments	15,365,490	15,901,904	-	-
At 30 April	(14,541,343)	(14,289,812)	(18,526,571)	(18,307,619)

ANALYSIS OF SHAREHOLDINGS
AS AT 24 AUGUST 2015

Authorised capital	:	RM50,000,000.00
Issued and Fully Paid-up Capital	:	RM 37,539,390.00
Class of shares	:	Ordinary shares of RM0.10 each
Voting rights by show of hand	:	One vote for every member
Voting rights by poll	:	One vote for every share held

DISTRIBUTION SCHEDULE OF SHAREHOLDERS

Size of holdings	No. of Holders	No. of shareholdings	%
Less than 100 shares	86	3,939	*
100 – 1,000 shares	45	20,416	0.01
1,001 – 10,000 shares	255	1,789,224	0.47
10,001 – 100,000 shares	716	33,195,809	8.84
100,001 – Less than 5% of issued shares	344	264,624,360	70.50
5% and above of issued shares	3	75,760,152	20.18
Total	**1,449**	**375,393,900**	**100.00**

* Negligible

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS AS AT 24 AUGUST 2015

(As per the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct No. of shares	%	Indirect No. of shares	%
Kerk Han Meng	31,731,086	8.45	-	-
Tan Sze Chong	24,029,066	6.40	66,666 (1)	0.02
Tan Boon Wooi	20,000,000	5.33	-	-
Heng Ling Jy	66,666	0.02	24,029,066 (1)	6.40

Note : -

(1) Deemed interested by virtue of his/her spouse's interest in Technodex Berhad.

DIRECTORS' SHAREHOLDING AS AT 24 AUGUST 2015

(As per the Register of Directors' Shareholdings)

Name of Substantial Shareholders	Direct No. of shares	%	Indirect No. of shares	%
Kerk Han Meng	31,731,086	8.45	-	-
Tan Sze Chong	24,029,066	6.40	66,666 (1)	0.02
Tan Boon Wooi	20,000,000	5.33	-	-
Koo Teck Seong	12,176,000	3.24	-	-

Note : -

(1) Deemed interested by virtue of his spouse's interest in Technodex Berhad.

30 LARGEST SECURITIES ACCOUNT HOLDERS AS AT 24 AUGUST 2015

(without aggregating securities from different securities accounts belonging to the same person)

No.	Name	No. of Shares Held	%
1.	Kerk Han Meng	31,731,086	8.45
2.	Tan Sze Chong	24,029,066	6.40
3.	RHB Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Tan Boon Wooi	20,000,000	5.33
4.	Low Fui Teck	13,193,966	3.51
5.	Koo Teck Seong	12,176,000	3.24
6.	Tee Yok Lan @ Tay Eng Lun	10,858,900	2.89
7.	Sim Guat Keow @ Sim Han Che	10,212,800	2.72
8.	Chan Kean Han	7,333,800	1.95
9.	Wang Han Lin	7,000,000	1.86
10.	Yeo Ann Tin @ Tan Boot Lian	5,084,000	1.35
11.	Chong Siew Mee	5,000,000	1.33
12.	Choo Ai Lee	4,766,666	1.27
13.	Lai Sook Fun	4,555,000	1.21
14.	Lui Yuen Qiu	4,404,100	1.17
15.	Chee Kin @ Chen Hun Ken	4,377,300	1.17
16.	Tan Juat Lai	4,244,900	1.13
17.	Leow Beng Guan	3,951,200	1.05
18.	Low Fui Teck	3,800,966	1.01
19.	Cimsec Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Cheng Yang Chong	3,785,000	1.01
20.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Yap Fee Been	3,600,000	0.96
21.	Sim Li Yin	3,500,066	0.93
22.	Er Ling Hong	3,190,600	0.85
23.	Kerk Su Chyi	3,168,266	0.84
24.	Lim Ah Lik	3,072,000	0.82
25.	Lee Mik Sen	3,000,000	0.80
26.	Kerk Su Chuin	2,924,266	0.78
27.	Chen Chii Sy	2,880,300	0.77
28.	Liew Sze Fook	2,750,000	0.73
29.	Pee Kar Sein	2,643,200	0.70
30.	Lim Yan Leng	2,000,000	0.53

ANALYSIS OF WARRANT HOLDINGS
AS AT 24 AUGUST 2015

Type of Securities	:	Warrants 2013/2018
No. of Warrants Issued	:	85,196,350
Exercise Price	:	RM0.11
Exercise Period	:	23 September 2013 to 22 September 2018

DISTRIBUTION SCHEDULE OF 2013/2018 WARRANT HOLDINGS

Size of holdings	No. of Holders	No. of Warrants Held	%
Less than 100	35	1,572	*
100 – 1,000	12	5,299	*
1,001 – 10,000	52	317,636	0.38
10,001 – 100,000	171	9,136,494	10.79
100,001 – Less than 5% of issued warrants	142	68,216,649	80.58
5% and above of issued warrants	1	6,988,700	8.25
Total	**413**	**84,666,350**	**100.00**

* Negligible

DIRECTORS' WARRANT HOLDINGS AS AT 24 AUGUST 2015
(As per the Register of Directors' Warrant Holdings)

	Direct		Indirect	
Name of Directors	No. of Warrants	%	No. of Warrants	%
Tan Sze Chong	-	-	16,666 [1]	0.02

Note : -
[1] Deemed interested by virtue of his spouse's interest in Technodex Berhad.

ANALYSIS OF WARRANT HOLDINGS (continued)

30 LARGEST 2013/2018 WARRANT HOLDERS AS AT 24 AUGUST 2015

(without aggregating securities from different securities accounts belonging to the same person)

No.	Name	No. of Warrants Held	%
1.	Te Kok Sai @ Tay Pae Seng	6,988,700	8.25
2.	Tan Boon Hwee	3,865,000	4.56
3.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Lai Siew Leong	2,175,000	2.57
4.	Chua Ming Shen	2,168,000	2.56
5.	Tey Kim Hwa	2,050,000	2.42
6.	Pee Kar Sein	2,000,000	2.36
7.	Boey Ak Poo	1,800,000	2.13
8.	Chin Siew Yoon	1,800,000	2.13
9.	Low Chee Keong	1,550,000	1.83
10.	Chong Siew Mee	1,500,000	1.77
11.	Hew Yat Yin	1,500,000	1.77
12.	Loo Eng Hwa	1,406,300	1.66
13.	Moo Tek	1,320,000	1.56
14.	Low Kok Yong	1,300,000	1.54
15.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Low Kok Yong	1,300,000	1.54
16.	Toh Yan Lin	1,173,100	1.39
17.	Koh Eng Soon	1,083,700	1.28
18.	Yap Choi Nga	1,005,500	1.19
19.	Aw Guah Sin	1,000,000	1.18
20.	Ou Meng Hua	1,000,000	1.18
21.	RHB Nominees (Tempatan) Sdn. Bhd. - RHB Securities Singapore Pte. Ltd. for Low Chee Keong	1,000,000	1.18
22.	Wang Han Lin	1,000,000	1.18
23.	Ang Geok Meng	848,000	1.00
24.	Chua Ming Shen	800,000	0.94
25.	Ooi Sing Hwat	800,000	0.94
26.	Cimsec Nominees (Tempatan) Sdn. Bhd - CIMB Bank for Wong Pui Hou	760,900	0.90
27.	Lee Lian Sheng	700,000	0.83
28.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged securities account for Yap Chai	700,000	0.83
29.	Soong Meng Choo	700,000	0.83
30.	Yeoh Song Mein	700,000	0.83

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of TECHNODEX BERHAD ("Technodex" or "the Company") will be held at Redang Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 30 October 2015 at 10.30 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the reports of the directors and auditors thereon. ***Please refer to Note I***
2. To approve the payment of directors' fees for the financial year ended 30 April 2015. ***Resolution 1***
3. To re-elect the following Directors who retire in accordance with Article 93 of the Company's Articles of Association :
   i. Mr. Kerk Han Meng ***Resolution 2***
   ii. Mr. Tan Tian Wooi ***Resolution 3***
4. To re-appoint Messrs. CHI-LLTC as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. ***Resolution 4***

As Special Business :

To consider and if thought fit, pass with or without any modifications, the following resolution :-

5. **ORDINARY RESOLUTION**

   GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ***Resolution 5***

   "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 allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for 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."

6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICSA 7044771)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
30 September 2015

Notes:

i. The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.

ii. A member entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy and only one (1) proxy specifically nominated by the Member, and if no such nomination is made, the proxy whose name is ranked first in the alphabetical order shall be allowed to vote on a show of hands.

iii. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.

iv. Where a member of the Company is an authorised nominee as defined under the Securities 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.

v. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

vi. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

vii. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.

viii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 58(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 23 October 2015. Only members whose names appear in the General Meeting Record of Depositors as at 23 October 2015 shall be regarded as members and entitled to attend, speak and vote at the Eleventh Annual General Meeting.

EXPLANATORY NOTES TO SPECIAL BUSINESS

The Ordinary Resolution proposed under item 5 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, 34,078,500 new ordinary shares of RM0.10 each were issued by the Company at an issue price of RM0.14 per share via a private placement exercise pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 28 October 2014.

The status of utilisation of gross proceeds of RM4,770,990 raised from the private placement exercise by the Company as at 31 July 2015 were as follows:-

Details of utilisation	Proposed utilisation RM'000	Amount utilisation RM'000	Unutilised proceeds RM'000	Timeframe for utilisation
Working capital/ future investment	4,421	(2,081)	2,340	Within 24 months
Expenses in relation to the private placement	(350)	(350)	-	Immediately
Total	4,771	(2,431)	2340	

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PROXY FORM

TechnoDex Berhad 627634-A
(Incorporated in Malaysia)

I/We (full name in capital letters)________________________________NRIC/Company No.________________________________

of (full address)____

being (a) member(s) of TECHNODEX BERHAD hereby appoint (full name in capital letters)__________________________

NRIC No.________________________________of (full address)____

____

or failing him/her,____NRIC No.____________________________________

of (full address)____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Eleventh Annual General Meeting of the Company to be held Redang Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, 30 October 2015 at 10.30 a.m. and at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

No.	Resolutions	For	Against
1.	To approve the payment of directors' fees for the financial year ended 30 April 2015.		
2.	To re-elect Mr. Kerk Han Meng as director who retires in accordance with Article 93 of the Company's Articles of Association.		
3.	To re-elect Mr. Tan Tian Wooi as director who retires in accordance with Article 93 of the Company's Articles of Association.		
4.	To re-appoint Messrs. CHI-LLTC as Auditors of the Company and to authorise the Directors to fix their remuneration.		
5.	To approve the authority for Directors to issue shares pursuant to Section 132D of the Companies Act, 1965.		

Dated this__________________________day of__________________________2015

NO. OF SHARES HELD	
CDS ACCOUNT NO.	

____
Signature of Member(s)/Common Seal

NOTES:

i. A member entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy and only one (1) proxy specifically nominated by the Member, and if no such nomination is made, the proxy whose name is ranked first in the alphabetical order shall be allowed to vote on a show of hands.

ii. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.

iii. Where a member of the Company is an authorised nominee as defined under the Securities 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.

iv. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

v. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

vi. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.

vii. For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 58(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 23 October 2015. Only members whose names appear in the General Meeting Record of Depositors as at 23 October 2015 shall be regarded as members and entitled to attend, speak and vote at the Eleventh Annual General Meeting.

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STAMP

The Company Secretary

TechnoDex Berhad 627634-A

Third Floor, No.79 (Room A),
Jalan SS21/60, Damansara Utama,
47400 Petaling Jaya, Selangor Darul Ehsan.

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www.technodex.com

TechnoDex Berhad (627634-A)
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