Z-Obee Holdings Limited
融達控股有限公司*
(Provisional Liquidators Appointed)
(incorporated in Bermuda with limited liability)
(Hong Kong Stock Code: 948)
(Singapore Stock Code: D5N)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2014

The board (the "Board") of directors (the "Directors") of Z-Obee Holdings Limited (Provisional Liquidators Appointed) (the "Company") announce the results (the "Results Announcement") of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2014 ("FY 2014") (the "Reporting Period") with comparative figures for the year ended 31 March 2013 ("FY 2013") as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2014

	Note	**2014**	2013
		US$	*US$*
		(Audited)	(Audited)
Revenue	*5*	**131,552,607**	179,819,298
Cost of goods sold		**(125,162,881)**	(169,649,693)
Gross profit		**6,389,726**	10,169,605
Other income and gains	*5*	**1,154,946**	1,883,273
Selling and distribution expenses		**–**	(596)
Administrative expenses		**(3,974,745)**	(4,341,319)
Finance costs	*6*	**(3,216,728)**	(2,490,758)
Share of loss of associates		**(124,310)**	(264,553)
Fair value (loss)/gain on financial assets at fair value through profit or loss		**(18,075,242)**	2,729,931
Impairment loss on intangible asset		**(4,613,703)**	–
Impairment loss on goodwill		**–**	(1,377,449)
Impairment loss of prepayments, deposits and other receivables		**(48,436)**	(238,096)
Write off of inventories		**(23,079,671)**	–
Impairment loss on property, plant and equipment		**(1,201,383)**	(970,535)
Impairment loss on trade and factoring receivables		**(31,840,510)**	(274,271)
(Loss)/profit before tax	*7*	**(78,630,056)**	4,825,232
Income tax expense	*8*	**(46,318)**	(560,713)
(Loss)/profit for the year attributable to owners of the Company		**(78,676,374)**	4,264,519
(Loss)/earnings per share attributable to owners of the Company			
Basic	*9*	**(11.15 cents)**	0.67 cents
Diluted	*9*	**(11.15 cents)**	0.67 cents

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2014

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
(Loss)/Profit for the year	**(78,676,374)**	4,264,519
Other comprehensive income for the year:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	**1,052,377**	–
Other comprehensive income for the year, net of tax	**1,052,377**	–
Total comprehensive (loss)/income for the year attributable to owners of the Company	**(77,623,997)**	4,264,519

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2014

	Note	**As at 31 March 2014 US$ (Audited)**	As at 31 March 2013 US$ (Audited)
Non-current assets			
Property, plant and equipment		**1,649,162**	2,916,949
Goodwill		**–**	–
Intangible assets		**–**	4,890,411
Interest in an associate		**10,554,016**	10,678,326
Financial assets at fair value through profit or loss		**2,310,941**	20,383,420
Total non-current assets		**14,514,119**	38,869,106
Current assets			
Inventories		**13,229,293**	26,630,452
Trade and factoring receivables	*10*	**68,015,552**	65,300,829
Prepayments, deposits and other receivables		**41,262,046**	19,946,996
Derivative financial instruments		**–**	592,358
Time deposits with original maturity over three months		**771,435**	17,112,112
Tax recoverable		**128,843**	–
Restricted bank balances		**7,696,066**	7,792,687
Cash and bank balances		**1,103,699**	10,843,318
Total current assets		**132,206,934**	148,218,752
Current liabilities			
Trade and bills payables	*11*	**3,634,749**	923,757
Accruals and other payables		**2,461,396**	4,073,071
Interest-bearing bank borrowings		**49,047,604**	13,709,292
Trust receipt loan		**39,877,541**	51,585,430
Finance lease payables		**1,037,833**	1,102,028
Tax payables		**1,547**	467,893
Total current liabilities		**96,060,670**	71,861,471
Net current assets		**36,146,264**	76,357,281
NET ASSETS		**50,660,383**	115,226,387
EQUITY			
Equity attributable to owners of the Company			
Share capital		**6,101,500**	5,084,590
Reserves		**44,558,883**	110,141,797
TOTAL EQUITY		**50,660,383**	115,226,387

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2014

	Attributable to the owners of the Company						
	Share capital US$	Share premium US$	Share-based payment reserve US$	Foreign currency translation reserve US$	Reserve funds US$	Retained profit/ (Accumulated loss) US$	Total equity US$
As at 1 April 2012	5,084,590	58,564,536	107,662	5,171,421	1,927,625	39,722,995	110,578,829
Change in equity for 2013							
Profit for the year	–	–	–	–	–	4,224,519	4,264,519
Total comprehensive income for the year	–	–	–	–	–	4,264,519	4,264,519
Transactions with owners							
Equity-settled share-based payments	–	–	383,039	–	–	–	383,039
Share options lapsed during the year	–	–	(26,120)	–	–	26,120	–
Transfer to reserve funds	–	–	–	–	6,230	(6,230)	–
Total transactions with owners	–	–	356,919	–	6,230	19,890	383,039
As at 31 March 2013 and 1 April 2013	5,084,590	58,564,536	464,581	5,171,421	1,933,855	44,007,404	115,226,387
Change in equity for 2014							
Loss for the year	–	–	–	–	–	(78,676,374)	(78,676,374)
Exchange differences on translation of foreign operation	–	–	–	1,052,377	–	–	1,052,377
Total other comprehensive income for the year	–	–	–	1,052,377	–	(78,676,374)	(77,623,997)
Transactions with owners							
Share issued during the year	1,016,910	12,141,083	–	–	–	–	13,157,993
Share issued expenses	–	(100,000)	–	–	–	–	(100,000)
Share options lapsed during the year	–	–	(412,340)	–	–	412,340	–
Total transactions with owners	1,016,910	12,041,083	(412,340)	–	–	412,340	13,057,993
At 31 March 2014	**6,101,500**	**70,605,619**	**52,241**	**6,223,798**	**1,933,855**	**(34,256,630)**	**50,660,383**

NOTES

1. GENERAL INFORMATION

The Company (Registration No. 39519) was incorporated in Bermuda on 30 January 2007 under the Companies Act 1981 of Bermuda as an exempted company with limited liability. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. Its principal place of business is located at Unit E, 26/F., Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are a) provision of design and production solution services for mobile handset and computer tablets, b) assembly of mobile handset and computer tablets and surface mounting technology of printed circuit board, and c) distribution and marketing of mobile handset and its components and electronic components.

The Company's shares have been listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 21 November 2007 and 1 March 2010, respectively. Since 3 December 2010, 80,000,000 units of Taiwan Depositary Receipts ("TDRs"), comprising 40,000,000 new shares of the Company and 40,000,000 existing shares held by certain owners of the Company, have been listed on the Taiwan Stock Exchange Corporation (the "TWSE"). With effect from 14 June 2013, the Company converted its listing status on the SGX-ST to secondary listing whilst the primary listing status on the Main Board of the Stock Exchange remains unchanged.

2. STATEMENT OF COMPLIANCE

Except for the matters referred below, including the omission of a consolidated statement of cash flows and disclosures as required under International Financial Reporting Standards (the "IFRSs"), Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), these financial statements have been prepared in accordance with IFRSs, which collective term includes all applicable individual IFRSs, International Accounting Standards (the "IASs") and Interpretations issued by the International Accounting Standards Board ("IASB"), and the disclosure requirements of the Hong Kong Companies Ordinance, which for this financial year and the comparative period continue to be those of the predecessor Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for Part 9 of the new Hong Kong Companies Ordinance (Cap. 622), "Accounts and Audit", which are set out in Sections 76 to 87 of Schedule 11 to that Ordinance and Listing Rules.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 4 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. BASIS OF PREPARATION

Going concern

The Group incurred a loss attributable to the owners of the Company of US$78,676,374 for the year ended 31 March 2014. In preparing these consolidated financial statements, the Directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group and the Company and the ability of the Group and the Company to attain profit and positive cash flows from operations in the immediate and longer term.

Based on the cash flow projections of the Group and having taken into account the assumption that the proposed restructuring of the Company will be successfully completed, the Directors have concluded that the Group and the Company is able to continue as a going concern and to meet their financial liabilities as and when they fall due in the foreseeable future.

Should the Group be unable to continue as a going concern, adjustments would have to be made to restate the values of assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

Winding up petition and suspension of trading of the shares of the Company

On 4 April 2014, Australia and New Zealand Banking Group Limited ("ANZ") presented winding-up petitions to the High Court for the winding-up of the Company and Max Sunny Limited ("Max Sunny"), a wholly-owned subsidiary of the Company.

On the same day, summonses were filed with the High Court seeking the appointment of provisional liquidators to the Company and Max Sunny. The petitions and summonses were also supported by The Hongkong and Shanghai Banking Corporation Limited ("HSBC"). Following the presentation of the petitions, the Company and Max Sunny engaged in negotiations with ANZ, with the view to reaching a settlement in respect of the petitions and summonses.

On 2 May 2014, the Company and Max Sunny agreed on principle terms of settlement. On 7 May 2014, a Deed of Settlement (the "Deed") was entered into between ANZ, HSBC, the Company and Max Sunny in full and final settlement of the loans due to ANZ and HSBC. The Deed provided for an agreed amount to be paid to each of ANZ and HSBC in five instalments. Upon full compliance of the Deed by the Company and Max Sunny, ANZ would apply to the High Court for the withdrawal or dismissal of the winding-up petitions.

The winding-up petitions were further adjourned to 2 July 2014 and the applications for the appointment of provisional liquidators were adjourned on terms that allowed ANZ to restore the applications on an urgent basis and without objection from the Company and Max Sunny in the event that the Company and Max Sunny failed to meet their obligations under the Deed.

On 6 June 2014, the Company and Max Sunny failed to pay the third instalment due in accordance with the Deed. On 16 June 2014, the applications for appointment of provisional liquidators were restored on an urgent basis and the High Court provided notices to the Company and Max Sunny that the applications would be heard on 27 June 2014.

At the hearing of 27 June 2014 the High Court handed down orders appointing Yat Kit Jong and Donald Edward Osborn as the Joint and Several Provisional Liquidators of the Company and Max Sunny (the "Provisional liquidators"). Accordingly, trading in the shares of the Company (the "Shares") on the Stock Exchange was suspended at 2:37 pm on 27 June 2014 at the request of the Company.

As mentioned above, trading in the Company's shares on the Main Board of the Stock Exchange has been suspended since 27 June 2014.

Since their appointment, the Provisional Liquidators have been investigating into the affairs of the Group and have taken all necessary actions to preserve the assets. The Provisional Liquidators have also gathered information relating to the status of the Group through meetings with various parties, including but not limited to Ms Yang Jian Hui (the executive director and the Chief Financial Officer of the Group) and various former employees.

Proposed restructuring of the Group

Given the situation of the Group, the Provisional Liquidators with the assistance of Asian Capital (Corporate Finance) Limited which acted as the financial adviser to the Company, sought to identify potential investors with a view to restructuring the Company and submitting a viable resumption proposal to the Stock Exchange.

As announced by the Company on 24 July 2014, the Company received a letter from the Stock Exchange, which stated that in view of the Court Order and the appointment of the Provisional Liquidators, the Stock Exchange considered that the Company might have serious financial difficulties. As the Company had not published the annual results for the year ended 31 March 2014, the Stock Exchange was unable to assess the performance and financial position of the Company. Further it was unclear as to the operating status of the Company and whether the Company still had sufficient level of assets and operations to fulfil the requirement under Rule 13.24 of the Listing Rules. The Stock Exchange therefore decided to place the Company in the first delisting stage under Practice Note 17 of the Listing Rules due to the Company's failure to comply with Rule 13.24 of the Listing Rules. The Company was required to submit a viable resumption proposal, which could, among others, demonstrate its compliance with Rule 13.24 of the Listing Rules, at least 10 business days before the expiry of the first delisting stage, i.e. 15 January 2015.

As no resumption proposal was submitted before the expiry date of the first delisting stage, the Company received a letter from the Stock Exchange dated 20 January 2015. In the letter, the Stock Exchange informed the Company that it had been placed in the second stage of delisting procedures commencing on 20 January 2015 pursuant to Practice Note 17 to the Listing Rules. The Company was required to submit a viable resumption proposal 10 business days before the second delisting stage expires i.e. on or before 3 July 2015, which should meet the following conditions:

1. demonstrate sufficient operations or assets to comply with Rule 13.24;

2. address auditors' qualifications and demonstrate adequate internal control system; and

3. withdraw and/or dismiss the winding-up petition against the Company and discharge the Provisional Liquidators.

On 5 June 2015, the Company, the Provisional Liquidators and an investor entered into a framework agreement, which was subsequently amended and restated by an amendment and restatement framework agreement dated 5 October 2015, pursuant to which the parties agreed on the principal terms of a proposed restructuring of the Group with a view to resume trading in the Shares on the Stock Exchange. A proposal setting out details of the proposed restructuring together with the basis for the resumption of trading in the Shares (the "Resumption Proposal") was prepared and submitted to the Stock Exchange on 19 July 2015. However, without raising any question or query on the Resumption Proposal, the Listing Division of the Stock Exchange notified the Company on 31 July 2015 that it considered that the Resumption Proposal had not satisfactorily demonstrated sufficiency of operations or assets as required under Rule 13.24 of the Listing Rules and it would recommend the Listing Committee of the Stock Exchange (the "Listing Committee") to place the Company in the third delisting stage.

Pursuant to a letter dated 14 August 2015 from the Stock Exchange, the Listing Committee considered that the Resumption Proposal was not viable and decided to place the Company in the third delisting stage under Practice Note 17 to the Listing Rules (the "Ruling"). In arriving at the above decision, the Listing Committee had considered that, among others, the business of the Company in the Resumption Proposal was insufficient to justify the Company's continued listing.

The Company disagrees with the Ruling and on 18 August 2015 formally requested the Listing Committee to provide detailed written reasons for the Ruling. On 24 August 2015, the Company also submitted a formal request to the Stock Exchange for a review of the Ruling by the Listing (Review) Committee of the Stock Exchange. A review hearing of the Ruling is scheduled to be held on 17 December 2015. Further announcement(s) will be made by the Company when there are material developments as appropriate.

As of the date of this report, the management has used its best effort, to the extent commercially practicable, to reconstruct the accounting records of the Group for the year ended 31 March 2014, applying their best estimates and judgement based on the information of the Group that are available to the management. However, given the loss of some books and records and serious doubts over the reliability of the Group's accounting and other records, the Board believes that, as at the date of the report, it is almost impossible, and not practical, to ascertain the correct revenue and profit or loss (and the resultant assets and liabilities) for the current year for inclusion in the consolidated financial statements of the Group. Also, due to loss of some books and records, the Board believes that it is almost impossible, and not practical, to verify the financial information as reported in the consolidated financial statements of the Group for past years. Accordingly, the comparative financial information disclosed in the financial statements only represents such information as reported in the published 2013 financial statements and therefore may not be comparable with the figures for the current year. Due to insufficient information available to the Directors of the Company, the consolidated financial statements do not contain a consolidated statement of cash flow as required by IAS 7, *Statement of Cash Flows*.

Any adjustments arising from the matters described above would have a consequential significant effect on the net loss of the Group for the year ended 31 March 2014 and net assets of the Group as at 31 March 2014.

Due to the limited information available and most of the former key accounting personnel of the Group have left without notice, the Directors were unable to obtain sufficient documentary information to satisfy themselves regarding the completeness of books and records and the treatment of various balances as included in the consolidated financial statements for the year ended 31 March 2014 and have formed the opinion as follows:

As the consolidated financial statements have been prepared based on the incomplete books and records available to the Company, the Directors of the Company are unable to represent that all transactions entered into by the Group for the year ended 31 March 2014 have been properly reflected in the consolidated financial statements. In this connection, the Directors of the Company are also unable to represent as to the completeness, existence and accuracy of identification and the disclosures of the financial statements in accordance with IFRSs and that the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

4. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised Standards, Amendments and Interpretations ("new and revised IFRSs") that are first effective for the current accounting period.

Amendments to IFRSs Annual Improvements to IFRSs 2009-2011 Cycle
Amendments to IAS 1 Presentation of Items of Other Comprehensive Income
Amendments to IFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to IFRS 10, IFRS 11 and IFRS 12 Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
IFRS 10 Consolidated Financial Statements
IFRS 11 Joint Arrangements
IFRS 12 Disclosure of Interests in Other Entities
IFRS 13 Fair Value Measurement
IAS 19 (as revised in 2011) Employee Benefits
IAS 27 (as revised in 2011) Separate Financial Statements
IAS 28 (as revised in 2011) Investments in Associates and Joint Ventures
IFRIC – Int 20 Stripping Costs in the Production Phase of a Surface Mine

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period with the exception of the amendments to IAS 36 Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets, which modify the disclosure requirements for impaired non-financial assets. The amendments are effective for annual periods beginning on or after 1 January 2014, but as permitted by the amendments, the Group has adopted the amendments early.

The application of other new and revised standards and interpretations in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

5. REVENUE, OTHER INCOME AND GAINS

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
Revenue		
Distribution and marketing of mobile handset and its components and electronic components	**130,222,607**	174,751,060
Provision of design and production solution services for mobile handset and computer tablets	**1,330,000**	4,136,659
Assembly of mobile handset and computer tablets and surface mounting technology of printed circuit board	**–**	931,579
	131,552,607	179,819,298
Other income and gains		
Interest income	**1,106,598**	1,229,623
Foreign exchange loss, net	**(1,943)**	–
Fair value gain on derivative financial instruments	**–**	592,126
Gain on disposal of property, plant and equipment	**–**	3,767
Sundry income	**50,291**	465
Rental income	**–**	57,292
	1,154,946	1,883,273
	132,707,553	181,702,571

On the basis that the relevant books and records are either lost or are incomplete, no representation is made by the Board as to the completeness, occurrence and accuracy of the revenue, other income and gain as of the date of approval of these consolidated financial statements.

6. FINANCE COSTS

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
Interest on bank borrowings	**2,341,818**	2,386,155
Interest on finance lease	**9,883**	15,533
Interest on factoring	**865,027**	89,070
	3,216,728	2,490,758

On the basis that the relevant books and records are either lost or are incomplete, no representation is made by the Board as to the completeness, occurrence and accuracy of the finance costs as of the date of approval of these consolidated financial statements.

7. (LOSS)/PROFIT BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
(a) Staff costs		
Employee benefit expenses (including directors' and chief executive's emoluments)		
Wages, salaries, bonus and allowances*	**705,208**	811,532
Termination benefits	**–**	75,242
Equity-settled share-based payments	**–**	239,795
Pension scheme contributions	**90,620**	93,886
	795,828	1,220,455
(b) Other items		
Cost of inventory sold	**125,028,943**	169,092,118
Depreciation of property, plant and equipment	**170,753**	466,240
Amortisation of intangible assets	**276,708**	276,708
Auditor's remuneration	**141,744**	238,066
Minimum lease payments under operating leases in respect of land and buildings	**155,257**	142,675
(c) Other operating expenses		
Impairment loss on goodwill	**–**	1,377,449
Impairment loss on prepayments, deposits and other receivables	**48,436**	238,096
Impairment loss on property, plant and equipment	**1,201,383**	970,535
Impairment loss on trade and factoring receivables	**31,840,510**	274,271
Impairment loss on intangible assets	**4,613,703**	–
Foreign exchange loss	**7,768**	56,782
Gain on disposal of property, plant and equipment	**–**	(3,767)
Fair value gain on derivative financial instruments	**–**	(592,126)
Fair value loss/(gain) on financial assets at fair value through profit or loss	**18,075,242**	(2,729,931)

* The amounts included in cost of inventory sold during the year amounted to US$Nil (2013: US$345,940)

On the basis that the relevant books and records are either lost or are incomplete, no representation is made by the Board as to the completeness, occurrence and accuracy of the disclosure of (loss)/profit before tax as of the date of approval of these consolidated financial statements.

8. INCOME TAX EXPENSE

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
Current tax – Hong Kong Profits Tax		
Charge for the year	**46,318**	592,677
Over provision in prior years	**–**	(1,417)
	46,318	591,260
Current tax – PRC		
Charge for the year	**–**	–
Over provision in prior years	**–**	(30,547)
Total tax charge for the period	**46,318**	560,713

On the basis that the relevant books and records are either lost or are incomplete, no representation is made by the Board as to the accuracy of the income tax as of the date of approval of these consolidated financial statements.

9. (LOSS)/PROFIT PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of US$78,676,374 (profit of 2013: US$4,264,519) and the weighted average number of 705,573,426 (2013: 635,573,662) ordinary shares in issue during the year.

Diluted

During the year ended 31 March 2013, the calculation of diluted earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of US$4,264,519 and the weighted average number of 636,769,906 ordinary shares, being the weighted average number of ordinary shares of 635,573,662 in issue during the year used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 1,196,244 assumed to have been issued at no consideration on the deemed exercise of the share options outstanding during the reporting period.

Diluted loss per share equals to the basic loss per share for the year ended 31 March 2014 because the outstanding share options had an anti-dilutive effect on the basic loss per share. As disclosed in note 3, as the (loss)/profit attributable to owners of the Company may not be accurate, no representation is made by the Board as to the accuracy of the (loss)/earnings per share of the Company as of the date of approval of these consolidated financial statements.

10. TRADE AND FACTORING RECEIVABLES

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
Trade and factoring receivables	**100,130,333**	65,575,100
Impairment	**(32,114,781)**	(274,271)
Net carrying amount	**68,015,552**	65,300,829

The movements in the provision for impairment of trade and factoring receivables are as follows:

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
At 1 April	**274,271**	–
Impairment losses recognised	**31,840,510**	274,271
At 31 March	**32,114,781**	274,271

Given the loss of some books and records, unreliability of records found and the absence of key personnel, the Board believes that it may be almost impossible, and not practical, to ascertain to completeness, existence and accuracy of the trade and factoring receivables of the Group, or to perform a detailed analysis of the Group's trade and factoring receivable aging, credit policy and impairment assessment.

11. TRADE AND BILLS PAYABLES

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
Trade payables	**1,317,244**	923,757
Bills payables	**2,317,505**	–
	3,634,749	923,757

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2014	2013
	US$	*US$*
	(Audited)	(Audited)
0 to 30 days	**–**	–
31 to 60 days	**–**	96,083
61 – 90 days	**–**	–
Over 90 days	**3,634,749**	827,674
	3,634,749	923,757

As disclosed in note 3, on the basis that the relevant books and records are either lost or are incomplete, no representation is made by the Board as to the completeness, existence and accuracy of the trade and bills payables of the Group as of the date of approval of these consolidated financial statements.

EXTRACT FROM INDEPENDENT AUDITOR'S REPORT

The Company's auditor has issued the disclaimer of opinion on the Group's consolidated financial statements for the year ended 31 March 2014, an extract of which is as follows:

BASIS FOR DISCLAIMER OF OPINION

Incomplete Books and Records

Up to the date of this report, given the loss of some books and records and serious doubts over the reliability of the Group's accounting and other records, the Board believes that, it is almost impossible, and not practical, to ascertain the correct revenue and profit or loss (and the resultant assets and liabilities) for the current year for inclusion in the consolidated financial statements of the Group. Also, due to loss of some books and records, the Board believes that it is almost impossible, and not practical, to verify the financial information as reported in the consolidated financial statements of the Group for past years. We were therefore unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the completeness, accuracy, existence, valuation, classification and disclosures of the transactions of the Group.

Given these circumstances, which are more fully disclosed in note 2.2 to the financial statements, there were no practicable audit procedures that we could perform to satisfy ourselves that the information and documents presented to us for the purpose of our audit are complete and accurate in all material respects, nor to quantify the extent of adjustments that might be necessary in respect of the Group's financial information.

As a result, in performing our audit of the consolidated financial statements of the Group for the year ended 31 March 2014, there were no practicable audit procedures that we could perform to satisfy ourselves that whether the balances of assets, liabilities and reserves as at 1 April 2012 and the corresponding figures for 2013 were fairy stated.

Included in the Company's statement of financial position are investment in a subsidiary of US$2,622,935 and US$2,910,260 and due from subsidiaries of US$69,471,270 and US$57,422,638 as at 31 March 2014 and 31 March 2013 respectively, due to the scope limitations as mentioned above, we are unable to satisfy ourselves as to the fairness of the amounts carried as investment in a subsidiary and due from subsidiaries in the Company's financial statements or to determine whether any provision for impairment loss is necessary in respect of the above. Any adjustments would have a consequential effect on the net assets of the Company as at 31 March 2014 and 31 March 2013 and of its net loss for the years then ended and the related disclosures in the consolidated financial statements.

Any adjustments found to be necessary in respect thereof had we obtained sufficient appropriate audit evidence would have had a consequential effect on the net assets of the Group as at 1 April 2012, 1 April 2013 and 31 March 2014, and of its loss/profit for the years ended 31 March 2014 and 31 March 2013, and the related disclosures thereof in the consolidated financial statements.

Non-Compliance with IFRSs and Omission of Disclosures

As explained in note 2.2 to the financial statements, as the consolidated financial statements of the Group have been prepared by the provisional liquidators and directors based on incomplete books and records, the provisional liquidators and directors believe they are almost impossible and not practicable to ascertain the correct amounts. Consequently, the provisional liquidators and directors of the Company were unable to confirm that the financial statements comply with IFRSs, or that the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited have been complied with. Given these circumstances, which are more fully described in note 2.2, there were no practicable audit procedures that we could perform to quantify the extent of adjustments that might be necessary in respect of the Group's financial statements.

Material Uncertainty Related to Going Concern Basis

In forming our opinion, we have considered the adequacy of the disclosures made in note 2.2 to the financial statements which explains that a proposal for the resumption of trading in the Company's shares and the restructuring of the Group (the "Resumption Proposal") was submitted to The Stock Exchange of Hong Kong Limited on 19 July 2015.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the uncertainty relating to the completion of the restructuring, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis of preparation of these financial statements.

DISCLAIMER OF OPINION

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2014 and of the Group's loss for the year then ended in accordance with International Financial Reporting Standards and as to whether the financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

RESULTS FOR THE YEAR ENDED 31 MARCH 2014

Business and Financial Review

Winding up petition, appointment of the Provisional Liquidators and restructuring of the Group

On 4 April 2014, ANZ presented winding-up petitions to the High Court for the winding-up of the Company and Max Sunny. On the same day, summonses were filed with the High Court seeking the appointment of provisional liquidators to the Company and Max Sunny. The petitions and summonses were also supported by HSBC. Following the presentation of the petitions, the Company and Max Sunny engaged in negotiations with ANZ, with the view to reaching a settlement in respect of the petitions and summonses.

On 2 May 2014, the Company, Max Sunny and ANZ agreed on principle terms of settlement. On 7 May 2014, the Deed was entered into among ANZ, HSBC, the Company and Max Sunny in full and final settlement of the loans due to ANZ and HSBC. The Deed provided for an agreed amount to be paid to each of ANZ and HSBC in five instalments. Upon full compliance of the Deed by the Company and Max Sunny, ANZ would apply to the High Court for the withdrawal or dismissal of the winding-up petitions.

Accordingly, the winding-up petitions were further adjourned to 2 July 2014 and the applications for the appointment of provisional liquidators were adjourned on terms that allowed ANZ to restore the applications on an urgent basis and without objection from the Company and Max Sunny in the event that the Company and Max Sunny failed to meet their obligations under the Deed.

On 6 June 2014, the Company and Max Sunny failed to pay the third instalment due in accordance with the Deed. On 16 June 2014, the applications for appointment of provisional liquidators were restored on an urgent basis and the High Court provided notices to the Company and Max Sunny that the applications would be heard on 27 June 2014. At the hearing of 27 June 2014 the High Court handed down orders appointing Yat Kit Jong and Donald Edward Osborn as the Joint and Several Provisional Liquidators of the Company and Max Sunny. Accordingly, trading in the Shares on the Stock Exchange was suspended at 2:37 p.m. on 27 June 2014 at the request of the Company.

Since their appointment, the Provisional Liquidators have been investigating into the affairs of the Group and have taken all necessary actions to preserve the assets. The Provisional Liquidators have also gathered information relating to the status of the Group through meetings with various parties, including but not limited to Ms Yang Jian Hui (the executive director and the Chief Financial Officer of the Group) and various former employees.

Furthermore, the Company and the Provisional Liquidators have entered into agreement with a view to restructuring of continuing the business of the Group, details of which are set out below.

Revenue and gross profit

For the Reporting Period, the Group recorded turnover and gross profit of US$131,552,607 (2013: US$179,819,298) and US$6,389,726 (2013: US$10,169,605) respectively.

Loss for the Reporting Period attributable to owners of the Company was US$78,676,374 (2013: profit attributable to owners of the Company was US$4,264,519). The Group's total turnover represented a decrease of 26.8% as compared to the year ended 31 March 2013, while gross profit dropped approximately 37.2%.

Total assets and liabilities

As of 31 March 2014, the total assets and total liabilities of the Group was US$146,721,053 (2013: US$187,087,858) and US$96,060,670 (2013: US$71,861,471) respectively.

Subscription of new shares under a general mandate

On 12 September 2013, the Company entered into ten separate subscription agreements with ten subscribers in relation to the subscription of an aggregate of 127,114,000 subscription shares at the subscription price of HK$0.80 per subscription share. The subscription shares represent approximately 20.00% of the existing issued share capital of the Company and approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the subscription shares. The subscription shares were allotted and issued under the general mandate granted to the Directors by the shareholders (the "Shareholders") of the Company at the annual general meeting of the Company held on 31 July 2012.

The gross proceeds of the subscription were approximately HK$101.69 million. The net proceeds of the subscription, after the deduction of the related expenses, were approximately HK$101.59 million. The Company intended to apply and had applied the net proceeds of the subscription as general working capital of the Group. For further details, please refer to the announcement of the Company dated 12 September 2013. The subscription was completed on 26 September 2013.

Delisting of Taiwan Depositary Receipts

The Company's Taiwan Depositary Receipts (the "TDRs") were listed on the Taiwan Stock Exchange Corporation (the "TWSE") on 3 December 2010. The TDRs were sold and traded on the Taiwan stock market in the same way as other stocks listed on the Taiwan stock market. The TDRs provide holders to an entitlement to 80,000,000 underlying Shares that are held in custody by a custodian bank. The 80,000,000 underlying Shares comprise 40,000,000 new shares of the Company and 40,000,000 existing shares held by certain owners of the Company.

On 2 July 2014, the TWSE issued a letter to the Company stating that the TDRs of the Company would be delisted if the shares of the Company could not resume trading on the Stock Exchange after 6 months of the suspension of trading in Taiwan (i.e. 4 July 2014). Eventually, the Company was advised by the TWSE that the TDRs of the Company would be delisted on 1 March 2015 in accordance with the Operating Rules of the TWSE. Following the delisting of the TDRs in TWSE, it was recognised that the total issued TDRs in Taiwan as at 1 March 2015 amounted to 61,529,000.

Restructuring of the Group

Given the situation of the Group, the Provisional Liquidators, with the assistance of Asian Capital (Corporate Finance) Limited which acted as the financial adviser to the Company, sought to identify potential investors with a view to restructuring the Company and submitting a viable resumption proposal to the Stock Exchange.

As announced by the Company on 24 July 2014, the Company received a letter from the Stock Exchange, which stated that in view of the Court Order and the appointment of the Provisional Liquidators, the Stock Exchange considered that the Company might have serious financial difficulties. As the Company had not published the annual results for the year ended 31 March 2014, the Stock Exchange was unable to assess the performance and financial position of the Company. Further, it was unclear as to the operating status of the Company and whether the Company still had sufficient level of assets and operations to fulfil the requirement under Rule 13.24 of the Listing Rules. The Stock Exchange therefore decided to place the Company in the first delisting stage under Practice Note 17 of the Listing Rules due to the Company's failure to comply with Rule 13.24 of the Listing Rules. The Company was required to submit a viable resumption proposal, which could, among others, demonstrate its compliance with Rule 13.24 of the Listing Rules, at least 10 business days before the expiry of the first delisting stage, i.e. 15 January 2015.

As no resumption proposal was submitted before the expiry date of the first delisting stage, the Company received a letter dated 20 January 2015 from the Stock Exchange and was informed that the Company had been placed in the second stage of delisting procedures commencing on 20 January 2015 pursuant to Practice Note 17 to the Listing Rules. The Company was required to submit a viable resumption proposal 10 business days before the second delisting stage expires, i.e. on or before 3 July 2015, which should meet the following conditions:

1. demonstrate sufficient operations or assets to comply with Rule 13.24;

2. address auditors' qualifications and demonstrate adequate internal control system; and

3. withdraw and/or dismiss the winding-up petition against the Company and discharge the Provisional Liquidators.

On 5 June 2015, the Company, the Provisional Liquidators and an investor entered into a framework agreement, which was subsequently amended and restated by an amendment and restatement framework agreement dated 5 October 2015, pursuant to which the parties agreed on the principal terms of a proposed restructuring of the Group with a view to resume trading in the Shares on the Stock Exchange. The Resumption Proposal was prepared and submitted to the Stock Exchange on 19 July 2015. However, without raising any question or query on the Resumption Proposal, the Listing Division of the Stock Exchange notified the Company on 31 July 2015 that it considered that the Resumption Proposal had not satisfactorily demonstrated sufficiency of operations or assets as required under Rule 13.24 of the Listing Rules and it would recommend the Listing Committee to place the Company in the third delisting stage.

Pursuant to a letter dated 14 August 2015 from the Stock Exchange, the Listing Committee considered that the Resumption Proposal was not viable and decided to place the Company in the third delisting stage under Practice Note 17 to the Listing Rules (the "Ruling"). In arriving at the above decision, the Listing Committee had considered that, among others, the business of the Company in the Resumption Proposal was insufficient to justify the Company's continued listing.

The Company disagrees with the Ruling and on 18 August 2015 formally requested the Listing Committee to provide detailed written reasons for the Ruling. On 24 August 2015, the Company also submitted a formal request to the Stock Exchange for a review of the Ruling by the Listing (Review) Committee of the Stock Exchange. A review hearing of the Ruling is scheduled to be held on 17 December 2015. Further announcement(s) will be made by the Company when there are material developments as appropriate.

DIVIDENDS

The Directors did not recommend any dividend for the Reporting Period.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2014, the Group had current assets of US$132,206,934 (2013: US$148,218,752) and current liabilities of US$96,060,670 (2013: US$71,861,471) and total bank and cash balances other than restricted bank balances of approximately US$1,875,134 (2013: US$27,955,430).

Liabilities and payables presented in the Results Announcement are prepared according to the books and records and available information to the Provisional Liquidators and the Directors.

CAPITAL COMMITMENT

Based on books and records of the Group available to the Provisional Liquidators and the Directors, no information of the capital commitments of the Group is made available.

CHARGE ON ASSETS

Given the loss of some books and records and serious doubts over the reliability of the Group's accounting and other records, the Provisional Liquidators and the Board believe that as at the date of this report, it is almost impossible, and not practical, to ascertain the details of any charge of the Group's assets.

CONTINGENT LIABILITIES

Based on books and records of the Group available to the Provisional Liquidators and the Board, as at 31 March 2014, the Group did not have any material contingent liabilities. However, any contingent liabilities/claims against the Company will be subject to the High Court's approval and the relevant claims will be subject to a formal adjudication process.

EMPLOYEES AND REMUNERATION POLICIES

Based on the available books and records, other than the Directors, the Group employed at least 2 employees in Hong Kong as at 31 March 2014. Remuneration package is reviewed annually and determined by reference to market pay and individual performance. In addition to salary payments, the Group also provides other employment benefits such as a provident fund.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

To the best knowledge of the Provisional Liquidators and the Board, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

OUTLOOK/PROSPECT

The Provisional Liquidators have been working closely with an investor since entering into the framework agreement. With the support of and the working capital facility provided by an investor, the Group is steadily reviving its business operations. The proposed restructuring contained in the Resumption Proposal, if successfully implemented, will result in, among others:

(i) business operations of the Group resumed and continued that would satisfy the requirements under Rule 13.24 of the Listing Rules;

(ii) a restructuring of the share capital of the Company through a capital reduction, a capital cancellation, a share consolidation;

(iii) an issue of new shares of the Company by way of an open offer and a share subscription by the Investor;

(iv) all claims against, and liabilities of, the Company will be discharged and compromised in full by way of schemes of arrangement in Hong Kong and Bermuda; and

(v) the resumption of trading in the shares of the Company.

Further announcement(s) will be made by the Company regarding the progress of restructuring leading to the resumption of trading in the shares of the Company as and when appropriate.

CODE ON CORPORATE GOVERNANCE PRACTICES

Compliance with the Corporate Governance Code

The Company has complied with the principles (the "Principles") and code provisions (the "Code Provisions") as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") in Appendix 14 of the Listing Rules, except for the following:

– Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wang Shih Zen is the chairman of the Board ("Chairman") and the Chief Executive Officer ("CEO"). The details are explained under the heading "Chairman and CEO".

– Pursuant to code provision A.6.7 of the CG Code that independent non-executive directors and other non-executive directors should attend general meetings of the Company and develop a balanced understanding of the views of Shareholders. Based on the information made available to the Board, for the annual general meeting of the Company held on 27 September 2013, Mr. Wang Tao, Mr David Lim Teck Leong and Mr. Lo Hang Fong, being former executive Director, former non-executive Director and former independent non-executive Director respectively were unable to attend.

– Pursuant to code provision A.2.7 of the CG Code, the chairman of the Board should at least annually hold meetings with the non-executive Directors (including independent non-executive Directors) without the presence of the executive Directors. Based on the information made available, the Provisional Liquidators and the Directors are unable to ascertain whether the meeting has been held during the Reporting Period.

On 27 June 2014, the Provisional Liquidators were appointed by the High Court to, among others, take control and possession of the assets of the Group. Certain Company's books and records have not been located by the Provisional Liquidators. The Provisional Liquidators have engaged an independent accounting firm to review the internal control system of the Group with a view to fulfilling the requirements of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

Board meeting and Directors' Attendance

The Board is not able to locate the full set of attendance record of each of Directors at the Board meetings during the Reporting Period. Based on the information made available to the Provisional Liquidators and the Board, there were at least 5 Board meetings held for the Reporting Period. However, the Board is not able to locate the full set of attendance record of each of the Directors at the Board meetings during Reporting Period.

According to the Board meeting minutes located from the Company's record, the Company has conducted meetings for the discussion of the loan agreements, nomination of the Directors and appointment of key management personnel.

Chairman and CEO

During the Reporting Period, Mr. Wang Shih Zen ("Mr. Wang"), was the Chairman and Chief Executive Officer of the Company. Based on the information made available to the Provisional Liquidators and the Board, Mr. Wang was responsible for managing the Board, business strategy and direction, formulation of the Group's corporate plans and policies including executive decision-making and the day-to-day business operations of the Group.

Audit Committee

Since all the members of the Audit Committee (the "AC") have been resigned as at the date of this announcement, the result announcement has not been reviewed by the AC. However, it has been reviewed by the newly established AC as at the date of this announcement.

Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transaction by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions in the past years.

Having made specific enquiry from the Directors, all the Directors (except for Mr. Wang Shih Zen who has not been contactable as at the date of this report) confirmed that they had complied with the required standards as set out in the Model Code for the Reporting Period.

REVIEW OF THE RESULTS ANNOUNCEMENT BY AUDITOR

The figures in respect of the Results Announcement of the Group for the year ended 31 March 2014 have been agreed by the Group's auditor, Crowe Horwath (HK) CPA Limited. The work performed by Crowe Horwath (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with International Standards on Auditing, International Standards on Review Engagements or International Standards on Assurance Engagements and consequently no assurance has been expressed by Crowe Horwath (HK) CPA Limited on the Results Announcement.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This Results Announcement is available for viewing on the websites of HKSE at http://www.hkex.com.hk. The 2014 Annual Report will be available on the website of the Stock Exchange and SGX-ST at the earliest practicable opportunity.

On behalf of the Board
Z-Obee Holdings Limited
(Provisional Liquidators Appointed)
Yang Jian Hui
Director

Hong Kong, 16 November 2015

As at the date of this announcement, the executive Directors are Mr. Lai Hui, Ms. Yang Jian Hui, Ms. Chen Ling and Mr. Wang Shih Zen and the independent non-executive Directors are Mr. Liu Jintao and Mr. Tsang Hin Fun Anthony.

* *For identification purpose only*