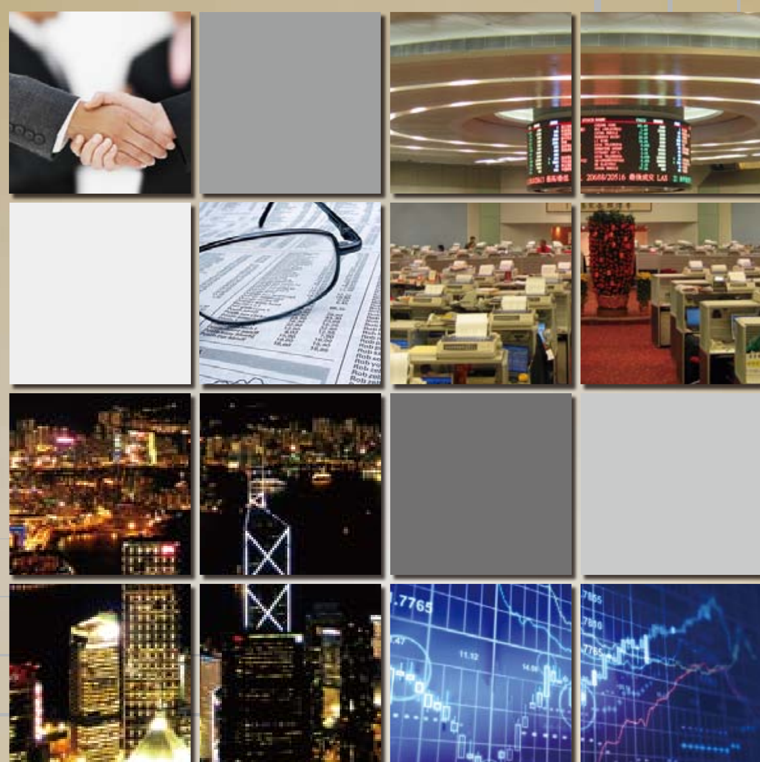
CHANCETON FINANCIAL GROUP LIMITED
川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)



2011/2012
Annual Report

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the "Directors") of Chanceton Financial Group Limited (the "Company" and together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.

TABLE OF CONTENTS

BOARD OF DIRECTORS

Executive Directors
Mr. Wong Kam Wah
(Chairman and Chief Executive Officer)
Dr. Cheung Victor Chor Keung
Mr. Leung Man Kit

Non-executive Director
Ms. Man Wing Yee Ginny

Independent Non-executive Directors
Mr. Chiu Chi Kong
Mr. William Robert Majcher
Mr. Lau Ling Tak
Mr. Yau Yan Ming Raymond

REGISTERED OFFICE

Coden Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit A, 23/F, CMA Building
64 – 66 Connaught Road Central
Hong Kong

AUTHORIZED REPRESENTATIVES

Mr. Wong Kam Wah
Dr. Cheung Victor Chor Keung

COMPANY SECRETARY

Ms. Ho Wing Yan *ACIS, ACS(PE)*

COMPLIANCE OFFICER

Mr. Wong Kam Wah

AUDIT COMMITTEE

Mr. Yau Yan Ming Raymond *(Chairman)*
Mr. Chiu Chi Kong
Mr. Lau Ling Tak
Mr. William Robert Majcher

REMUNERATION COMMITTEE

Mr. Chiu Chi Kong *(Chairman)*
Mr. Lau Ling Tak
Mr. William Robert Majcher
Mr. Yau Yan Ming Raymond

CORPORATE INFORMATION

NOMINATION COMMITTEE	Mr. Lau Ling Tak *(Chairman)* Mr. Yau Yan Ming Raymond Mr. Chiu Chi Kong Mr. William Robert Majcher
SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG	Union Registrars Limited 18/F, Fook Lee Commercial Centre Town Place, 33 Lockhart Road Wanchai, Hong Kong
PRINCIPAL BANKER	The Hongkong and Shanghai Banking Corporation Limited 1 Queen's Road Central Hong Kong
JOINT COMPLIANCE ADVISERS	Grand Vinco Capital Limited Units 4909-4910, 49/F, The Center 99 Queen's Road Central Hong Kong Ample Capital Limited Unit A, 14/F, Two Chinachem Plaza 135 Des Voeux Road Central Hong Kong
AUDITORS	HLB Hodgson Impey Cheng Chartered Accountants Certified Public Accountants 31/F, Gloucester Tower, The Landmark 11 Pedder Street Central Hong Kong
GEM STOCK CODE	8020
COMPANY'S WEBSITE	www.chanceton.com

Dear Shareholders,

On behalf of the board of Directors (the "Board") of Chanceton Financial Group Limited, I am pleased to present the 2011/2012 annual results of the Group for the financial year ended 31 March 2012 (the "Financial Year").

Wong Kam Wah
Chairman, CEO and Executive Director

LISTING ON THE GEM BOARD OF THE STOCK EXCHANGE

The year of 2011 has been definitely a milestone year of the Group. The Group was successfully listed on the GEM of The Stock Exchange on 12 October 2011 under the stock code of 8020. The successful listing strengthened the financial position of the Group and the encouraging results of placing (despite the downturn of the local capital market at the time of our listing) also enable the Group to implement its business plans. I would like to once again thank all the professional parties and our management team and staff for their joint efforts in the making of our listing a success.

BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

The Group is principally engaged in the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the People's Republic of China (the "PRC"). The Group continues seeking to position itself as one of the active local corporate finance advisory service providers in Hong Kong. The Group provides a broad range of corporate finance advisory services to its clients, including: (i) advising on The Rules Governing the Listing of Securities on the Stock Exchange ("the Listing Rule"), the GEM Listing Rules and The Codes on Takeovers and Mergers and Share Repurchases (the "Takeovers Code"); (ii) acting as independent financial adviser to transactions of listed issuers falling under the Listing Rules, the GEM Listing Rules and the Takeovers Code; (iii) advising on merger(s) and acquisition(s) ("the M&A") activities and other corporate activities such as fund raising exercises; and (iv) advising on corporate resumption.

BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE *(Continued)*

During the Financial Year, despite the recent unfavourable sentiment in the global economy and the volatile financial market and despite our focus on our listing preparation on GEM of the Stock Exchange for most of the time during the first half of the Financial Year, the Group generated revenue of approximately HK$13.56 million (2011: approximately HK$16.45 million) from a total of 37 transactions (2011: 36), of which 32 transactions were newly engaged throughout the Financial Year. Regarding these newly engaged transactions, most of the engagements were related to the provision of our advisory services to our clients on the Listing Rules, the GEM Listing Rules and the Takeovers Code in relation to their M&A activities, fund raising exercises and other corporate activities, such as resumption of trading of shares after prolong suspension. One of the remarkable transactions under our advisory services was related to advising on the Listing Rules and the Takeovers Code in relation to a whitewash waiver transaction, in which we acting as financial adviser to our client had successfully completed the transaction and our client had successfully raised approximately HK$1 billion. Another example of our outstanding services was an engagement of a corporate rescue for our client (from prolong suspension of trading of shares and also financial crisis) in which we, acting as financial adviser to our client, whose company's shares had been suspended for trading in the Stock Exchange since October 2008, had successfully assisted our client in its debt reorganization and obtaining resumption of trading approval from the Stock Exchange and our client resumed its trading of shares in March 2012.

During the Financial Year, due to the recent unfavourable sentiment in the global economy, the volatile financial market and the downturn of the local capital market in general as well as our focus on our listing preparation on the GEM of the Stock Exchange for most of the time during the first half of the Financial Year, the Group recorded revenue of approximately HK$13.56 million (2011: approximately HK$16.45 million), representing a decrease of approximately 17.6% over 2011. Excluding the one-off listing expenses and for illustrative purposes only, net profit attributable to owners of our Company before tax was approximately HK$7.38 million for the Financial Year (2011: approximately HK$13.56 million), representing a decrease of approximately 45.6% over the financial year ended 31 March 2011 (the "Previous Financial Year"). Audited net profit attributable to owners of the Company after tax for the Financial Year was approximately HK$2.08 million (2011: approximately HK$11.31 million), representing a decrease of approximately 81.6% over 2011. The decline in net profit was due to (i) the volatile financial market and the downturn of the local capital market in general; (ii) recognition of one-off non-recurring listing expenses of approximately HK$3.86 million in connection with the successful listing of the Company on GEM of the Stock Exchange on 12 October 2011 (the "Listing"); (iii) significant increase in staff cost and operating expenses by approximately 102.5% to approximately HK$6.38 million due to expansion of the Group throughout the Financial Year; (iv) additional administrative and operating expenses and professional fees incurred after Listing to comply with GEM Listing Rules; and (v) a subsidiary of the Company had incurred income tax expenses of approximately HK$1.44 million.

OUTLOOK

With our Listing behind us, we have embarked on our next phase of growth, armed with a new currency and a new set of valued-shareholders of the Company (the "Shareholder") to run the next league of our journey with us. We are optimistic and see potential opportunities in the corporate finance advisory services industry. As stated in our prospectus dated 28 September 2011 (the "Prospectus"), we will continue to pursue our core business, that is, the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC, and to strengthen it by enhancing technical competence, expanding the alliance network, improving public awareness, expanding the pre-initial public offering ("IPO") fundraising business for non-listed companies. The Group also will seek to increase value-added corporate finance services to listed and non-listed companies by conducting feasible studies on various services such as debt financing and IPO sponsoring. The Group will try to retain its existing clients by offering outstanding and competitive services and to obtain more new engagements from broadening of the client base, while maintaining its existing cost-effective business structure to stay competitive in the industry.

The Group believes that enlarging its range of services is crucial to its long-term success. The Group will implement the formulated expansion and action plans for two new financial service areas (namely equity capital market, with a focus on acting as an underwriter or placing agent in fund raising or other activities of its clients, and asset management) in the financial year ending 31 March 2013.

The Group is keen on project investment. After the creation of a cash reserve for project investment, the Group will continue to study feasible projects with good potential returns to contribute a maximum wealth to Shareholders.

The Company's Directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its shareholders.

APPRECIATION

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all fellow Directors, management and our staff for their unwavering dedication and contribution to our Group's development. I would also like to thank all of our shareholders, strategic partners and our valuable clients for their trust and continuous support to our Group over a challenging but rewarding year.

Chanceton Financial Group Limited
Wong Kam Wah
Chairman, CEO and Executive Director

Hong Kong, 13 June 2012

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company's shares were successfully listed on GEM of the Stock Exchange on 12 October 2011.

The Group is principally engaged in the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC. The Group continues seeking to position itself as one of the active local corporate finance advisory service providers in Hong Kong. The Group provides a broad range of corporate finance advisory services to its clients, including:

(i) advising on the Listing Rules, the GEM Listing Rules and Takeovers Code;

(ii) acting as independent financial adviser to transactions of listed issuers falling under the Listing Rules, the GEM Listing Rules and the Takeovers Code;

(iii) advising on M&A activities and other corporate activities; and

(iv) advising on corporate resumption.

During the Financial Year, the Group continued to maintain professional networks to facilitate new client referrals and client retention through business luncheons, dinners, cocktails and other social occasions, and involvement in various professional bodies. Throughout the Financial Year, despite the recent unfavourable sentiment in the global economy and the volatile financial market and despite our focus on our listing preparation on GEM of the Stock Exchange for most of the time during the first half of the Financial Year, the Group generated revenue of approximately HK$13.56 million (2011: approximately HK$16.45 million) from a total of 37 transactions (2011: 36), of which 32 transactions were newly engaged throughout the Financial Year. Regarding these newly engaged transactions, most of the engagements were related to the provision of advisory services to our clients on the Listing Rules, the GEM Listing Rules and the Takeovers Code in relation to their M&A activities, fund raising exercises and other corporate activities, such as resumption of trading of shares after prolong suspension. One of the remarkable transactions under our advisory services was related to advising on the Listing Rules and the Takeovers Code in relation to a whitewash waiver transaction, in which we acting as financial adviser to our client, had successfully completed the transaction and our client had successfully raised approximately HK$1 billion. Another example of our outstanding services was an engagement of a corporate rescue for our client (from prolong suspension of trading of shares and also financial crisis) in which we, acting as financial adviser to our client, whose company's shares had been suspended for trading in the Stock Exchange since October 2008, had successfully assisted our client in its debt reorganization and obtaining resumption of trading approval from the Stock Exchange and our client resumed its trading of shares in March 2012.

The Company's directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its shareholders.

FINANCIAL REVIEW

Revenue

For the Financial Year, revenue of the Group decreased by approximately 17.6% to approximately HK$13.56 million from approximately HK$16.45 million in Previous Financial Year. Such decrease was mainly due to the downturn of the local capital market in general and the Group's focus on its listing on the GEM of the Stock Exchange for most of the time of the first half of the Financial Year which, to a certain extent, affected the Group's revenue in that period.

Administrative and other operating expenses

The Group's administrative and operating expenses for the Financial Year increased by approximately 225.1% to approximately HK$10.24 million compared to approximately HK$3.15 million in Previous Financial Year. The increase was mainly attributed to (i) recognition of approximately HK$3.86 million as one-off non-recurring listing expenses for the Financial Year in connection with the Listing, representing approximately 37.7% of the Group's administrative and operating expenses for the Financial Year; (ii) significant increase in staff cost by approximately 97.2% to approximately HK$3.49 million compared to approximately HK$1.77 million in Previous Financial Year as a result of the expansion of the Group and additional staff cost incurred to comply with the GEM Listing Rules; and (iii) additional legal and professional fees incurred of approximately HK$0.58 million after Listing.

Profit for the Financial Year attributable to owners of the Company

The Group's profit attributable to owners of the Company for the Financial Year decreased by approximately 81.6% to approximately HK$2.08 million compared to approximately HK$11.31 million in Previous Financial Year. Such decrease was mainly attributable to the recognisation of one-off non-recurring listing expenses of approximately HK$3.86 million upon Listing and increase in staff cost, operating expenses and legal and professional fees during the Financial Year.

The Group's performance was moderate for the Financial Year compared to Previous Financial Year. While the Group prepared for the listing on the GEM of the Stock Exchange for most of the time of the first half of the Financial Year, the Group's overall revenue decreased by approximately 17.6% to approximately HK$13.56 million for the Financial Year as compared to Previous Financial Year.

Liquidity and financial resources

During the Financial Year, the Group mainly financed its operations with its own working capital.

As at 31 March 2012, the Group had net current assets of approximately HK$42.51 million (31 March 2011: approximately HK$11.89 million), including cash and bank balances of approximately HK$42.48 million (31 March 2011: approximately HK$16.24 million). Current ratio as at 31 March 2012 was approximately 14.86 (31 March 2011: 3.57).

Throughout the Financial Year, the Group had no borrowing. Therefore, the gearing ratio of the Group, calculated as total debt over total asset, was nil as at 31 March 2012 (31 March 2011: Nil) as the provision of the financial services in general is labor intensive and does not involve material capital expenditures which may need to be financed by long term loans.

Throughout the Financial Year, the Group had minimal exposure in foreign currency risk as most of the business transactions, assets and liabilities were denominated in Hong Kong dollars. The Group will continue to monitor its foreign currency exposure closely.

CAPITAL COMMITMENTS

As at 31 March 2012, the Group did not have any significant capital commitments (31 March 2011: Nil).

CAPITAL STRUCTURE

The shares of the Company have been listed on GEM of the Stock Exchange since 12 October 2011. There has been no change in the capital structure of the Company since that date. The capital of the Company only comprises of ordinary shares. As at 31 March 2012, the issued share capital of the Company is HK$5,000,000 divided into 500,000,000 shares.

SIGNIFICANT INVESTMENTS HELD

Except for investment in subsidiaries as disclosed in the Prospectus, during the Financial Year, the Group did not hold any significant investment in equity interest in any company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus, the Group did not have other plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Financial Year, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2012 (31 March 2011: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in either Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 31 March 2012, the Group did not pledge any of its assets (31 March 2011: nil) as securities for the banking facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2012, the Group had 15 full-time employees (31 March 2011: 8 full-time employees and 5 part-time, commission-based employees), including the Directors. Total staff cost (including Directors' emoluments) were approximately HK$3.49 million for the Financial Year as compared to approximately HK$1.77 million in Previous Financial Year. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong. In addition, the Group adopted a share option scheme for eligible employees (including Directors) to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period from 21 September 2011 to 31 March 2012 is set out below:

Business objectives for the period from 21 September 2011 to 31 March 2012 as stated in the Prospectus	Actual business progress for the period from 21 September 2011 to 31 March 2012
1. Enhancement of technical competence	
➤ Recruit additional staff and provide regular training to staff	➤ Due to the recent unfavourable sentiment in the global economy and the volatile financial market after the Listing, the Directors adopted cautious attitude in recruiting additional staff during the Financial Year. Regular in-house and external training was provided to staff on a monthly basis.

➤ Enhance computer and network systems	➤ The Group purchased several portable tablet computers for effective business presentation and upgraded the Group's email and backup server as well as anti-virus software.

2. Expansion of the alliance network

➤ Formulate network building strategies	➤ The Group formulated network building strategies via active participation in various seminars, cocktails and other social occasions in order to present the Group to potential strategic partners.
➤ Publish and circulate newsletters or periodic magazines to strategic partners	➤ The Group has re-designed and repackaged corporate profile and circulated it to potential strategic partners and clients.

3. Improvement of public awareness and brand building

➤ Participate in seminars with regard to corporate finance advisory services	➤ The Group participated in various seminars, cocktails and other social occasions.
➤ Publish newsletters or periodicals for promotion	➤ The Group re-designed and repackaged corporate profile and circulated it to potential strategic partners and clients for promotion.
➤ Prepare to set up marketing and public relations department	➤ The Group appointed 2 staff members to work on marketing and public relation issue of the Group.

4. Provision of a wider range of financial services and engagement in investment

➤ Prepare to set up (i) asset management division and formulate development strategies; (ii) equity capital market division and formulate development strategies	➤ The Group formulated action plans, and was preparing application documents for the relevant licenses and in the process of recruiting qualified staff.

➤ Formulate business expansion plan on corporate finance advisory and other value-added consulting services to both listed and non-listed clients	➤ The Group developed expansion plans for pre-IPO fundraising business and pursued feasible studies on debt financing and IPO sponsoring services.
➤ Raise fund from high net worth individuals and institutional investors	➤ Preliminary preparation and internal planning have been initiated.
➤ Create a cash reserve of HK$2.5 million for project investment	➤ Cash reserve of HK$2.5 million for project investment was created.

Looking ahead, the Group will continue to streamline its existing business operations and to explore other business opportunities which are in line with the Group's development strategy and will provide long-term benefits to the Company's shareholders.

OUTLOOK

With our Listing behind us, we have embarked on our next phase of growth, armed with a new currency and a new set of valued-shareholders to run the next league of our journey with us. We are optimistic and see potential opportunities in the corporate finance advisory services industry. As stated in our Prospectus, we will continue to pursue our core business, that is, the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC, and to strengthen it by enhancing technical competence, expanding the alliance network, improving public awareness, expanding the pre-IPO fundraising business for non-listed companies. The Group also will seek to increase value-added corporate financial services to listed and non-listed companies by conducting feasible studies on various services such as debt financing and IPO sponsoring. The Group will try to retain its existing clients by offering outstanding and competitive services and to obtain more new engagements from broadening of the client base, while maintaining its existing cost-effective business structure to stay competitive in the industry.

The Group believes that enlarging its range of services is crucial to its long-term success. The Group will implement the formulated expansion and action plans for two new financial service areas (namely equity capital market, with a focus on acting as an underwriter or placing agent in fund raising or other activities of its clients, and asset management) in the financial year ending 31 March 2013.

The Group is keen on project investment. After the creation of a cash reserve of HK$2.5 million for project investment, the Group will continue to study feasible projects with good potential returns to contribute a maximum wealth to shareholders of the Company.

The Company's directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its shareholders.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of its shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

In the opinion of the Directors, the Company has complied with all the code provisions as set out in Appendix 15 to the GEM Listing Rules (the "Code Provisions") from the date of Listing up to 31 March 2012, except code provision A.2.1.

Code Provision A.2.1 provides that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Board considers that the Company is still in its growing stage and it would be beneficial to the Group for Mr. Wong Kam Wah ("Mr. Wong") to assume both roles as the chief executive officer ("CEO") and chairman of the Company, since the two roles tend to reinforce each other and are mutually enhancing in respect of the Group's continual growth and development. When the Group has developed to a more sizeable organization, the Board will consider splitting the two roles. With the strong business experience of the Directors, they do not expect any issues would arise due to the combined role of Mr. Wong Kam Wah. The Group also has in place an internal control system to perform the check and balance function.

THE BOARD OF DIRECTORS

Composition and Responsibilities

The Board during the Financial Year and thereafter up to the date of this report (the "Report Date"), comprises:

Executive Directors:
Mr. Wong Kam Wah *(Chairman & CEO)* (appointed on 20 April 2011)
Mr. Wong Hon Kit (appointed on 21 September 2011 and resigned on 1 December 2011)
Dr. Cheung Victor Chor Keung (appointed on 21 September 2011)
Mr. Leung Man Kit (appointed on 21 September 2011)

Non-executive Director:
Ms. Man Wing Yee Ginny (appointed on 21 February 2012)

Independent Non-executive Directors:
Mr. Chiu Chi Kong (appointed on 21 September 2011)
Mr. William Robert Majcher (appointed on 21 September 2011)
Mr. Lau Ling Tak (appointed on 21 September 2011)
Mr. Yau Yan Ming Raymond (appointed on 21 September 2011)

THE BOARD OF DIRECTORS *(Continued)*

Composition and Responsibilities *(Continued)*

As at the Report Date, the Board comprised eight Directors, of which three are executive Directors and five are non-executive Directors. Of the five non-executive Directors, four of them are independent non-executive Directors which represent more than one-third of the Board.

The biographical details of each Director are set out in the section Report of the Directors on pages 22 to 35.

Role and Function of the Board

While the Board is primarily overseeing and managing the Company's affairs, the chairman of the Board provides leadership to the Board in carrying out its duties. The executive Directors are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control of and delegation framework of the Company. The non-executive Directors (including independent non-executive Directors) contribute valuable views and proposals for the Board's deliberation and decisions.

Board Meetings

The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. From the date of Listing and up to 31 March 2012, six Board meetings were held and the attendance records of individual Directors are set out below:

	Number of Meetings Attended/Held
Executive Directors:	
Mr. Wong Kam Wah (Chairman) (appointed on 20 April 2011)	6/6
Mr. Wong Hon Kit (resigned on 1 December 2011)	2/2
Dr. Cheung Victor Chor Keung (appointed on 21 September 2011)	6/6
Mr. Leung Man Kit (appointed on 21 September 2011)	6/6
Non-executive Director:	
Ms. Man Wing Yee Ginny (appointed on 21 February 2012)	2/2
Independent non-executive Directors:	
Mr. Chiu Chi Kong (appointed on 21 September 2011)	6/6
Mr. Lau Ling Tak (appointed on 21 September 2011	6/6
Mr. William Robert Majcher (appointed on 21 September 2011)	6/6
Mr. Yau Yan Ming Raymond (appointed on 21 September 2011)	6/6

THE BOARD OF DIRECTORS *(Continued)*

Board Meetings *(Continued)*

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the company secretary of the Company (the "Company Secretary") with a view to ensuring that Board procedures, and all applicable rules and regulations, are followed.

The Company Secretary is responsible for taking minutes of the Board and committee meetings. Minutes of the Board and committee meetings record in sufficient detail of matters and concerns discussed are kept by the Company Secretary and open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of Board and committee meetings are sent to Directors for their comments and records within a reasonable time after each meeting. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable rules and regulations are followed. Directors may seek independent professional advice in appropriate circumstances at the Company's expense to assist them perform their duties to the Company. The Company has also arranged appropriate directors and officers liability insurance coverage for the Directors. The Company Secretary continuously updates all Directors on the latest development of the Listing Rules and other applicable regulatory requirements to ensure compliance and maintain good corporate governance practice.

Appointment, Re-election and Removal

All Independent non-executive Directors have entered into service contracts with the Company for a specific term of three years, subject to re-election.

The non-executive Director namely Ms. Man Wing Yee Ginny entered into a service contract with the Company on 21 February 2012 for a specific term of two years. The aforesaid Director will stand for re-election at the forthcoming annual general meeting (the "AGM").

In accordance with the articles of association of the Company, at each AGM one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM.

All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

The Board has published procedures for Shareholders to propose a person for election as a Director on the Company's website (*www.chanceton.com*) in March 2012 in compliance with the relevant GEM Listing Rules amendment effective on 1 April 2012.

THE BOARD OF DIRECTORS *(Continued)*

Nomination Committee

The Board established the nomination committee (the "Nomination Committee") on 20 March 2012, with written terms of reference in compliance with the relevant Code Provisions effective on 1 April 2012. Its written terms of reference are available on the GEM website (*www.hkgem.com*) and the Company's website (*www.chanceton.com*).

As at the Report Date, the composition of the Nomination Committee is as follow:

Independent non-executive Directors:
Mr. Lau Ling Tak *(Chairman)*
Mr. Yau Yan Ming Raymond
Mr. Chiu Chi Kong
Mr. William Robert Majcher

The primary duties of the Nomination Committee include but not limited to the following:

(1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) assess the independence of independent non-executive Directors; and

(4) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive of the Company.

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 5.01 and 5.02 of the GEM Listing Rules. A candidate who is to be appointed as an Independent Non-executive Director should also meet the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Qualified candidates will then be recommended to the Board for approval.

As the Nomination Committee was established in March 2012, during the Financial Year, no meeting was convened and held by the Nomination Committee.

THE BOARD OF DIRECTORS *(Continued)*

Confirmation of Independence

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

Code of Conduct for Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have compiled with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the Financial Year.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Emolument Policy

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of Executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration of the Company's performance and prevailing market conditions. The remuneration policy of non-executive Directors (including independent non-executive Directors) is to ensure that the non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends.

Remuneration Committee

The Board established the remuneration committee (the "Remuneration Committee") in September 2011, with written terms of reference in compliance with the Code Provisions (which were further reviewed by the Board in March 2012). The revised written terms of reference of the Remuneration Committee are available on the GEM website (www.hkgem.com) and the Company's website (www.chanceton.com).

The Remuneration Committee is responsible for, inter alia, making recommendations to the Board on the Company's emolument policy and on the establishment of a formal and transparent procedure for developing such policy.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

Remuneration Committee *(Continued)*
As at the Report Date, the composition of the Remuneration Committee is as follows:

Independent Non-executive Directors:
Mr. Chiu Chi Kong *(Chairman)*
Mr. William Robert Majcher
Mr. Lau Ling Tak
Mr. Yau Yan Ming Raymond

During the Financial Year, no meeting was convened and held by the Remuneration Committee.

ACCOUNTABILITY AND AUDIT

Financial Reporting

It is the responsibility of the Board to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Management shall provide such explanation and information to the Board as will enable the Board to make an informed assessment of financial and other information presented before the Board for approval.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The financial statements set out on pages 38 to 86 were prepared on the basis set out in notes 2 and 3 to the Consolidated Financial Statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements.

During the Financial Year, the Company engaged HLB Hodgen Impey Cheng ("HLB") as the external auditors whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB was reorganised as HLB Hodgen Impey Cheng Limited. The Audit Committee has recommended to the Board that, HLB Hodgen Impey Cheng Limited be nominated for appointment as the auditors of the Company at the forthcoming annual general meeting. Apart from providing audit services, HLB also provided audit services in connection with the Company's Listing. The fees in respect of audit services and act as reporting accountants for the Company's initial public offering provided by HLB for the year ended 31 March 2012 amounted to approximately HK$320,000 and HK$500,000 respectively.

The reporting responsibilities of HLB are set out in the Independent Auditors' Report on pages 36 to 37.

ACCOUNTABILITY AND AUDIT *(Continued)*

Internal Control

The Board is responsible for establishing, maintaining and operating a sound and effective internal control system to safeguard Shareholders' investment and the Group's assets. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operating systems and achievement of the Group's objectives.

The Board, through the audit committee (the "Audit Committee") and independent internal auditors (KL CPA Limited) engaged by the Company, assesses the effectiveness of the Group's internal control system, which covers all material controls, including financial, operational and compliance controls as well as risk management functions, on an annual basis. Significant issues in the management letters from both internal and external auditors will be brought to the attention of the Audit Committee to ensure that prompt remedial action is taken. All recommendations will be properly followed up to ensure they are implemented within a reasonable period of time.

Since the Listing Date and up to 31 March 2012, the Company conducted reviews on the effectiveness of the internal control system as required by the Code Provisions, including review on the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. The Audit Committee also reviewed with members of the management the work done and the results of such reviews.

Audit Committee

The Board established the Audit Committee in September 2011, with written terms of reference in compliance with the Code Provisions (which were further reviewed by the Board in March 2012). The revised written terms of reference of the Remuneration Committee are available on the GEM website *(www.hkgem.com)* and the Company's website *(www.chanceton.com)*.

The Audit Committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group's financial reporting process and internal controls.

As at the Report Date, the composition of the Audit Committee is as follows:

Independent non-executive Directors:
Mr. Yau Yan Ming Raymond *(Chairman)*
Mr. Chiu Chi Kong
Mr. Lau Ling Tak
Mr. William Robert Majcher

ACCOUNTABILITY AND AUDIT *(Continued)*

Audit Committee *(Continued)*

The Audit Committee members held three meetings from the Listing Date and up to 31 March 2012, and the attendance records of individual Audit Committee members are set out below:

	Number of Meetings Attended/Held
Mr. Yau Yan Ming Raymond *(Chairman)*	3/3
Mr. Chiu Chi Kong	3/3
Mr. Lau Ling Tak	3/3
Mr. William Robert Majcher	3/3

During the Financial Year, the Audit Committee had undertaken the follow duties:

- Met with external auditors to discuss the general scope of their audit work;
- Reviewed external auditors' management letter and management's response;
- Reviewed management representation letter;
- Reviewed the completeness and effectiveness of internal control system;
- Reviewed and approved internal audit plan;
- Reviewed and approved the engagement of external auditors for providing non-audit services;
- Reviewed and approved the remuneration in respect of audit and non-audit services provided by external auditors;
- Reviewed the independence and objectivity of external auditors;
- Met with external auditors to discuss issues arising from the audit of annual accounts and review of interim and quarterly accounts;
- Reviewed the annual report and accounts, half-year interim report as well as quarterly report;
- Recommended to the Board the appointment of external auditors; and

Reviewed the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

ACCOUNTABILITY AND AUDIT *(Continued)*

Delegation by the Board

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association).

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the Executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with Shareholders, Board membership, delegation of authority and corporate governance.

Communication with Shareholders

The Board recognises the importance of good communications with Shareholders and investors. The Company establishes various communication channels with its shareholders and investors. These include the annual general meeting, the extraordinary general meeting, the annual, interim and quarterly reports, notices, announcements, circulars, and the Company's website.

General meetings (including annual general meeting and extraordinary general meeting) provide useful forum for Shareholders to exchange views with the Board. The Board welcomes Shareholders to express their opinions. Directors, senior management are available to answer questions at general meetings and external auditors will also attend the annual general meeting to address Shareholders' queries. Separate resolutions are proposed at general meetings on each substantially separate issue, including the re-election of individual Directors. The notice of the meeting, the annual report and the circular containing information on the proposed resolutions are sent to Shareholders at least twenty clear business days before the meeting. Voting at general meetings are by way of a poll. Details of the poll voting procedures are explained to Shareholders at general meetings to ensure that Shareholders are familiar with such procedures. The results of the poll are published on the GEM website (*www.hkgem.com*) and the Company's website (*www.chanceton.com*).

Hong Kong, 13 June 2012

The Directors have pleasure in presenting their first annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2012 (the "Consolidated Financial Statements") since the listing of the shares of the Company on GEM of the Stock Exchange on 12 October 2011.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in Note 17 to the Consolidated Financial Statements.

REORGANISATION AND USE OF PROCEEDS

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 20 April 2011 and became the holding company of the companies now comprising the Group on 21 September 2011. As part of the preparation for listing of the shares of the Company, the Company implemented a capitalisation issue of 379,999,900 shares and an issue of 120,000,000 new shares during Placing for listing in October 2011. All such shares were ordinary shares and the 120,000,000 new shares were issued at HK$0.30 per share.

The net proceeds from the Placing were approximately HK$31 million. During the period from the listing date on 12 October 2011 (the "Listing Date") to 31 March 2012, the net proceeds from the Placing were applied as follows:

	Planned use of proceeds as stated in the Prospectus from the Listing Date to 31 March 2012 *HK$ million*	Actual use of proceeds from the Listing Date to 31 March 2012 *HK$ million*	Unutilised amount of the planned use of proceeds as stated in the Prospectus from the Listing Date to 31 March 2012 *HK$ million*
Enhancement of technical competence by enhancing computer system	0.30	0.10	0.20
Expansion of the alliance network	0.20	0.20	–
Improvement of public awareness and brand building	0.10	0.10	–
Project investment	2.50	–	2.50
Working capital	1.70	1.70	–
	4.80	2.10	2.70

REORGANISATION AND USE OF PROCEEDS *(Continued)*

The Company is still in the course of identifying high-return projects to invest to maximize Company's shareholder's return. As a result, the planned use of proceeds in project investment remained unutilised.

The Directors are not aware of material change to the planned use of proceeds as at the date of this report. Any net proceeds that were not applied immediately were deposited in licensed bank in Hong Kong.

RESULTS

The results of the Group for the year ended 31 March 2012 of the Group are set out in Consolidated Financial Statements on pages 38 to 86.

RESERVES

Movement in the reserves of the Group and the Company during the Financial Year are set out in the consolidated statement of changes in equity on page 41 and note 25 to the Consolidated Financial Statements respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2012, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK$24,734,000.

The Company was incorporated in the Cayman Islands on 21 April 2011. As at 31 March 2011, the Company had no distributable reserves available to Shareholders.

SHARE CAPITAL

Details of movements in share capital of the Company during the Financial Year are set out in note 24 to the Consolidated Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

Revenue generated from the Group's five largest customers accounted for approximately 84.5% of the total revenue of the Group for the Financial Year and revenue generated from the largest client accounted for approximately 35.8%. Due to the nature of the Group's principal business activities, the Group has no major suppliers. The Group engages information technology and office supplies vendors to facilitate the operation of its business.

To the best knowledge of Directors, none of the Directors or their respective associates or any Shareholders who own more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or the Group's information technology or office supplies vendors.

PLANT AND EQUIPMENT

Details of movement in plant and equipment during the Financial Year are set out in note 16 to the Consolidated Financial Statements.

BORROWINGS

As at 31 March 2012, the Group had no banking facilities and had no borrowings outstanding (2011: Nil).

INTERESTS OF THE JOINT COMPLIANCE ADVISERS

As notified by the joint compliance advisers of the Company, Grand Vinco Capital Limited and Ample Capital Limited (the "Joint Compliance Advisers"), neither the Joint Compliance Advisers nor their directors or employees or associates had any interests in any class of securities of the Company or any other company in the Group (including options or rights to subscribe for such securities) as at 31 March 2012. Pursuant to the agreements dated 28 September 2011 entered into between the Joint Compliance Advisers and the Company, the Joint Compliance Advisers received and will receive fees for acting as the Joint Compliance Advisers.

DIRECTORS

The Directors who hold office during the Financial Year and up to the date of this report are:

Executive Directors

Mr. Wong Kam Wah, aged 38, is the founder, an executive Director, the chief executive officer, chairman and the compliance officer of the Company. Mr. Wong was appointed as an executive Director on 20 April 2011 and the chief executive officer, chairman and compliance officer of the Group on 21 September 2011. Mr. Wong is responsible for formulating corporate strategy, planning, business development as well as overseeing the operations of the Group's business and handling the Group's compliance matters.

Mr. Wong has become a Licensed Representative of Type 6 (advising on corporate finance) regulated activity since 6 May 2003 and a Responsible Officer licensed by the SFC since 21 December 2006. He has been a member of the American Institute of Certified Public Accountants since August 1998 and obtained a Bachelor of Commerce degree from the University of Toronto in June, 1997 and a Bachelor of Laws (external degree) from the University of London in August, 2001.

DIRECTORS *(Continued)*

Mr. Wong has extensive experience in the financial services industry and has entered the financial market since 1999. Specialised in the corporate finance advisory services, he has handled a number of corporate finance transactions such as IPOs, M&As, capital raising activities, corporate restructuring and corporate transactions. He has advised a number of listed companies in relation to transactions on disclosures, deal structuring and due diligence during his previous employment at Baron Capital Limited from January 2003 to March 2006, South China Capital Limited from April 2006 to April 2007 and KGI Capital Asia Limited from April 2007 to May 2008 and current employment in Chanceton Capital.

Dr. Cheung Victor Chor Keung, aged 51, joined the Group in October 2009 as a consultant and was appointed as the president of the Group in February 2011 and an executive Director on 21 September 2011.

Dr. Cheung obtained the degree of Master of Business Administration (MBA) from the University of California at Berkeley in the U.S.A. in May 1996, and the degree of Master of Philosophy in Business Studies from Massey University in New Zealand in December 1998. He enrolled in the doctorate program at The University of Hong Kong in January 1999 and received the degree of Doctor of Philosophy in December 2005.

Dr. Cheung is an experienced practitioner in the financial sector. He joined Morgan Stanley in 2004 and worked in the position of financial adviser for several years. He is currently a Responsible Officer of Chanceton Capital offering corporate finance advice under a Type 6 (advising on corporate finance) regulated activity license granted in December 2009 by the SFC. As the president of the Group, he works with the Group's chairman, Mr. Wong, to oversee the Group's overall operation, strategic direction and business development, and to promote the Group's business.

Mr. Leung Man Kit, aged 58, joined the Group in March 2011 and his principal responsibilities are the provision of corporate advisory services to clients. Mr. Leung was appointed as an executive Director on 21 September 2011.

Mr. Leung obtained the degree of Bachelor of Social Sciences from the University of Hong Kong in October 1977 and has over 30 years of experience in project finance and corporate finance. He held senior positions with Peregrine Capital Limited from January 1992 to December 1993, SG Securities (HK) Limited (previously known as Crosby Securities (Hong Kong) Limited) from January 1994 to November 1997, and Swiss Bank Corporation, Hong Kong Branch from December 1997 to September 1998. Mr. Leung was a director of Emerging Markets Partnership (Hong Kong) Limited which was the principal adviser to the AIG Infrastructure Fund L.P. from February 1999 to August 2001. Mr. Leung was an executive director of Cosmopolitan International Holdings Ltd (stock code: 120) from June 2006 to December 2006 and was an independent non-executive director of Anhui Expressway Company Limited (Stock Code: 0995) from August 2005 to August 2011.

DIRECTORS *(Continued)*

He is currently a Responsible Officer of Chanceton Capital. He has been an independent non-executive director of NetEase (NASDAQ: NTES), a NASDAQ listed company since July 2002. He has been an independent non-executive director of Junefield Department Store Group Limited (stock code: 758) since December 2002, China Ting Group Holdings Limited (stock code: 3398) since November 2005 and Orange Sky Golden Harvest Entertainment (Holdings) Limited (stock code: 1132) since February 2008, all of which are listed on the Stock Exchange.

Non-executive Directors

Ms. Man Wing Yee Ginny, aged 38, has over 8 years of experience in legal practice focusing on China inbound and outbound investment, finance, mergers and acquisitions and corporate restructuring. She has been working as a consultant at Century Health Medical Technology Limited and Century Health Technology Limited since 2010. She also worked as an assistant solicitor at Tsun & Partners from 2008 to January 2012 and was admitted as a solicitor of the High Court of Hong Kong SAR in August 1999.

She is currently a member of the Law Society of Hong Kong. Ms. Man received a Bachelor of Arts degree majoring in French and International Relations from Wellesley College at Massachusetts in the USA in 1995.

Independent non-executive Directors

Mr. Chiu Chi Kong, aged 44, is an independent non-executive Director. Mr. Chiu was appointed as an independent non-executive Director on 21 September 2011, responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

Mr. Chiu obtained a Bachelor of Laws degree from The University of Hong Kong in December 1992 and a Bachelor of Laws degree from Peking University in July 1997. He was admitted as a solicitor of the High Court of Hong Kong in September 1995 and solicitor of the Supreme Courts of England and Wales in October 1996.

Mr. Chiu is a practicing solicitor in Hong Kong. Since November 2006, he has been a partner of Li & Partners, a law firm in Hong Kong practising in corporate finance transactions such as IPOs, mergers and acquisitions and corporate transactions. He has considerable experience in corporate finance and compliance matters for listed companies in Hong Kong. He is a member of the Law Society of Hong Kong and the Law Society of England and Wales. Mr. Chiu is also a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC since April 2006 and an accredited mediator of Hong Kong International Arbitration Centre since January 2004.

Mr. Lau Ling Tak, aged 37, is an independent non-executive Director. Mr. Lau was appointed as an independent non-executive Director on 21 September 2011, responsible for providing independent judgement on issues of strategy, performance, resources and standard of conduct of the Company. He is a member of each of the Audit Committee, Remuneration Committee and the chairman of the Nomination Committee.

REPORT OF THE DIRECTORS

DIRECTORS *(Continued)*

Mr. Lau obtained the degree of Bachelor of Engineering in Building Services Engineering (Building Electrical Services) from the Hong Kong Polytechnic University in November 2001. Mr. Lau holds the qualification of Chartered Engineer (CEng) since June 2003 and has also been a member of the Society of Operations Engineers (MSOE), Institute of Plant Engineers (MIPlantE) and the International Institute of Management (MIIM) since June 2003, October 2002 and July 2003 respectively.

Mr. Lau has substantial experience in the medical and health care industry. He founded GHC Holdings Limited (previously known as Bio-life (China) Limited) in January 2005 and was appointed as the managing director from its establishment until October 2008. GHC Holdings Limited principally provides medical and dermatology services for the general public through its general clinics and specialist polyclinics that operate in Hong Kong.

From October 2008 to May 2009, Mr. Lau was the director of development of Quality HealthCare Medical Centre Limited, a subsidiary of Allied Overseas Limited (formerly known as Quality HealthCare Asia Limited) (Stock Code: 593) which is a physician led provider group offering an integrated range of healthcare services through a network of medical centres, dental and physiotherapy centres.

Mr. William Robert Majcher, aged 49, is an independent non-executive Director. Mr. Majcher was appointed as an independent non-executive Director on 21 September 2011, responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is a member of each of the Nomination Committee, the Audit Committee and Remuneration Committee.

Mr. Majcher obtained a degree of Bachelor of Commerce from St. Mary's University, Halifax, Nova Scotia, Canada in May 1984. From 1985 to 2007, Mr. Majcher served in the Royal Canadian Mounted Police (RCMP) and was involved in the detection and prosecution of some publicly reported money laundering cases in the United States and Canada as an undercover agent.

Mr. Majcher is currently an executive director of China Investment Fund Company Limited (stock code: 612) and has been appointed to the board of directors of Evolving Gold Corporation (TSX "EVG", FSE "EV7"), a company listed on both TSX Venture Exchange of Canada and Frankfurt Stock Exchange, with effect from 21 September 2007. Mr. Majcher has also been appointed as a director of Q-Gold Resources Ltd., a company listed on TSX Venture Exchange of Canada, since 4 November 2010. Mr. Majcher was a director of First Star Resources Inc., a company listed on TSX Venture Exchange of Canada, from February 2011 to September 2011. He was also a director of Stealth Energy from December 2010 to September 2011, a company listed on the Canadian National Stock Exchange.

Mr. Yau Yan Ming Raymond, aged 44, is an independent non-executive Director. Mr. Yau was appointed an independent non-executive Director on 21 September 2011, responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee.

DIRECTORS *(Continued)*

Mr. Yau obtained a Master Degree of Science in Japanese Business Studies in December 1995 from Chaminade University of Honolulu and a bachelor's degree in business administration majoring in accounting in December 199 3 from the University of Hawaii at Manoa in the United States.

Mr. Yau has over 14 years of work experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, in both private and listed companies. Mr. Yau has been an associate member of the Hong Kong Institute of Certified Public Accountants since October 2004 and a practicing member of American Institute of Certified Public Accountants since July 2001. Mr. Yau has been also a fellow member of The Taxation Institute of Hong Kong since March 2010 and certified tax adviser of The Taxation Institute of Hong Kong since January 2011. He is currently an executive director and chairman of iMerchants Limited (stock code: 8009) and an independent non-executive director of Willie International Holdings Limited (stock code: 273), Tack Fat Group International Limited (stock code: 928) and Birmingham International Holdings Limited (stock code: 2309), which are companies listed on the Stock Exchange.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years but the service agreement is terminable by either party giving three months' written notice or payment in lieu to the other party.

The non-executive Director has entered into a service agreement with the Company for an initial term of two years but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company.

Each of the independent non-executive Directors has entered into letter of appointment with the Company for an initial term of three years, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than one month's written notice served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all of them are considered to be independent.

In accordance with the Company's Articles of Association, all existing Directors shall hold office until the forthcoming first annual general meeting (the "First AGM") and being eligible, will offer themselves for re-election at the First AGM.

DIRECTORS' INTERESTS IN CONTRACT

Save for aforesaid, there was no contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a Director had a material interest subsisted at the end of the Financial Year or at any time during the Financial Year.

NON-COMPETITION UNDERTAKING

In order to eliminate any existing and future competing business with the Group, a deed of non-competition undertaking dated 21 September 2011 (the "Deed") was given by Mr. Wong, Kate Glory Limited ("Kate Glory") and each of the executive Directors (collectively referred to as the "Covenantors") in favour of the Group.

The Covenantors' obligations under the Deed are conditional upon the conditions stated under the paragraph headed "Conditions of the Placing" in the section headed "Structure and conditions of the Placing" of the Prospectus.

Pursuant to the Deed, each of the Covenantors undertakes to the Group that during the period in which the relevant Covenantor remains as a Director or a controlling Shareholder (as the case may be) that it/he shall not, and shall procure that its/his associates shall not, carry on or be engaged, concerned or interested, directly or indirectly, in any business in Hong Kong similar to the activity consisting of corporate finance and management consulting services, and businesses that the Group is currently and from time to time carrying on.

The Deed shall cease to be of any force and effect:

a) in relation to each of Mr. Wong and Kate Glory, the date on which he/it ceases (directly or indirectly) to be a controlling shareholder of the Company; and

b) in relation to each of the executive Directors, the date on which he ceases to be a Director.

Pursuant to the deeds of non-competition executed by each of the Covenantors, each of the Covenantors undertakes to the Company that he is not and shall not be engaged in any business in competition with that of the Group.

In addition, in order to protect the interests of the independent Shareholders, the following arrangements will be adopted by the Company in respect of the implementation of the deeds of noncompetition:

➤ the independent non-executive Directors will review, on an annual basis, compliance with the deeds of non-competition by the relevant parties;

➤ the controlling Shareholders will enhance the transparency of the Company by providing an annual confirmation as to compliance with the deed of non-competition in the Company's annual report and provide the necessary information for the review by the independent non-executive Directors; and

NON-COMPETITION UNDERTAKING *(Continued)*

➤ the Company will disclose result of the findings found (if any) by the independent non-executive Directors relating to the enforcement of the deeds of non-competition in the Company's annual report or, by way of an announcement to the public.

The independent non-executive Directors had reviewed and confirmed that the Covenantors have complied with the non-competition undertaking and the non-competition undertaking has been enforced by the Company in accordance with its terms.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2012, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director and chief executive	Capacity	Number of ordinary shares held	Number of underlying shares pursuant to share option	Aggregate Interests	Approximate percentage of shareholding in the Company
Mr. Wong Kam Wah	Interest held as beneficial owner and through controlled corporation	300,000,000 *(Note)*	–	300,000,000	60.00%
Ms. Man Wing Yee Ginny	Beneficial owner	47,510,000	–	47,510,000	9.50%

Note: These shares are registered in the name of Kate Glory Limited ("Kate Glory"). Mr. Wong Kam Wah is the beneficial owner of 100% of the issued share capital of Kate Glory. Mr. Wong is deemed to be interested in 300,000,000 shares of the Company held by Kate Glory.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION *(Continued)*

Long positions in the Company *(Continued)*

Save as disclosed above, as at 31 March 2012, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 March 2012, so far as was known to the Directors, the following persons/ entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Approximate percentage of shareholding in the Company
Kate Glory Limited *(Note)*	Beneficial owner	300,000,000	60.00%
Ms. Man Wing Yee Ginny	Beneficial owner	47,510,000	9.50%

Note: Kate Glory Limited is an investment holding company incorporated in the British Virgin Islands with limited liability, its entire issued share capital is wholly and beneficially owned by Mr. Wong Kam Wah.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES *(Continued)*

Long positions in the Company *(Continued)*

Save as disclosed above, as at 31 March 2012, the Directors were not aware of any other persons/ entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge the Directors, the Directors confirm that the Company has maintained during the Financial Year the amount of public float as required under the GEM Listing Rules.

PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries, has purchased, redeemed or sold any of the Company's listed shares during the Financial Year.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

As at the date of this report, none of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by Directors during the Financial Year.

CONNECTED TRANSACTIONS

The Company had not entered into any connected transaction during the Financial Year, which is required to be disclosed under the GEM Listing Rules.

SHARE OPTION SCHEME

The purpose of the share option scheme (the "Scheme") is to advance the interests of the Company and the Shareholders by enabling the Company to grant options to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons' contribution to further advance the interests of the Group.

Eligible person under the Scheme include (collectively "Eligible Persons"):

(i) any directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group (collectively "Employee");

(ii) any consultants or advisers (in the areas of legal, technical, financial or corporate managerial) of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid); any provider of goods and/or services to the Group; any customer of the Group; or any holder of securities issued by any member of the Group (collectively "Business Associate"); and

(iii) any other person, who at the sole discretion of the Board, has contributed to the Group (the assessment criteria of which are (1) such person's contribution to the development and performance of the Group; (2) the quality of work performed by such person for the Group; (3) the initiative and commitment of such person in performing his duties; (4) the length of service or contribution of such person to the Group; and (5) such other factors as considered to be applicable by the Board).

The Company has conditionally adopted the Scheme on 21 September 2011 under which the Eligible Persons may be granted options to subscribe for the Company's shares. The principal terms of the Scheme are summarised in the paragraph headed "Share Option Scheme" in Appendix V to the Prospectus. The principal terms of the Scheme are summarised as follows:

SHARE OPTION SCHEME *(Continued)*

The Scheme was adopted for a period of 10 years commencing from 21 September 2011 and remains in force until 20 September 2021. The Company may, by resolution in general meeting or, such date as the Board determined, terminate the Scheme at any time without prejudice to the exercise of options granted prior to such termination.

The subscription price per share of the Company for each option granted shall be a price solely determined by the Board and notified to an Eligible Person and shall be at least the highest of:

1. the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer for the grant of option (the "Date of Grant") which must be a trading day;

2. the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the Date of Grant; and

3. the nominal value of the shares of the Company on the Date of Grant.

Upon acceptance of the options, the grantee shall pay a nominal value as determined by the Board to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter issued by the Company, being a date not later than 10 business days from the date upon which it is made. The exercise period of any option granted under the Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Scheme.

As at the date of this report, the total number of shares available for issue under the Scheme is 50,000,000 shares, representing 10% of the issued share capital of the Company.

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue. Any further grant of options in excess of this 1% limit shall be subject to issuance of a circular by the Company and approved by its shareholders in accordance with the GEM Listing Rules.

From the adoption date of the Scheme to 31 March 2012, no share option was granted, exercised or lapsed under the Scheme.

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer the new shares on a pro-rata basis to existing Shareholders.

REPORT OF THE DIRECTORS

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 13 to 21 is this annual report.

AUDITORS

The accounts for the year were audited by HLB whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB was reorganised as HLB Hodgson Impey Cheng Limited. A resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

By order of the Board

Chanceton Financial Group Limited
Wong Kam Wah
Chairman, CEO and Executive Director

Hong Kong, 13 June 2012

國衛會計師事務所
Hodgson Impey Cheng

Chartered Accountants
Certified Public Accountants

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
CHANCETON FINANCIAL GROUP LIMITED
(Incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of Chanceton Financial Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 38 to 86, which comprise the consolidated and company statements of financial position as at 31 March 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated 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 consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

AUDITORS' RESPONSIBILITY *(Continued)*

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated 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 consolidated 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 consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants

Hong Kong, 13 June 2012

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2012

	Notes	2012 HK$'000	2011 HK$'000
Revenue	8	**13,566**	16,452
Other revenue	8	**190**	223
Other income	9	**–**	35
Administrative and operating expenses		**(10,238)**	(3,153)
Profit before tax	9	**3,518**	13,557
Income tax expenses	12	**(1,435)**	(2,244)
Profit and total comprehensive income for the year attributable to owners of the Company		**2,083**	11,313
Earnings per share attributable to owners of the Company	15		
Basic (HK cents)		**0.48**	2.98
Diluted (HK cents)		**0.48**	2.98

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

For the year ended 31 March 2012

	Notes	2012 HK$'000	2011 HK$'000
ASSETS			
Non-current assets			
Plant and equipment	*16*	**178**	254
Current assets			
Trade receivables	*18*	**2,493**	71
Prepayments, deposits and other receivables	*19*	**352**	194
Amount due from a related company	*20*	**20**	7
Tax recoverable		**224**	–
Cash and cash equivalents	*22*	**42,484**	16,239
		45,573	16,511
Less: Current liabilities			
Other payables and accruals	*23*	**3,067**	629
Amount due to a shareholder	*21*	**–**	371
Amount due to a related company	*20*	**–**	9
Tax payables		**–**	3,610
		3,067	4,619
Net current assets		**42,506**	11,892
Total assets less current liabilities		**42,684**	12,146
Net assets		**42,684**	12,146
EQUITY			
Equity attributable to the owners of the Company			
Share capital	*24*	**5,000**	530
Reserves		**37,684**	11,616
Total equity		**42,684**	12,146

Approved by the Board on 13 June 2012 and signed on its behalf by:

Mr. Wong Kam Wah
Chairman

Dr. Cheung Victor Chor Keung
Director

The accompanying notes form an integral part of these consolidated financial statements.

Statement of Financial Position

At 31 March 2012

	Notes	2012 HK$'000	2011 HK$'000
ASSETS			
Non-current assets			
Interests in subsidiaries	17	**20**	–
Current assets			
Prepayments, deposits and other receivables		**16**	–
Cash and cash equivalents		**34,734**	–
		34,750	–
Less: Current liabilities			
Other payables and accruals		**320**	–
Amounts due to subsidiaries	17	**4,696**	–
		5,016	–
Net current assets		**29,734**	–
Total assets less current liabilities		**29,754**	–
Net assets		**29,754**	–
EQUITY			
Equity attributable to the owners of the Company			
Share capital	24	**5,000**	–
Reserves	25	**24,754**	–
Total equity		**29,754**	–

Approved by the Board on 13 June 2012 and signed on its behalf by:

Mr. Wong Kam Wah
Chairman

Dr. Cheung Victor Chor Keung
Director

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

Consolidated Statement of Changes in Equity

For the year ended 31 March 2012

	Attributable to owners of the Company				
	Share capital *HK$'000*	**Share premium** *HK$'000*	**Other reserve** *HK$'000* *(Note (i))*	**Retained profits** *HK$'000*	**Total equity** *HK$'000*
At 1 April 2010	1	–	–	2,203	2,204
Profit and total comprehensive income for the year	–	–	–	11,313	11,313
Issue of shares	529	–	–	–	529
Interim dividend paid	–	–	–	(1,900)	(1,900)
At 31 March 2011 and 1 April 2011	530	–	–	11,616	12,146
Profit and total comprehensive income for the year	–	–	–	2,083	2,083
Effect of reorganisation	(529)	–	529	–	–
Effect of capitalisation issue	3,799	(3,799)	–	–	–
Issue of new shares upon listing	1,200	34,800	–	–	36,000
Transaction costs attributable to issue of new shares	–	(1,545)	–	–	(1,545)
Interim dividend paid	–	–	–	(6,000)	(6,000)
At 31 March 2012	**5,000**	**29,456**	**529**	**7,699**	**42,684**

Note:

(i) The amount represented the difference between the nominal amount of shares issued by the Company and the aggregate amount of the share capital of subsidiaries acquired under common control pursuant to the Reorganisation as detailed in Note 1.

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2012

	2012 HK$'000	2011 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**3,518**	13,557
Adjustments for:		
Depreciation	**119**	98
Other payables forfeited	**–**	(35)
	3,637	13,620
(Increase)/decrease in trade receivables	**(2,422)**	340
Increase in prepayments, deposits and other receivables	**(158)**	(96)
(Increase)/decrease in amount due from a related company	**(13)**	6
Increase in other payables and accruals	**2,438**	607
(Decrease)/increase in amount due to a related company	**(9)**	9
Cash generated from operations	**3,473**	14,486
Hong Kong tax paid	**(5,269)**	–
Net cash (outflow)/inflow from operating activities	**(1,796)**	14,486
CASH FLOWS FROM INVESTING ACTIVITY		
Purchases of plant and equipment	**(43)**	(352)
Net cash outflow investing activity	**(43)**	(352)
CASH FLOWS FROM FINANCING ACTIVITIES		
Movement in amount due to/from a shareholder	**(371)**	1,610
Proceeds from issue of ordinary shares upon listing	**36,000**	–
Payment for transaction costs attributable to issue of new ordinary shares	**(1,545)**	–
Dividend paid	**(6,000)**	–
Net cash inflow from financing activities	**28,084**	1,610
NET INCREASE IN CASH AND CASH EQUIVALENTS	**26,245**	15,744
Cash and cash equivalents at beginning of year	**16,239**	495
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**42,484**	16,239
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	**42,484**	16,239

The accompanying notes form an integral part of these consolidated financial statements.

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 20 April 2011. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681 KY1-1111, Cayman Islands. The principal place of business is located at Unit A, 23/F, CMA Building, 64-66 Connaught Road Central, Hong Kong.

The Company had its primary listing on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 October 2011.

Prior to the incorporation of the Company and the completion of the reorganisation (the "Reorganisation"), the Group's business was carried out by the subsidiaries now comprising the Group and were all controlled by Mr. Wong Kam Wah ("Mr. Wong"). The Group's Reorganisation was completed on 21 September 2011 and thereafter, the Company became the holding company of the Group.

The Reorganisation involved the following:

(a) On 20 April 2011, the Company was incorporated in the Cayman Islands with an authorised share capital of HK$200,000,000,000 divided into 20,000,000,000,000 ordinary shares of HK$0.01 each, one of which was allotted and issued to the subscriber of the memorandum of association of the Company and was transferred to Kate Glory Limited ("Kate Glory") on the same date at par value;

(b) The Company incorporated Chanceton Alliance (II) Investments Holdings Limited ("CA(II)IHL"), Chanceton Alliance (III) Investments Holdings Limited ("CA(III)IHL") and Chanceton Alliance (IV) Investments Holdings Limited ("CA(IV)IHL") in the British Virgin Islands (the "BVI") on 6 May 2011 as wholly-owned subsidiaries of the Company;

(c) Mr. Wong disposed of the entire issued share capital of Chanceton Alliance Investments Holdings Limited ("Chanceton Alliance") to the Company in consideration of the allotment and issue of 24 shares of the Company credited as fully paid to Kate Glory at the direction of Mr. Wong;

(d) Mr. Wong disposed of the entire issued share capital of Chanceton Consulting Limited ("Chanceton Consulting") to CA(II)IHL in consideration of the allotment and issue of 25 shares of the Company credited as fully paid to Kate Glory at the direction of Mr. Wong;

(e) Mr. Wong disposed of the entire issued share capital of Chanceton Asset Management Limited ("Chanceton Asset Management") to CA(III)IHL in consideration of the allotment and issue of 25 shares of the Company credited as fully paid to Kate Glory at the direction of Mr. Wong; and

1. CORPORATE INFORMATION *(Continued)*

(f) Mr. Wong disposed of the entire issued share capital of Chanceton Capital Markets Limited ("Chanceton Capital Markets") to CA(IV)IHL in consideration of the allotment and issue of 25 shares of the Company credited as fully paid to Kate Glory at the direction of Mr. Wong.

The Group resulting from the Reorganisation is regarded as a continuing entity. Accordingly, these consolidated financial statements have been prepared using the principles of merger accounting as prescribed in Hong Kong Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), assuming that the current structure of the Group had been in existence throughout the two years ended 31 March 2012 and 2011 or since the respective dates incorporation of the companies now comprising the Group.

The Company acts as an investment holding company. Details of the principal activities of its subsidiaries are set out on Note 17.

In the opinion of the directors (the "Directors"), the ultimate holding company of the Company is Kate Glory, which is incorporated in the BVI.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company. All values are rounded to the nearest thousand, unless otherwise stated.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied, for the first time, a number of new standards, amendments and interpretations (the "new HKFRSs") issued by the HKICPA which are effective for the Group's financial period beginning 1 April 2011. A summary of the new HKFRSs are set out as below:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKAS 24 (Revised)	Related Party Disclosures
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 – Disclosures for First-time Adopters
HK(IFRIC) – Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments

The application of the above new HKFRSs had no material effect on the results and financial positions of the Group for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustments has been required.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

The Group has not early applied the following new HKFRSs that have been issued but are not yet effective.

HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters[1]
HKFRS 1 (Amendments)	Government Loans[4]
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets[1]
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities[4]
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures[6]
HKFRS 9	Financial Instruments[6]
HKFRS 10	Consolidated Financial Statements[4]
HKFRS 11	Joint Arrangements[4]
HKFRS 12	Disclosure of Interests in Other Entities[4]
HKFRS 13	Fair Value Measurement[4]
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income[3]
HKAS 12 (Amendments)	Deferred Tax – Recovery of Underlying Assets[2]
HKAS 19 (as revised in 2011)	Employee Benefits[4]
HKAS 27 (as revised in 2011)	Separate Financial Statements[4]
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures[4]
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities[5]
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine[4]

[1] *Effective for annual periods beginning on or after 1 July 2011.*
[2] *Effective for annual periods beginning on or after 1 January 2012.*
[3] *Effective for annual periods beginning on or after 1 July 2012.*
[4] *Effective for annual periods beginning on or after 1 January 2013.*
[5] *Effective for annual periods beginning on or after 1 January 2014.*
[6] *Effective for annual periods beginning on or after 1 January 2015.*

The amendments to HKFRS 7 increase the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. The amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

The revised disclosure requirements contained in the amendments HKFRS 7 are intended to help investors and other financial statement users to better assess the effect or potential effect of offsetting arrangements on a company's financial position. The amendments also improve transparency in the reporting of how companies mitigate credit risk, including disclosure of related collateral pledged or received. Companies and other entities are required to apply the amendments for annual periods beginning on or after 1 January 2013, and also interim periods within those annual periods. The required disclosures should be provided retrospectively.

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described as follows:

- HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and HK (SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate accounting.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 *Financial Instruments: Disclosures* will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

The amendments to HKAS 12 provide an exception to the general principles in HKAS 12 that the measurement of deferred tax assets and deferred tax liabilities should reflect the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of an asset. Specifically, under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 Investment Property are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The amendments to HKAS 12 are effective for annual periods beginning on or after 1 January 2012.

The amendments to HKAS 19 change the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of HKAS 19. The amendments require all actuarial gains and losses to be recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus.

The amendments to HKAS 19 are effective for annual periods beginning on or after 1 January 2013 and require retrospective application with certain exceptions.

The amendments to HKAS 32 address inconsistencies in current practice when applying the offsetting criteria and clarify:

- the meaning of 'currently has a legally enforceable right of set-off'; and
- that some gross settlement systems may be considered equivalent to net settlement.

The amendments are effective for annual periods beginning on or after 1 January 2014 and are required to be applied retrospectively.

The Group is in the process of assessing the potential impact of the above new HKFRSs upon initial application but is not yet in a position to state whether the above new HKFRSs will have a significant impact on the Group's and the Company's results of operations and financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets and financial liabilities that are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") and by the Hong Kong Companies Ordinance.

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries on or after 1 January 2010

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(a) Basis of consolidation *(Continued)*

Subsidiaries *(Continued)*

Changes in the Group's ownership interests in existing subsidiaries (Continued)

Changes in the Group's ownership interests in existing subsidiaries on or after 1 January 2010 *(Continued)*

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal 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 and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment 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 HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

Changes in the Group's ownership interests in existing subsidiaries prior to 1 January 2010

Increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. For decreases in interests in subsidiaries, regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statement of comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is shorter.

(c) Impairment of non-financial assets (other than goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Impairment of non-financial assets (other than goodwill) *(Continued)*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(d) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably, on the following bases:

(a) Income from provision of corporate finance advisory service:

Income from corporate finance advisory service is recognised when the underlying services have been provided or the underlying transactions have been completed, in accordance with the terms of the mandate (for example, upon reaching a specified stage of completion).

(b) Management fee income:

Management service fee income is recognised when services are provided.

(c) Interest income:

Interest income is recognised on a time proportion basis, by reference to the principal outstanding and at the interest rate applicable.

(e) Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses. The cost of an item of plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of comprehensive income in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset or as a replacement. Where significant parts of plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Plant and equipment *(Continued)*

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture, fixtures and equipment : 20% – 40%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed and adjusted if appropriate, at least at each financial year end.

An item of plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of plant and equipment is determined at the difference between the net sales proceeds and the carrying amount of the relevant asset and is recognised in profit or loss.

(f) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) Leasing *(Continued)*

The Group as lessee *(Continued)*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(g) Foreign currencies

The financial statements is presented in Hong Kong Dollars. Each entity in the Group determines its own functional currency, and items included in the financial statements of each entity are measured using that functional currency.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

(a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

(b) exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Foreign currencies *(Continued)*

(c) exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of foreign currency translation reserve.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Share option expenses

The Company operates a share option scheme for the purpose to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group.

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Company revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

(i) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Taxation *(Continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified into the following specified categories: financial assets "at fair value through profit or loss" (FVTPL), "held-to-maturity" investments, "available-for-sale" (AFS) financial assets and "loans and receivables". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade receivables, deposits and other receivables, amount due from a related company and cash and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy-impairment of financial assets below).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

Loans and receivables *(Continued)*

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of an impairment loss is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

Impairment of financial assets *(Continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of 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 asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of AFS debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Equity instruments (Continued)

No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities

Other financial liabilities (including other payables and accruals, amount due to a shareholder/a related party) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability . If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Financial instruments *(Continued)*

***Financial liabilities and equity instruments** (Continued)*

Derecognition (Continued)

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(k) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(l) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprises of cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the Group and Company statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

(m) Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

(n) Related party transactions

(a) A person, or closed member of that person's family, is related to the Group if that person:

(i) has control or joint control over, the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(n) Related party transactions *(Continued)*

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

(i) the entity and the Group 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 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 Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a); or

(vii) a person identified in (a)(i) 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 family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(o) Dividends

Final dividends proposed by the Directors are classified as a separate allocation of retained profits within the equity section of the consolidated statements of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Impairment of loan and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. 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.

The Group maintains an allowance for estimated impairment of trade receivables arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances, debtors' creditworthiness, past repayment history and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

(b) Useful lives of plant and equipment

The cost of plant and equipment is depreciated on a straight-line basis over the plant and equipment's estimated economic useful lives. Management estimates the useful lives of the plant and equipment to be two to five years. Changes in the expected level of usage, technological developments and/or the period over which future economic benefits are generated could impact the economic useful lives of the assets and, therefore, future depreciation charges could be revised.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(c) Impairment of tangible assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(d) Income tax

Determining income tax provisions involve judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Categories of financial instruments

The Group

	2012 *HK$'000*	2011 *HK$'000*
Financial assets		
Loan and receivables (including cash and bank balances)		
– Trade receivables	**2,493**	71
– Deposits and other receivables	**306**	188
– Amount due from a related company	**20**	7
– Cash and cash equivalents	**42,484**	16,239
	45,303	16,505
Financial liabilities		
Amortised costs		
– Other payables and accruals	**447**	129
– Amount due to a shareholder	**–**	371
– Amount due to a related company	**–**	9
	447	509

The Company

	2012 *HK$'000*	2011 *HK$'000*
Financial assets		
Cash and cash equivalents	**34,734**	–
Financial liabilities		
Amortised costs		
– Other payables and accruals	**320**	–
– Amounts due to subsidiaries	**4,696**	–
	5,016	–

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
(Continued)

(b) Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, amount due from/to a related company, cash and cash equivalents, other payables and accruals and amount due to a shareholder. Details of these financial instruments are disclosed in respective notes to the consolidated financial statements.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group primarily provides services to recognised and creditworthy third parties. It is the Group's policy that advanced payments are generally required for new clients. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. Since the Group primarily provides services to recognised and creditworthy third parties, there is normally no requirement for collateral.

The credit risk of the Group's financial assets, which comprise trade receivables, amount due from a related company and cash and cash equivalents, financial assets included in deposits and other receivables, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

At the end of each reporting period there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statements of financial position.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables, amount due from a related company and financial assets included in deposits and other receivables are disclosed in Notes 18, 20 and 19, respectively.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internal funding to meet its working capital requirements.

The Group monitors its risk to a shortage of funds by considering the maturity of both its financial liabilities and financial assets (for example, trade receivables) and projected cash flows from operations.

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk *(Continued)*

The maturity profile of the financial liabilities as at the end of the respective reporting periods, based on the contractual undiscounted payments, is as follows:

The Group

31 March 2012

	Repayable on demand *HK$'000*	Less than one month *HK$'000*	Total *HK$'000*
Financial liabilities included in other payables and accruals	–	447	447

31 March 2011

	Repayable on demand *HK$'000*	Less than one month *HK$'000*	Total *HK$'000*
Amount due to a shareholder	371	–	371
Amount due to a related company	9	–	9
Financial liabilities included in other payables and accruals	–	129	129
	380	129	509

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
(Continued)

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk *(Continued)*

The Company

31 March 2012

	Repayable on demand HK$'000	Less than one month HK$'000	Total HK$'000
Financial liabilities included in other payables and accruals	–	320	320
Amounts due to subsidiaries	4,696	–	4,696
	4,696	320	5,016

31 March 2011

	Repayable on demand HK$'000	Less than one month HK$'000	Total HK$'000
Amounts due to subsidiaries	–	–	–

(c) Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

(i) the fair value of financial assets and financial liabilities (including derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and

(ii) the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input. For an option-based derivative, the fair value is estimated using option pricing model (for example, the Black-Scholes option pricing model).

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

(c) Fair value estimation *(Continued)*

The Group's financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

(i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.

(ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

No analysis is disclosed since the Group has no financial instruments that are measured subsequent to initial recognition at fair value at the end of each reporting period.

6. CAPTIAL RISK MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The capital structure of the Group consists of debts which include total liabilities and total equity, mainly comprising issued capital, reserves and retained profits.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

A subsidiary of the Group is regulated by the Hong Kong Securities and Futures Commission (the "SFC") and is required to comply with certain minimum capital requirements according to the rules of the SFC. The Group has an experienced compliance officer and is monitored by management. The principal roles of the compliance officer are to monitor the daily financial status and to review internal control of the Group regularly to ensure the Company's regulated subsidiary is in compliance with related regulations. No changes were made in the objectives, policies or processes for managing capital during the year.

6. CAPTIAL RISK MANAGEMENT *(Continued)*

The Group monitors capital using a gearing ratio, which is total borrowings divided by total equity. The Group's policy is to maintain a low gearing ratio. At 31 March 2012 and 2011, the Group's gearing ratio was undefined because the Group did not have any borrowings.

7. SEGMENT INFORMATION

Information reported to the management of the Group, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performances focuses on corporate finance advisory business. During the two years ended 31 March 2012 and 2011, the Group only focused on corporate finance advisory business and all the assets and major revenue are located and derived in Hong Kong. Accordingly, no segment analysis is presented.

Information about major clients

Revenue from major clients, each of them amounted to 10% or more of the Group's revenue, are set out below:

	2012 ***HK$'000***	2011 *HK$'000*
Customer A	**–**	5,290
Customer B	**4,860**	2,938
Customer C	**2,170**	–
Customer D	**1,800**	–
Customer E	**1,430**	–

8. REVENUE AND OTHER REVENUE

The Group

Revenue represents fees income received from corporate finance advisory services rendered during the year.

Other revenue received during the year is as follows:

	2012 **HK$'000**	2011 HK$'000
Management fee income	**160**	217
Sundry income	**30**	–
Exchange gain	**–**	6
	190	223

9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	2012 HK$'000	2011 HK$'000
Depreciation	119	98
Auditors' remuneration	320	20
Minimum lease payments under operating leases:		
– property rental	662	548
Employee benefit expenses (including Directors' remuneration *(Note10)*)		
– Wages, salaries, allowances and bonus	3,306	1,723
– Pension scheme contributions*	102	43
	3,408	1,766
and after (crediting):		
Other income:		
Other payables forfeited	–	(35)

* As at 31 March 2012 and 2011, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years.

10. DIRECTORS' REMUNERATION

Details of Directors' remuneration are as follows:

	2012 HK$'000	2011 HK$'000
Fee	380	–
Other emoluments:		
Salaries, allowances, bonuses and benefits in kind payment expense	1,682	1,245
Pension scheme contributions (defined contribution scheme)	53	24
	2,115	1,269

10. DIRECTORS' REMUNERATION *(Continued)*

The remuneration of each of the Directors of the Company for the year is set out below:

	Fee		Salaries, allowance bonuses, and benefit in kind		Pension scheme contributions		Total remuneration	
Name of Directors	**2012 HK$'000**	2011 HK$'000	**2012 HK$'000**	2011 HK$'000	**2012 HK$'000**	2011 HK$'000	**2012 HK$'000**	2011 HK$'000
Executive Directors								
Mr. Wong *(appointed on 20 April 2011)*	**–**	–	**780**	780	**12**	12	**792**	792
Mr. Leung Man Kit *(appointed on 21 September 2011)*	**–**	–	**158**	–	**6**	–	**164**	–
Dr. Cheung Victor Chor Keung *(appointed on 21 September 2011)*	**–**	–	**480**	5	**12**	–	**492**	5
Mr. Wong Hon Kit *(appointed on 21 September 2011 and resigned on 1 December 2011)*	**–**	–	**264**	460	**8**	12	**272**	472
	–	–	**1,682**	1,245	**38**	24	**1,720**	1,269
Non-executive Directors								
Ms. Man Wing Yee Ginny *(appointed on 21 February 2012)*	**–**	–	**–**	–	**–**	–	**–**	–
Independent Non-executive Directors								
Mr. Chiu Chi Kong *(appointed on 21 September 2011)*	**95**	–	**–**	–	**4**	–	**99**	–
Mr. William Robert Majcher *(appointed on 21 September 2011)*	**95**	–	**–**	–	**4**	–	**99**	–
Mr. Yau Yan Ming Raymond *(appointed on 21 September 2011)*	**95**	–	**–**	–	**4**	–	**99**	–
Mr. Lau Ling Tak *(appointed on 21 September 2011)*	**95**	–	**–**	–	**3**	–	**98**	–
	380	–	**–**	–	**15**	–	**395**	–

No remuneration was paid or payable by the Group to the Directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2011: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

11. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees for the year ended 31 March 2012, included three Directors (2011: two), details of whose remuneration are set out in Note 10 above. Details of the emoluments of the remaining two highest paid employees (2011: three) are as follows:

	2012 ***HK$'000***	2011 *HK$'000*
Salaries, allowances and bonuses	**660**	443
Pension scheme contributions (defined contribution scheme)	**23**	19
	683	462

The emoluments of the remaining highest paid employees whose remuneration fell within the following bands:

	2012	2011
Nil to HK$1,000,000	**2**	3

No remuneration was paid or payable by the Group to the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2011: Nil).

12. INCOME TAX EXPENSES

Hong Kong profits tax is calculated at the rate of 16.5% of the estimated assessable profit arising in Hong Kong during the year.

At 31 March 2012, the Group and the Company has unused tax losses of approximately HK$929,000 (2011: Nil) available to offset against future profits. No deferred tax asset had recognised (2011: Nil) due to the unpredictability of future profit streams.

	2012 ***HK$'000***	2011 *HK$'000*
Current tax	**1,435**	2,244

12. INCOME TAX EXPENSES *(Continued)*

The tax expenses for the year can be reconciled to the profit before tax as follows:

	2012 **HK$'000**	**%**	2011 HK$'000	%
Profit before tax	**3,518**		13,557	
Tax expenses at the Hong Kong profits Tax rate of 16.5%	**580**	**16.5**	2,237	16.5
Tax effect of expenses not deductible for tax purposes	**673**	**19.1**	7	0.1
Tax effect of taxable temporary difference not recognised	**12**	**0.3**	–	–
Tax effect of tax losses not recognised	**153**	**4.3**	–	–
Under provision in prior year	**17**	**0.5**	–	–
Tax expenses for the year	**1,435**	**40.7**	2,244	16.6

13. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 March 2012 includes a loss of approximately HK$4,722,000 (for the year ended 31 March 2011: Nil) which has been dealt with in the financial statements of the Company.

14. DIVIDENDS

The dividends distributed by a subsidiary of the Group during the two years ended 31 March 2012 and 2011 were as follows:

	2012 **HK$'000**	2011 HK$'000
Interim dividend paid	**6,000**	1,900

The dividend rates are not presented as such information is considered not meaningful for the purpose of this report.

The Directors do not recommend any payment of a final dividend for the year ended 31 March 2012 (2011: Nil).

15. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings

	2012 *HK$'000*	2011 *HK$'000*
Earnings attributable to owners of the Company for the purpose of basic and diluted earnings per share	**2,083**	11,313

Number of shares

	2012 *'000*	2011 *'000*
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share *(Note)*	**436,393**	380,000

Note:

The calculation of basic and diluted earnings per share for the two years ended 31 March 2012 and 2011 is based on the profit for the year attributable to owners of the Company and the weighted average number of approximately 436,393,000 (2011: 380,000,000) ordinary shares of the Company in issue during the year ended 31 March 2012 after taking into account the share transfer, share swap and allotment and issue of new shares pursuant to the Group's Reorganisation and the placing of HK$0.3 per share upon listing of the Company's shares on the Stock Exchange (the "Placing").

There were no dilutive potential ordinary shares in existence during the two years ended 31 March 2012 and 2011 and therefore the diluted earnings per share amounts are the same as the basic earnings per share.

16. PLANT AND EQUIPMENT

The Group

	Furniture, fixtures and equipment HK$'000
Cost	
At 1 April 2010	–
Additions	352
At 31 March 2011 and 1 April 2011	352
Additions	43
At 31 March 2012	395
Accumulated depreciation	
At 1 April 2010	–
Charge for the year	98
At 31 March 2011 and 1 April 2011	98
Charge for the year	119
At 31 March 2012	217
Net book value	
At 31 March 2012	**178**
At 31 March 2011	254

17. INTERESTS IN SUBSIDIARIES

The Company

	2012 ***HK$'000***	2011 *HK$'000*
Unlisted shares, at cost	**20**	–
Amounts due to subsidiaries	**4,696**	–

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

17. INTERESTS IN SUBSIDIARIES *(Continued)*

Particulars of the subsidiaries of the Company as at 31 March 2012 were as follows:

Name of company	Place of incorporation	Nominal value of issued ordinary share capital	Percentage of equity attributable to the Company		Proportion of voting power held	Principal activities
			Direct	*Indirect*		
Chanceton Alliance	BVI	US$2,500	100	–	100	Investment holdings
CA(II)IHL	BVI	US$1	100	–	100	Investment holdings
CA(III)IHL	BVI	US$1	100	–	100	Investment holdings
CA(IV)IHL	BVI	US$1	100	–	100	Investment holdings
Chanceton Capital Partners Limited	Hong Kong	HK$1,500,000	–	100	100	Provision of corporate finance advisory services
Chanceton Consulting	Hong Kong	HK$1	–	100	100	General business consulting
Chanceton Asset Management	Hong Kong	HK$500,000	–	100	100	Dormant
Chanceton Capital Markets	Hong Kong	HK$10,000	–	100	100	Dormant

18. TRADE RECEIVABLES

The Group

The Group's trade receivables arose from corporate finance advisory services rendered during the two years ended 31 March 2012 and 2011.

The Group's trading term with its clients is, in general, due upon the issuance of invoices. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables arising from the provision of corporate advisory are non-interest-bearing.

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

	2012	2011
	HK$'000	*HK$'000*
Current to 30 days	**173**	71
31 – 60 days	**–**	–
61 – 90 days	**–**	–
Over 91 days	**2,320**	–
	2,493	71

18. TRADE RECEIVABLES *(Continued)*

Trade receivables disclosed above are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

The Group

	2012	2011
	HK$'000	*HK$'000*
Prepayments	**46**	6
Deposits and other receivables	**306**	188
	352	194

The amounts are recoverable on demand.

None of the above prepayments, deposits and other receivables is either past due or impaired.

20. AMOUNT DUE FROM/(TO) A RELATED COMPANY

The Group

The amount due from a related company, Chanceton Corporate Services Limited ("Chanceton Corporate") (2011: Chanceton Resources Investments Limited) is unsecured, interest free and recoverable on demand. The amount due mainly represents management fee income receivable from (2011: secretarial services fee paid on behalf of) the related company. The highest outstanding balances during the year ended 31 March 2012 are approximately HK$20,000 (2011: HK$13,000).

The director of the Company, Mr. Wong, is the director of Chanceton Corporate and Chanceton Resources Investments Limited.

As at 31 March 2011, the amount due to a related company, Chanceton Corporate, was unsecured, interest free and repayable on demand. The amount due mainly represented secretarial services fee owed by the Group to Chanceton Corporate.

21. AMOUNT DUE TO A SHAREHOLDER

The Group

	2012	2011
	HK$'000	*HK$'000*
Mr. Wong	**–**	371

The amount due was unsecured, interest free and repayable on demand.

22. CASH AND CASH EQUIVALENTS

The Group

	2012 HK$'000	2011 HK$'000
Cash at banks and on hand	**42,484**	16,239

Cash at banks earn interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. OTHER PAYABLES AND ACCRUALS

The Group

	2012 HK$'000	2011 HK$'000
Receipts in advance	**2,620**	500
Other payables and accruals	**447**	129
	3,067	629

Other payables are non-interest-bearing and are repayable within one month for both years.

24. SHARE CAPITAL

The movements of share capital of the Company are as follows:

	Notes	**Number of ordinary shares of HK$0.01 each**	**Nominal value of ordinary shares** *HK$*
Authorised:			
Upon incorporation on 20 April 2011 and at 31 March 2012	*(a)*	**20,000,000,000,000**	**200,000,000,000**
Issued and fully paid:			
Upon incorporation on 20 April 2011	*(a)*	1	0.01
Issue of shares upon Reorganisation	*(b)*	99	0.99
Capitalisation issue	*(c)*	379,999,900	3,799,999
Issue of new shares pursuant to the Placing upon listing	*(d)*	120,000,000	1,200,000
At 31 March 2012		**500,000,000**	**5,000,000**

24. SHARE CAPITAL *(Continued)*

The share capital in the consolidated statements of financial position as at 31 March 2011 represented the aggregate amount of issued share capital of the companies comprising the Group.

Notes:

(a) Upon incorporation of the Company on 20 April 2011, the authorised share capital was HK$200,000,000,000 divided into 20,000,000,000,000 ordinary shares of HK$0.01 each, of which one fully-paid share of HK$0.01 was allotted and issued to the subscriber to the memorandum of association of the Company, and was transferred to Kate Glory on the same date at par value.

(b) On 21 September 2011, the Company, the Company's subsidiaries and Mr. Wong entered into four share swap agreements as follows:

(i) pursuant to a share swap agreement entered into between the Company, Chanceton Alliance and Mr. Wong, the Company acquired the entire issued share capital of Chanceton Alliance from Mr. Wong in consideration of the Company allotting and issuing 24 shares of the Company credited as fully paid up to Kate Glory at the direction of Mr. Wong;

(ii) pursuant to a share swap agreement entered into between the Company, CA(II)IHL and Mr. Wong, CA(II)IHL acquired the entire issued share capital of Chanceton Consulting from Mr. Wong in consideration of the Company allotting and issuing 25 shares of the Company to Kate Glory credited as fully paid at the direction of Mr. Wong;

(iii) pursuant to a share swap agreement entered into between the Company, CA(III)IHL and Mr. Wong, CA(III)IHL acquired the entire issued share capital of Chanceton Capital Markets from Mr. Wong in consideration of the Company allotting and issuing 25 shares of the Company to Kate Glory credited as fully paid at the direction of Mr. Wong; and

(iv) pursuant to a share swap agreement entered into between the Company, CA(IV)IHL and Mr. Wong, CA(IV)IHL acquired the entire issued share capital of Chanceton Asset Management from Mr. Wong in consideration of the Company allotting and issuing 25 shares of the Company to Kate Glory credited as fully paid at the direction of Mr. Wong.

Immediately following the above share swaps, allotment and issue, the Company's subsidiaries, which were all directly or indirectly wholly-owned by the Group, comprise Chanceton Alliance, CA(II)IHL, CA(III)IHL, CA(IV)IHL, Chanceton Capital, Chanceton Consulting, Chanceton Asset Management and Chanceton Capital Markets.

(c) On 11 October 2011, 379,999,900 ordinary shares of the Company were allotted and issued, credited as fully paid at par value of HK$0.01 to Kate Glory, by way of capitalisation of HK$3,799,999 from the share premium account. Such allotment and capitalization were conditional on the share premium account being credited as a result of the new shares issued upon listing of the Company's shares on the Stock Exchange.

(d) On 11 October 2011, 120,000,000 ordinary shares (at par value of HK$0.01 each) of the Company were allotted and issued pursuant to the Placing. Details of the use of proceeds were set out in the section headed "Reorganisation and Use of Proceeds".

25. RESERVES

The Group

The amounts of the Group's reserves and the movements therein for the current and prior period are presented in the consolidated statement of changes in equity on page 41 of the consolidated financial statements.

25. RESERVES *(Continued)*

The Company

	Share premium *HK$'000*	Other reserve *HK$'000*	Accumulated losses *HK$'000*	Total equity *HK$'000*
At 20 April 2011 (date of incorporation)	–	–	–	–
Loss and total comprehensive loss for the period	–	–	(4,722)	(4,722)
Effect of Reorganisation	–	20	–	20
Effect of capitalisation issue *(Note 24(c))*	(3,799)	–	–	(3,799)
Issue of new shares upon listing	34,800	–	–	34,800
Transaction costs attributable to issue of new shares	(1,545)	–	–	(1,545)
At 31 March 2012	**29,456**	**20**	**(4,722)**	**24,754**

Note:

(i) The share premium account of the Company includes share issued at a premium.

Under the Companies Law Chapter 22 of the Cayman Islands, the share premium account of the Company is distributable to its shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

At 31 March 2012, the Company's reserves available for distribution to shareholders amounting to approximately HK$24,734,000 (2011: Nil) and calculated in accordance with the Companies Law Chapter 22 of the Cayman Islands and the memorandum or articles of association of the Company.

(ii) The amount represented the difference between the nominal amount of shares issued by the Company and the aggregate amount of the share capital of subsidiary acquired under common control pursuant to the Reorganisation as detailed in Note 1.

26. SHARE OPTION SCHEME

The Company conditionally operates a share option scheme ("Share Option Scheme") for the purpose of attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group. The Share Option Scheme was adopted on 21 September 2011 and, unless otherwise terminated by ordinary resolution in general meeting or the board of directors, will remain in full force for ten years from that date.

The eligible persons of the Share Option Scheme include Directors, employee, consultants or advisers, provider of goods or services, customers, holder of securities issued by the member of the Group and any other person has contributed to the Group (the "Eligible Persons").

26. SHARE OPTION SCHEME *(Continued)*

The subscription price of the share options shall be a price determined by the board of directors and shall be at least the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the offer date; (ii) the average of the closing prices per share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

The Eligible Person shall accept the offer or be deemed to have declined it at the date not later than ten business bays after the offer date, provided that no such offer shall be open for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme. The amount payable by the grantee to the Company on acceptance of the offer shall be a nominal amount to be determined by the board of directors.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the total number of shares in issue as at the date of approval of the Share Option Scheme. The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Person (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Any grant of share options in excess of the above limit is subject to the approval from the shareholders in general meeting.

Since the adoption of the Share Option Scheme, the Company has not granted any share option.

27. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group leases its office premises under operating lease arrangements with leases negotiated for terms of three years.

At the end of each reporting period, the Group had total future minimum lease payments under a non-cancellable operating lease falling due as follows:

	2012 ***HK$'000***	2011 *HK$'000*
Within one year	**642**	642
In the second to fifth year, inclusive	**54**	696
	696	1,338

28. COMMITMENTS AND CONTINGENT LIABILITIES

At 31 March 2012 and 2011, neither the Group nor the Company had any significant commitments and contingent liabilities.

29. MATERIAL RELATED PARTIES TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, during the year the Group had the following transactions with related parties.

Remuneration for key personnel management, including emoluments paid to the Company's Directors and certain highest paid employees, as disclosed in Notes 10 and 11 to the consolidated financial statements, are as follows:

Key management personnel

	2012	2011
	HK$'000	*HK$'000*
Short term employees benefits	**1,816**	1,420
Post-employment benefits	**43**	31
Total compensation paid to key management personnel	**1,859**	1,451

For the years ended 31 March 2012 and 2011, the Group had the following transactions with related parties:

Name of related parties	**Relationship**	**Nature of transactions**	**2012**	**2011**
			HK$'000	*HK$'000*
Chanceton Corporate	Common director and shareholder	Management fee income		
		– received	**21**	34
		– receivable	**20**	–
		Secretarial service fee paid	**–**	10
iMerchants Limited	Common director	Corporate finance advisory services income received	**40**	–
Chanceton Strategy Group Limited ("Chanceton Strategy") *(Note)*	Common shareholder and director	Management fee income received	**–**	82

29. MATERIAL RELATED PARTIES TRANSACTIONS *(Continued)*

Note:

As at 31 March 2012 and 2011, Chanceton Strategy was no longer the related party of the Group, as the common shareholder and director, Mr. Wong, was resigned as the director and did not hold any equity shares of Chanceton Strategy since 25 March 2011.

Transaction with party within the Group is as follows:

Name of subsidiary	Nature of transactions	2012 *HK$'000*	2011 *HK$'000*
Chanceton Capital Partners Limited	Management fee income received *(Note)*	**1,791**	–

Note:

The management fee income was charged based on the agreed terms and conditions for the management service provided. Intercompany transaction was eliminated on consolidation.

30. MAJOR NON-CASH TRANSACTIONS

(a) There was no significant non-cash transaction during the year ended 31 March 2012.

(b) During the year ended 31 March 2011, interim dividend of approximately HK$1,900,000 and proceeds from issue of shares of Chanceton Alliance of approximately HK$529,000 were settled with the amount due to a shareholder, Mr. Wong, directly.

31. EVENTS AFTER THE REPORTING PERIOD

The Group does not have material events after the reporting period.

32. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 13 June 2012.

Financial Summary

	For the year ended 31 March		
	2012	2011	2010
	HK$'000	*HK$'000*	*HK$'000*
Results			
Revenue	**13,566**	16,452	11,398
Profit for the year attributable to owners of the Company	**2,083**	11,313	7,904
Dividends	**6,000**	1,900	5,600

	As at 31 March		
	2012	2011	2010
	HK$'000	*HK$'000*	*HK$'000*
Assets and liabilities			
Total assets	**45,751**	16,765	3,627
Total liabilities	**(3,067)**	(4,619)	(1,423)
Total equity	**42,684**	12,146	2,204

Note:

The summary above does not form part of the audited consolidated financial statements.

No financial statements of the Group for the years end 31 March 2009 and 2008 have been published.

The financial information for the years ended 31 March 2011 and 2010 were extracted from the listing prospectus of the Group dated 28 September 2011. Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years and is presented on the basis as set out in Note 3 to the consolidated financial statements.