ZEBRA STRATEGIC HOLDINGS LIMITED
施伯樂策略控股有限公司

(incorporated in the Cayman Islands with limited liabilty)

Stock Code: 8260

Annual Report 2014

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*This report, for which the directors (the "**Directors**") of Zebra Strategic Holdings Limited (the "**Company**") 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 the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

This report will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.zebra.com.hk.

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS
Chang, Tin Duk Victor *(Chairman)*
Kung, Phong

NON-EXECUTIVE DIRECTOR
Pan, Chik (Resigned on 23 December 2013)

INDEPENDENT NON-EXECUTIVE DIRECTORS
Ng, Kwan Ho Andy
(also known as Ng, Kwan Ho Andrew)
Lam, Raymond Shiu Cheung
Tam, Tak Kei Raymond

COMPLIANCE OFFICER
Chang, Tin Duk Victor

COMPANY SECRETARY
Wong, Susan Chui San

HONG KONG LEGAL ADVISERS
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20th Floor, Jardine House
1 Connaught Place, Central
Hong Kong

AUDITOR
BDO Limited
Certified Public Accountants
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Hong Kong

REGISTERED OFFICE
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KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG
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Hong Kong

PRINCIPAL BANKERS
Citibank, N.A., Hong Kong Branch
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Harbour City
Tsimshatsui
Hong Kong

Dah Sing Bank, Limited
108 Gloucester Road
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
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KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Zebra Strategic Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2014.

For the year ended 31 March 2014, the Group recorded revenue of approximately HK$194,660,000, representing an increase of approximately 6.8% compared to approximately HK$182,276,000 in 2013. The Group's gross profit for the year, however, dropped by approximately 21.2%, from approximately HK$18,589,000 in 2013 to approximately HK$14,647,000 in 2014, and this was primarily due to a halt in sales of the eHRIS software throughout the past financial year whilst the software was undergoing enhancement. The eHRIS software has now completed its upgrading, and its new applications and revised platform is currently being relaunched into the market.

During the year ended 31 March 2014, the Group has maintained its market position as Hong Kong's leading human resources services provider by achieving a further 10.4% growth in revenue from staff outsourcing services. The Group will continue to focus on expanding and monitoring possible opportunities in China for staff outsourcing services, having chosen Qian Hai, Shenzhen and Shanghai as the base for the Group's gradual expansion into China. Leveraging the opportunities arising from China's growing economy, the Group also joint hands with a strategic partner in Guangzhou, to carry executive/staff search services for mainland government departments and institutions. The Group aims to build a solid and reputable position in China and become one of the leading human resources services providers in China.

The Company also intends to strengthen the earnings for the Group by diversifying and expanding its executive/staff search services into other business sectors in Hong Kong. Last year, we formed a commerce and retail executive search team to focus on the luxury, food and beverage sectors in Hong Kong, given that these sectors have been benefited from the influx of tourists from the PRC. This year, we have formed a medical related executive search team, to focus on the medical and pharmaceutical sectors in Hong Kong. We believe that developing both vertically and horizontally within the Group's existing platform, expanding further into our service network, will increase shareholders' value and increase earnings for the Group in the long run.

Taken into account of the best interests of the Company and its shareholders, the management will continue its efforts to strengthen internal control and management. The Group will adopt a strict monitoring of costs and operating expenses, so as to increase the overall profitability of the Company and maximize the returns for shareholders.

CHAIRMAN'S STATEMENT

ACKNOWLEDGEMENTS

Finally, I would like to take this opportunity to express my sincere gratitude to the continuous support and trusts from our shareholders, clients and business partners. In addition, I would like to thank our Directors for their dedication and insights, and our employees for their enormous contribution and relentless effort to the Group. Our achievements would not have been possible without the commitment and hard work of our staff at all levels.

Mr. Chang Tin Duk, Victor
Chairman

Hong Kong, 16 June 2014

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the provision of staff outsourcing services. The Group is also engaged in the provision of executive/staff search services and other human resources support services.

For the year ended 31 March 2014, the Group has continued to maintain its market position as the leading human resources services provider in Hong Kong. Revenue derived from staff outsourcing services contributed to 93.40% of the Group's total revenue, amounting to approximately HK$181,804,000 (2013: HK$164,681,000). There is still a strong and growing demand for outsourcing services requested by existing clients, and this can be illustrated by the 12% growth in numbers of outsourcing candidates presently managed by the Group. The Group is currently managing 743 outsourcing candidates as compared to 663 outsourcing candidates back in 31 March 2013.

In an attempt to expand its income stream and diversify its business spectrum, the Company has built a new executive search team focusing on medical and pharmaceutical related services. For the year ended 2013, the Company diversified and expanded its executive search services into the fast moving consumer goods and luxury brand sectors in Hong Kong. The Company saw the need and growing demands for executives in the luxury brand sectors, given that sector have been benefited from the influx of tourists from the PRC in recent years. Now in 2014, the Company saw yet another opportunity in the rising demand for medical executives and has strategically positioned themselves to provide executive search services for the medical and pharmaceutical sector. The Company believes that by developing both vertically and horizontally within the Group's existing platform, and by expanding their existing service network, the Group's performance and profit will be greatly improved.

Apart from staff outsourcing services and executive/staff search services mentioned above, the Group is also engaged in the provision of other human resources support services. Although revenue from the sale of the eHRIS software was significantly affected by the upgrading of the software in 2013, the Group managed to derive revenue from delivering maintenance services associated with the eHRIS software and other support services, bringing in revenue of approximately HK$3,409,000 for the year ended 31 March 2014 (2013: HK$7,276,000). Now that the upgrading of the eHRIS software has been completed, the Group is confident that with the new and improved applications of the software, it will secure more sales and attract new customers to use the product.

FINANCIAL REVIEW

For the year ended 31 March 2014, the Group recorded revenue of approximately HK$194,660,000 (2013: HK$182,276,000), representing staff outsourcing revenue, executive/staff search revenue and other human resources support services revenue. Gross profit for the year ended 31 March 2014 was HK$14,647,000 (2013: HK$18,589,000), representing a gross profit margin of approximately 7.5% for the year ended 31 March 2014 (2013: approximately 10.2%).

During the year ended 31 March 2014, direct costs amounted to approximately HK$180,013,000 (2013: HK$163,687,000), representing costs rendered for sourcing and employing candidates for outsourcing services, and direct wages for executive/staff search teams and direct wages for human resources support team.

Other income for the year ended 31 March 2014 was approximately HK$314,000 (2013: HK$472,000), representing interest from bank deposits and director's loan of HK$64,000 (2013: HK$1,000), and sundry income of approximately HK$250,000 (2013: HK$1,000).

MANAGEMENT DISCUSSION AND ANALYSIS

General and administrative expenses for the year ended 31 March 2014 were approximately HK$14,239,000 (2013: HK$9,159,000), representing a significant increase of 55.5% compared with that of last year, of which staff related costs were approximately HK$6,217,000 (2013: HK$5,163,000). Advertising expenses were approximately HK$528,000 (2013: HK$183,253). Consultancy fees were HK$652,000 (2013: Nil), representing the costs of engaging a consultant to identify and negotiate with potential strategic partners. Professional fees were approximately HK$913,000 (2013: HK$5,000), mainly representing cost of obtaining legal advices on post listing issues and other professional fees related with share registering.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operation by its own working capital and from bank borrowings. Total net cash inflow from financing amounted to approximately HK$23.2 million for the year ended 31 March 2014 (2013: net outflow of HK$3.0 million) and the movements are mainly attributable to receiving approximately HK$8.0 million from new bank borrowings, approximately HK$26.2 million (2013: Nil) from issue of shares, net of expenses, and repayment of bank borrowings, bills payable, interest and dividend paid, payments of both capital and interest element of finance lease liabilities amounting to HK$10.9 million (2013: HK$8.9 million), in aggregate.

As at 31 March 2014, the Group's borrowings comprised bank loans and obligations under finance leases, the aggregate of which was approximately HK$2,969,000 (2013: HK$5,667,000). Among the total outstanding amounts of bank loans and obligations under finance leases as at 31 March 2014, 85.9% (2013: 87.5%) is repayable within the next year, 14.1% (2013: 12.5%) is repayable within the second to fifth years. The Group's bank loans are subject to floating interest rates while obligations under finance leases are subject to fixed interest rates.

The Group has a current ratio of approximately 2.98 as at 31 March 2014 comparing to that of approximately 1.57 as at 31 March 2013. As at 31 March 2014, the Group's gearing ratio was 7.1% (2013: 37.4%), which is calculated based on the Group's total borrowings of approximately HK$2,969,000 (2013: HK$5,667,000) and the Group's total equity of approximately HK$41,583,000 (2013: HK$15,143,000). The Group's total cash and bank balances, excluding pledged bank deposits, as at 31 March 2014 amounted to HK$21,727,000 compared to HK$6,565,000 as at 31 March 2013. The cash and bank balance together with the available banking facilities can provide adequate liquidity and capital resources for the ongoing operating requirements of the Group.

CAPITAL STRUCTURE OF THE GROUP

The shares of the Company were listed on GEM of the Stock Exchange on 10 April 2013 ("Listing Date"). There has been no change in the capital structure of the Group since the Listing Date. The capital of the Group comprises ordinary shares only.

FOREIGN EXCHANGE EXPOSURE

As most of the Group's business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi, the Group's exposure to exchange rate risk is limited. It is the Group's treasury policy to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group did not use any financial instrument to hedge against foreign currency risk.

CHARGES ON GROUP'S ASSETS

As at 31 March 2014, bank deposits of approximately HK$6,510,000 (2013: HK$500,000) represent deposits pledged to banks to secure the Group's banking facilities. In addition, the Group had a motor vehicle acquired under finance lease with a carrying value of approximately HK$888,000 (2013: HK$1,421,000).

MANAGEMENT DISCUSSION AND ANALYSIS

CONTINGENT LIABILITIES

As at 31 March 2014, the Group did not have any material contingent liabilities.

SIGNIFICANT INVESTMENT

During the year ended 31 March 2014, the Group did not have any significant investment.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

For the year ended 31 March 2014, there were no material acquisitions or disposals of subsidiaries made by the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2014, the Group's staff costs, including director's remuneration, were approximately HK$186.1 million (2013: HK$168.5 million). It is the Group's policy to review its employees' pay levels and performance bonus system regularly to ensure the remuneration policy is competitive within the industry.

FINAL DIVIDENDS

The Directors did not recommend the payment of the final dividend for year ended 31 March 2014 (2013: Nil).

PROSPECTS

The Group intends to continuously strive to create value for its shareholders. The Group will continue to focus on its staff outsourcing services and expand its existing executive search services in Hong Kong while diversifying into the PRC. The Group has commenced to establish its business base in Qian Hai, Shenzhen and Shanghai, and is currently reviewing business opportunities in the PRC. The Group has also recently joined hands with a Guangzhou strategic partner to provide staff outsourcing services to the PRC government departments and institutions. The Company will continue to look for opportunities for our existing business, particularly in diversifying and expanding within the Group's existing platform and service networking.

In addition, the Company will continue to look for potential strategic partners around Asia, in an attempt to expand its business into other Asian regions and pursue geographical expansion of its segment markets and pursue in enhancing competitiveness and strengthen its market position across Asia.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following is a comparison of the Group's business plan as set out in the prospectus of the Company dated 28 March 2013 (the "Prospectus") with actual business progress for the period ended 31 March 2014 (the "Period").

Business objectives up to 31 March 2014 as set out in the Prospectus	**Actual business progress up to 31 March 2014**
Expansion of existing executive/staff search and staff outsourcing services	
• Recruit about 2 to 5 staff for providing executive/staff search services for the banking and finance, sectors and the commerce and retail sectors	The Group has recruited 5 staff for providing executive/staff search services for the retail sector. The Group has also recruited 2 new staff for providing executive/staff search services for the medical and pharmaceutical sector.
• Identify appropriate office for the expansion of the Group's executive/staff search and human resources support services	The Group has started to look for potential office space.
• Continue to explore business opportunities in the Group's staff outsourcing and executive/staff search businesses in the banking, insurance and telecommunications industries in Hong Kong	The Group has started to explore other opportunities for staff outsourcing clients in the finance industries in Hong Kong. The Group has also contracted new businesses in the food and beverage sector in Hong Kong, and also the medical sector in Hong Kong.
Development in PRC and Singapore markets for executive/staff search services	
• Scout for the locations and research on procedures for the expansion of the Group's PRC presence for the development of the Group's executive/staff search services	The Group has commenced incorporation of a wholly-foreign owned enterprise in Qian Hai Special Economic Zone, Shenzhen and Shanghai.
• Explore strategic partner alliance opportunities with companies based in the PRC/Singapore	The Group has appointed a consultant to look for strategic partners in the PRC to support business development in the PRC and Singapore.
• Expansion of PRC presence by setting up a wholly-foreign-owned enterprise or equity joint venture for the development of the Group's executive/staff search services	The Group has cooperated with two independent third parties for the potential business development of executive/staff search services in the PRC by setting up a new operating entity.
• Identify and negotiate with potential partners in the PRC/Singapore engaging in executive/staff search services for strategic alliance	The Group has appointed a consultant to identify potential partners in the PRC engaging in executive/staff search services for strategic alliance.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

Business objectives up to 31 March 2014 as set out in the Prospectus	Actual business progress up to 31 March 2014
Upgrading of the Group's eHRIS software	
• Continue the development of claim management application for the Group's eHRIS software	The Group has completed the upgrading of the eHRIS software.
• Commence the development of roster management application for the Group's eHRIS software	Completed the roster management application for the eHRIS software.
• Recruit about 1 to 2 staff for the development of the Group's eHRIS software and continue to carry out the improvement work for the Group's eHRIS software	The Group has completed the improvement work on the eHRIS software.
Development of other human resources support services	
• Set up a company secretarial team with approximate 2 to 3 staff	The Group has started to communicate with relevant experts in the field of Hong Kong company law and secretarial services.
• Continue to explore business opportunities in the Group's human resources support services	The Group continued to explore business opportunities in human resources support services.
• Evaluate any human resources support services that can be provided to the Group's clients	The Group has evaluated and is considering to provide a one-stop human resources related and other supporting services such as payroll services, company secretarial services and professional referral services.

As of the date of this report, the Directors had no intention to make any changes to the business plan.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Chang, Tin Duk Victor (張天德), aged 43, was appointed as Director on 24 February 2012 and designated as the chairman of the Board and an executive Director on 2 April 2012. He is also a member of the remuneration committee and the nomination committee of the Company. He is a co-founder of the Group and is a director of Zebra Strategic Outsource Solution Limited ("Zebra SOS"). He is responsible for overseeing the business development and in-house operations and devising market strategies and business expansion plans of the Group. He has over 15 years of experience in recruitment process outsourcing, executive/staff search and private investment management. Before joining the Company, Mr. Chang started his career with Lippo Securities Limited and moved on to become director of Grand International Holdings Limited ("Grand International"), which was engaged in general investments. After leaving Grand International, he went on to be director and responsible officer for Astrum Capital Management Limited (a corporation licensed to carry out type 1 (dealing in securities), type 2 (dealing in futures contract), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) and Murtsa Capital Partners Limited (a corporation licensed to carry out type 9 (asset management) regulated activity under the SFO) but subsequently resigned from both companies in order to focus and cope with the business expansion of the Group. Mr. Chang presently remains as a compliance consultant for Astrum Capital Management Limited. Mr. Chang graduated with a Bachelor of Science degree in business administration from Boston University in January 1993. Mr. Chang is also a director of Z Strategic Investments Ltd. which is interested in 51% of the total issued share capital of the Company.

Mr. Kung, Phong (龔鈁), aged 42, was appointed as an executive Director on 2 April 2012. He is a co-founder of the Group and is a director of Zebra SOS. He is responsible for overseeing the business development, in-house operations, overall strategic planning, accounts and human resources activities of the Group. He has over 12 years of experience in business development as well as extensive knowledge in sales and marketing. In August 2008, Mr. Kung became an executive director of Lee & Man Chemical Company Limited (formerly known as Lee & Man Holding Limited) (stock code: 0746), which is a company listed on the Main Board) and he left Lee & Man Chemical Company Limited in 2011 to focus his duties in Lee & Man Handbags Holding Limited (stock code: 1488), a company listed on the Main Board. Mr. Kung is presently an executive director of Lee & Man Handbags Holding Limited. Mr. Kung is also a director of Z Strategic Investments Ltd. which is interested in 51% of the total issued share capital of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng, Kwan Ho Andy (吳君豪) (also known as Mr. Ng, Kwan-Ho Andrew), aged 42, was appointed as an independent non-executive Director on 2 April 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the audit committee and a member of both the remuneration committee and the nomination committee of the Company. Mr. Ng obtained a master's degree in business administration in November 1999 from the Hong Kong University of Science and Technology and a bachelor of economics degree in February 1993 from the University of Sydney. Mr. Ng began his career with Price Waterhouse Company Limited before joining Citibank N.A in 1998. From 1998 to 2001 he was an associate in finance for Morgan Stanley Dean Witter Asia Limited before becoming vice president of Deutsche Bank AG Hong Kong. From 2007 to 2009 he was employed by The Royal Bank of Scotland and last held the position of regional head, finance new product approval process. Mr. Ng has been an associate member of the Australia Society of Certified Practising Accountants since January 1994 and a member of the Institute of Management Accountants since August 1995. Mr. Ng currently does not have any full-time position.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lam, Raymond Shiu Cheung (林兆昌), aged 48, was appointed as an independent non-executive Director on 2 April 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the remuneration committee and a member of both the audit committee and the nomination committee of the Company. Mr. Lam obtained a bachelor of business degree in banking and finance from the Victoria University of Technology (now known as Victoria University) in July 1991 and a master's degree in applied finance from Macquarie University in September 1994. Other than his directorship in the Company, Mr. Lam is currently an executive director of Chinese Food and Beverage Group Limited (stock code: 8272) and an independent non-executive director of China Assurance Finance Group Limited (stock code: 8090), both of which are companies listed on GEM. He is also an independent non-executive director of The Hong Kong Building and Loan Agency Limited, a company listed on the Main Board (stock code: 0145). From January 2008 to September 2010, he was an independent non-executive director of China Chuanglian Education Group Limited (formerly known as China Oriental Culture Group Limited), a company listed on the Main Board (stock code: 2371). He was also an independent non-executive director of China Railway Logistics Limited (stock code: 8089) from December 2008 to June 2009; China Bio-Med Regeneration Technology Limited (stock code: 8158) from June 2008 to June 2009; Chinese Food and Beverage Group Limited (stock code: 8272) from May 2010 to April 2013, all of which are companies listed on GEM. He was also the deputy chief executive officer of China Eco-Farming Limited (stock code: 8166) from June 2009 to April 2013, a company listed on GEM.

Mr. Tam Tak Kei, Raymond (譚德機), aged 51, was appointed as an independent non-executive Director on 26 June 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the nomination committee and a member of both the audit committee and the remuneration committee of the Company. Mr. Tam obtained a Bachelor of Arts degree in accounting with computing from the University of Kent at Canterbury (now known as the University of Kent) in July 1985 and has over 20 years of professional accounting experience. Prior to joining the Group, Mr. Tam had been the financial controller of David Y W Ho & Co. from May 1995 to January 2002, Barlow Lyde & Gilbert from December 2002 to May 2010 and Blank Rome Solicitors from June 2010 to September 2011. Mr. Tam has been a member of the Institute of Chartered Accountants in England and Wales since August 1990 and an associate of the Hong Kong Institute of Certified Public Accountants since January 1995. He is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited, a company listed on GEM (stock code: 8219). Other than his directorship in the Company, Mr. Tam is also an independent non-executive director of Tianjin Jinran Public Utilities Company Limited (formerly known as Tianjin Tianlian Public Utilities Company Limited) (stock code: 1265), Vision Fame International Holding Limited (stock code: 1315), Sunley Holdings Limited (stock code: 1240), Jin Cai Holdings Company Limited (stock code: 1250) and Ngai Shun Holdings Limited (stock code: 1246), all of which are companies listed on the Main Board. Mr. Tam had acted as an independent non-executive director of Digital Domain Holdings Limited (formerly known as Sun Innovation Holdings Limited), a company whose shares of which are listed on the Main Board (stock code: 0547) during the period from 10 September 2009 to 9 August 2013.

SENIOR MANAGEMENT

Ms. Ren, Yi (任怡), aged 43, joined Zebra SOS in December 2012. She is the general manager of the Group and is responsible for assisting in overseeing the management and daily operation of the Group and supervising the payroll team. She obtained a bachelor of arts degree in English language and linguistics from Beijing University of Aeronautics & Astronautics in July 1993. She has approximately 13 years of experience in business development as well as in sales and marketing. From 2000 to 2007, she worked for an international law firm, an executive search company, an international investment management company and an international investment bank. From September 2007 to February 2011, she held the senior management position of a company listed on the Main Board of the Stock Exchange, where she was primarily responsible for its business development and sales and marketing activities. From February 2011 to December 2012, she was first employed as a senior executive assistant to the chief executive officer of a Hong Kong subsidiary of one of the largest integrated energy companies in Canada, where her primary responsibilities included assisting the chief executive officer in establishing a new energy subsidiary and she last held the position of business and commercial coordinator with such Hong Kong subsidiary.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Yeung, Ka Fung Queenie (楊家鳳), aged 43, is the head of the ESS-Banking Team of the executive/staff search department. She joined Zebra SOS in August 2009 and is responsible for leading the ESS-Banking Team to partner with the Group's clients in the banking and financial sector in delivering human capital solutions. Ms. Yeung obtained a bachelor of arts degree from the University of Toronto in June 1992 and has more than 16 years of experience in human resources operations management in the financial services industry. Prior to joining the Group, Ms. Yeung was employed by American International Assurance Company Limited as human resources officer in1993 and was promoted to senior human resources officer in 1996. From 1997 to July 1999, Ms. Yeung was employed by Citibank N.A. and last held the position of compensation and benefits officer. She then worked for Societe Generale Hong Kong Branch before rejoining Citibank N.A. and moved on to Standard Chartered Bank (HK) Limited in 2008. Immediately before joining the Group, she was employed by The Hongkong and Shanghai Banking Corporation Limited and last held the position of senior human resources manager in personal financial services.

Mr. Hui, Chun Sing (許振聲), aged 36, joined Zebra SOS in July 2006. He is the project manager for IT of the Group and is responsible for overseeing the Group's data security controls, and implementing, maintaining and enhancing the standard of information security control and the Group's eHRIS software. He obtained a bachelor of science degree in computing from University of North London in March 2002 and obtained an associate degree in business administration from The Open University of Hong Kong in December 2005. He has approximately 11 years of experience in system and software development. He was awarded the project management professional credential by the Project Management Institute in 2008. Prior to joining the Group, he had joined an IT service company in Hong Kong as a programmer from March 2000 to June 2002. From February 2003 to July 2006, he was employed by Hsin Chong Construction Group Limited and last held the position of analyst programmer.

CORPORATE GOVERNANCE REPORT

Pursuant to rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present the corporate governance report for the year ended 31 March 2014.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to promoting good corporate governance, with the objectives of (i) the maintenance of responsible decision making; (ii) the improvement in transparency and disclosure of information to shareholders; (iii) the continuance of respect for the rights of shareholders and the recognition of the legitimate interests of the shareholders; and (iv) the improvement in management of risk and the enhancement of performance by the Group. The Company will continue to monitor and review its corporate governance practices to ensure compliance with the regulatory requirements and to meet the expectations of the shareholders and investors.

During the year ended 31 March 2014, the Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules, except for the deviation from the code provision A.2.1 of the CG Code.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Chang Tin Duk, Victor ("Mr. Chang") acts as both the chairman and the chief executive officer of the Company. The Board is of the view that, given that Mr. Chang has been primarily responsible for leading the strategic planning and business development of the Group, the current arrangement would provide the Company with strong and consistent leadership, and allow for effective and efficient planning and implementation of business decisions and strategies. The Board considers that the current arrangement is overall beneficial to the management and development of the Group's business. The Board will continue to review the current management structure from time to time and may make changes if and when appropriate.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all of them have complied with the required standard of dealings regarding securities transactions throughout the year ended 31 March 2014 and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

BOARD OF DIRECTORS

The Board is entrusted with the overall responsibility for promoting the success of the Company by directing and supervising the Company's business and affairs. The ultimate responsibility for the day to day management of the Company is delegated to the chairman and the senior management of the Company. In practice, the Board takes responsibilities for decision making in all major matters of the Company. The day-to-day management, administration and operation of the Company are delegated to the executive Directors and senior management. Approval has to be obtained from the Board prior to any significant transactions entered into by the Group and the Board has the full support of them to discharge its responsibilities.

As at the date of this report, the Board comprises five Directors, including two executive Directors, namely Mr. Chang Tin Duk, Victor and Mr. Kung Phong and three independent non-executive Directors, namely Mr. Ng, Kwan Ho Andy, Mr. Lam, Raymond Shiu Cheung and Mr. Tam, Tak Kei Raymond. Save as disclosed, there is no other relationship, including financial, business, family or other material/relevant relationship(s) between members of the Board and the chairman of the Company.

On 23 December 2013, Mr. Pan Chik resigned as a non-executive director of the Company to pursue his personal businesses.

CORPORATE GOVERNANCE REPORT

The biographical details of each Director are set out in the section "Directors and Senior Management Profile" on pages 11 to 13 in this annual report.

During the year ended 31 March 2014, the Company has complied with new code provision relating to board diversity and issued a board diversity policy on 26 August 2013. The Nomination Committee will monitor the implementation of the Board diversity policy and review the same as appropriate.

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. During the year ended 31 March 2014, 7 Board meetings were held and the attendance records of individuals Directors are set out below:

	Number of Meetings Attended/Held
Executive Directors	
Chang, Tin Duk Victor	7/7
Kung, Phong	6/7
Non-Executive Director	
Pan, Chik (Resigned on 23 December 2013)	6/7
Independent Non-Executive Directors	
Ng, Kwan Ho Andy (also known as Ng, Kwan Ho Andrew)	7/7
Lam, Raymond Shiu Cheung	7/7
Tam, Tak Kei Raymond	7/7

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

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

Both draft and final versions of the minutes were sent to all Directors for their comment and records. Minutes of Board meetings are kept by the company secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Directors.

GENERAL MEETINGS

Annual general meeting was held on 2 August 2013, all the executive directors, non-executive director and independent non-executive directors were attended.

CORPORATE GOVERNANCE REPORT

RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The executive Directors and senior management meet regularly to review company business matters and escalate the matters to the board meeting for further discussion if necessary. The Board and the Directors can seek independent professional advice whenever necessary at the Company's expenses. Furthermore, they can have access to the company secretary who is responsible for ensuring that the Board procedures are duly complied with and advising the Board on corporate governance and compliance matters.

In accordance with the Board's current practice and code provision A.1.7 of the CG Code, any material transaction involving a conflict of interests for a substantial shareholder or a Director will be considered and dealt with by the Board by a duly convened Board meeting. It also requires the directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

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, on the basis of the aforesaid annual confirmations, is of the view that all independent non-executive Directors meet the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Directors receive regular updates and presentations on changes and developments to the Group's business and to environments in which the Group operates, as well as their responsibilities under the relevant statutes, laws, rules and regulations to ensure compliance and enhance their awareness of good corporate governance practices. Directors are also encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 March 2014, the Directors participated in the continuous professional developments in relation to regulatory updates, the duties and responsibilities of the Director and the business of the Group in the following manner:

	Type of trainings
Executive Directors	
Chang, Tin Duk Victor	A,B
Kung, Phong	A,B
Non-Executive Director	
Pan, Chik (Resigned on 23 December 2013)	A,B
Independent Non-Executive Directors	
Ng, Kwan Ho Andy (also known as Ng, Kwan Ho Andrew)	A,B
Lam, Raymond Shiu Cheung	A,B
Tam, Tak Kei Raymond	A,B

A: attending seminars and/or conferences
B: reading materials relevant to the business of the Group or to the Director's duties and responsibilities

CORPORATE GOVERNANCE REPORT

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing on 10 April 2013. Either party has the right to give not less than three months' written notice to terminate the respective service contract.

Each of the independent non-executive Directors has entered into an appointment letter with the Company on an initial term of three years commencing on 10 April 2013. Either party has the right to give not less than three months' written notice to terminate the respective service contract.

In compliance with the code provision A.4.2 of the CG Code, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. By virtue of article 83(3) of the articles of association of the Company, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In compliance with the code provision A.4.2 of the Code, all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 84(1) of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

All independent non-executive Directors will retire as Directors at the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-election at the annual general meeting.

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rules 5.05(1), 5.05(2) and 5.05A of the GEM Listing Rules, the Company has appointed three independent non-executive Directors representing more than one-third of the Board and with at least one of whom having appropriate professional qualifications, or accounting or related financial management expertise.

BOARD COMMITTEES

The Board has established, with written terms of reference, three board committees, namely audit committee, remuneration committee and nomination committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties.

The written terms of reference for each Board committee are in line with the GEM Listing Rules and are available on the websites of the Stock Exchange and the Company, respectively.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 19 March 2013 with written terms of reference in compliance with Rule 5.28 and Rule 5.29 of the GEM Listing Rules and paragraphs C.3.3 and C.3.7 of the CG Code. The Audit Committee comprises three independent non-executive Directors, namely, Mr. Ng, Kwan Ho Andy, Mr. Lam, Raymond Shiu Cheung and Mr. Tam, Tak Kei Raymond. Mr. Ng, Kwan Ho Andy is the Chairman of the Audit Committee.

CORPORATE GOVERNANCE REPORT

The primary duties of the Audit Committee are, among other things, to make recommendation to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting, and oversee internal control procedures of the Company.

The Audit Committee reports to the Board and has held regular meetings during the year ended 31 March 2014 to review and make recommendations to improve the Group's financial reporting process and internal controls.

During the year ended 31 March 2014, the Audit Committee reviewed with the management of the Group's unaudited quarterly and interim results and annual audited results for the financial year ended 31 March 2014, and discussed internal controls and financial reporting matters. The Audit Committee had also reviewed this annual report, and confirmed that this annual report complies with the applicable standard, the GEM Listing Rules and other applicable legal requirements and that adequate disclosures have been made. The Audit Committee also met with the external auditor. There is no disagreement between the Directors and the Audit Committee regarding the selection and appointment of the external auditor.

During the year ended 31 March 2014, four Audit Committee meetings were held and the attendance records of individual committee members are set out below:

	Number of Meetings Attended/Held
Ng, Kwan Ho Andy *(Chairman)* (also known as Ng, Kwan Ho Andrew)	4/4
Lam, Raymond Shiu Cheung	4/4
Tam, Tak Kei Raymond	4/4

REMUNERATION COMMITTEE

The Company established a remuneration committee ("Remuneration Committee") on 19 March 2013 with written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and paragraph B.1.2 of the CG Code. The Remuneration Committee comprises one executive Director, namely Mr. Chang Tin Duk, Victor, and three independent non-executive Directors, namely Mr. Lam, Raymond Shiu Cheung, Mr. Ng, Kwan Ho Andy and Mr. Tam, Tak Kei Raymond. Mr. Lam, Raymond Shiu Cheung is the Chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to make recommendations to the Board on policies and structure for remuneration of Directors and senior management and on the establishment for a formal and transparent procedure for developing policy on such remuneration; and to ensure none of the Directors shall determine their own remuneration.

CORPORATE GOVERNANCE REPORT

During the year ended 31 March 2014, four Remuneration Committee meetings were held and the attendance records of individual committee members are set out below:

	Number of Meetings Attended/Held
Lam, Raymond Shiu Cheung *(Chairman)*	4/4
Chang Tin Duk, Victor	4/4
Ng, Kwan Ho Andy (also known as Ng, Kwan Ho Andrew)	4/4
Tam, Tak Kei Raymond	4/4

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 March 2014 is set out below:

	Number of Individuals
HKD500,000 or below	1
HKD500,001 to HKD1,000,000	2
HKD1,000,001 to HKD1,500,000	0

NOMINATION COMMITTEE

The Company established a nomination committee ("Nomination Committee") on 19 March 2013 with written terms of reference in compliance with paragraphs A.5.1 and A.5.2 of the CG Code. The Nomination Committee comprises one Executive Director, namely Mr. Chang Tin Duk, Victor; and three independent non-executive Directors, namely Mr. Tam, Tak Kei Raymond, Mr. Ng, Kwan Ho Andy and Mr. Lam, Raymond Shiu Cheung. Mr. Tam, Tak Kei Raymond is the Chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of the independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

During the year ended 31 March 2014, four Nomination Committee meetings were held and the attendance records of individual committee members are set out below:

	Number of Meetings Attended/Held
Tam, Tak Kei Raymond *(Chairman)*	4/4
Chang Tin Duk, Victor	4/4
Ng, Kwan Ho Andy (also known as Ng, Kwan Ho Andrew)	4/4
Lam, Raymond Shiu Cheung	4/4

CORPORATE GOVERNANCE REPORT

The Company has adopted the board diversity policy in August 2013 and will strive to select the most appropriate candidate to be appointed as a member of the Board. When identifying suitable candidates for directorship, the nomination committee will carry out the selection process by making reference to not only the skills, experience, education background, professional knowledge, personal integrity and time commitments but also the gender, age, cultural background and ethnicity of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. The decision will be made in accordance with the strength of the contribution to the Board by the candidate. All candidates must be able to meet the standards as set for 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 as set out in Rule 5.09 of the GEM Listing Rules. Qualified candidates will then be recommended to the Board for approval.

CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to a set written terms of reference adopted by the Board, which include (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and disclosures in the corporate governance report.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements which give a true and fair view of the financial position of the Group. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

The responsibilities of the external auditors about their financial reporting are set out in the independent auditor's report attached to the Company's financial statements for the year ended 31 March 2014 set out in this report.

AUDITOR'S REMUNERATION

The consolidated financial statements of the Company and its subsidiaries for the year were audited by BDO Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that BDO Limited be re-appointed as auditor of the Company for approval by the shareholders of the Company at the forthcoming annual general meeting.

During the year ended 31 March 2014, the remuneration paid and payable to the Company's auditor is approximately HK$350,000 for audit services.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Ms. Wong, Susan Chui San ("Ms. Wong") was appointed as the company secretary of the Company on 2 April 2012. Ms. Wong has been a certified practising accountant of the Australian Society of Certified Practising Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since May 1999 and May 2000 respectively. She is also a member of The Society of Chinese Accountants and Auditors, a fellow and a certified tax adviser of the Taxation Institute of Hong Kong.

Pursuant to paragraph F of the CG Code, she should possess day-to-day knowledge on the Company's affairs and responsible for advising the Board through the chairman on all governance matters and facilitates the induction and professional development of all Directors.

For the year ended 31 March 2014, Ms. Wong has undertaken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

Pursuant to Article 58 of the articles of association of the Company, the Board may whenever it thinks fit call extraordinary general meetings. Anyone or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Pursuant to Article 85 of the Articles of Association of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a written notice (unless otherwise specifically stated and as further defined in the Articles of Association of the Company) (the "Notice") signed by a shareholder of the Company (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office of the Company or at the Hong Kong branch share registrar of the Company provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Procedures for directing shareholder' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Company, for the attention of the Board of Director, by email: info@zebra.com.hk, or mail to 5th Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

CORPORATE GOVERNANCE REPORT

Investor Relations

The Board recognizes the importance of good communications with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company updates its shareholders on its latest business developments and financial performance through its corporate publications including quarterly, interim and annual reports and public announcements. While the annual general meeting provides a valuable forum for direct communication between the Board and its shareholders, the Company also maintains its website (www.zebra.com.hk) to provide an alternative communication channel for the public and its shareholders. All corporate communication and Company's latest updates are available on the Company's website for public's information.

During the year ended 31 March 2013, the Company did not make any significant changes to its Memorandum and Articles of Association.

INTERNAL CONTROLS

The Board is responsible for establishing and maintaining a sound and effective internal control system in order to safeguard the interests of the shareholders and assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The Audit Committee reviewed the overall effectiveness of the internal control system of the Group and reported its findings and made recommendations to the Board. The Directors have conducted a review of the effectiveness of the Group's internal control system, including financial, operational, compliance controls and risk management functions for the year ended 31 March 2014. The Board will continue to assess the effectiveness of internal controls by considering reviews performed by the audit committee and executive management.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board considers that maintaining continuous and effective communication with shareholders is crucial to and is a key element of establishing shareholders' confidence and attracting new investors. These includes (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) latest updates and key information of the Company are available on the website of the Company, that offers a communication channel between the Company and its shareholders and investors; and (iv) the Company's share registrar in Hong Kong serves the shareholders regarding all share registration matters.

The forthcoming annual general meeting of the Group will be held on 13 August 2014.

REPORT OF THE DIRECTORS

The directors of the Company (the "Directors") have pleasure in presenting their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES

The principal activities of the Company is investment holding. The principal activity of the Group is provision of staff outsourcing services. The Group is also engaged in the provision of executive/staff search services and other human resources support services.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2014 and the state of its affairs as at that date are set out in the financial statements on pages 33 to 38 of this annual report.

The Directors did not recommend the payment of any final dividend for the year ended 31 March 2014.

USE OF PROCEEDS

The shares of the Company were listed on the GEM of the Stock Exchange on 10 April 2013 (the "Listing Date") with net proceeds from the placing of approximately HK$21.4 million. The net proceeds from the Listing Date to 31 March 2014 had been applied as follows:

	Use of proceeds from the Listing Date to period ended 31 March 2014 as shown in the Prospectus	**Actual use of proceeds from the Listing Date to 31 March 2014**
	HK$ million	HK$ million
Expansion of existing executive/staff search and staff outsourcing services in Hong Kong	6.2	0.4
Development in PRC and Singapore markets	8.2	2.5
Upgrading of eHRIS software	3.0	0.4
Development of other human resources support services	2.0	–
General working capital	2.0	2.0
	21.4	5.3

SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 March 2014 are set out in Note 23 to the consolidated financial statements.

REPORT OF THE DIRECTORS

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 March 2014 are set out in Note 24 to the consolidated financial statements and in the consolidated statement of changes in equity in this Annual Report, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2014, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to HK$36,282,000. The amount of HK$36,282,000 includes the Company's share premium and contributed surplus, net of accumulated losses which may be distributable 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 and when they fall due in the ordinary course of business.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year ended 31 March 2014 are set out in Note 13 to the consolidated financial statements.

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 new shares on a pro-rata basis to existing shareholders.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group, as extracted from the consolidated financial statements for the last three financial years, is set out on page 80 of this report. This summary does not form part of the audited financial statements.

PURCHASE, SALE OR REDEMPTION OF THE SECURITIES

During the year ended 31 March 2014, the Company did not redeem any of its listed securities, and neither did the Company nor any of its subsidiaries purchase or sell any of the Company's listed securities.

MAJOR CUSTOMERS

Sales to the Group's five largest customers accounted for approximately 94 % of the total sales for the year ended 31 March 2014 and sales to the largest customer included therein amounted to approximately 68%.

Due to the nature of the Group's business, the Group has no major suppliers.

To the best knowledge of the Directors, neither the Directors, their associates, nor any shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital), had any beneficial interest in any of the Group's five largest customers or suppliers during the year ended 31 March 2014.

REPORT OF THE DIRECTORS

DIRECTORS

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

Executive Directors:

Mr. Chang Tin Duk Victor *(Chairman)*
Mr. Kung Phong

Non-Executive Director:

Mr. Pan Chik *(Resigned on 23 December 2013)*

Independent Non-Executive Directors:

Mr. Ng, Kwan Ho Andy
Mr. Lam, Raymond Shiu Cheung
Mr. Tam, Tak Kei Raymond

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received written annual confirmation from each of its independent non-executive Director in respect of their independence in accordance with the requirements of the Rule 5.09 of the GEM Listing Rules and all independent non-executive Directors are considered to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 11 to 13 of this report.

DIRECTORS' SERVICE CONTRACTS

All executive Directors have entered into service contracts with the Company for a period of three years commencing on 10 April 2013 and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other. They are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's articles of association.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing on 10 April 2013, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing 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.

In accordance with the Company's articles of association, all independent non-executive Directors shall retire from office, at the forthcoming annual general meeting of the Company.

REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS IN CONTRACTS

Save as aforesaid and disclosed in Note 27 to the consolidated financial statement, there was no other 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 31 March 2014 or at any time during the year ended 31 March 2014.

EMOLUMENT POLICY

In order to attract and retain high quality staff and to enable smooth operation within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualifications and experience) and various in-house training courses. The remuneration packages are subject to review on a regular basis.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement.

MANAGEMENT CONTRACTS

No management and administration contracts in respect of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2014.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2014, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) held by the Directors and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

Long position in ordinary shares and underlying shares

Name of Directors	Nature of interests	Number of shares held	Approximate percentage of issued share capital
Chang, Tin Duk Victor ("Mr. Chang")	Interest in controlled corporation	204,000,000 *(note)*	51.00%
Kung, Phong ("Mr. Kung")	Interest in controlled corporation	204,000,000 *(note)*	51.00%

Long position in shares of associated corporation

Name of Directors	Name of associated corporation	Nature of interests	Number of shares held/ interested	Percentage of interest
Mr. Chang	Z Strategic Investments Ltd. ("Z Strategic")	Beneficial owner *(note)*	3	50.00%
Mr. Kung	Z Strategic	Beneficial owner *(note)*	3	50.00%

Note:

These 204,000,000 Shares are held by Z Strategic, which in turn is wholly and beneficially owned by Mr. Chang and Mr. Kung in equal shares. As such, each of Mr. Chang and Mr. Kung is deemed under the SFO to be interested in these 204,000,000 Shares held by Z Strategic. Each of Mr. Chang and Mr. Kung is a director of Z Strategic.

INTERESTS AND SHORT POSITIONS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 31 March 2014, the following persons/entities have an interest or a short position in the shares or the underlying shares 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 would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be 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 other members of the Group:

Name	Nature of interests	Number of shares held	Approximate percentage of issued share capital
Z Strategic	Beneficial owner	204,000,000	51.00%
Tong Shing Ann, Sharon	Interest of spouse *(note 1)*	204,000,000	51.00%
Lee Man Ching	Interest of spouse *(note 2)*	204,000,000	51.00%

Notes:

1. Ms. Tong Shing Ann, Sharon, the spouse of Mr. Chang, is deemed under the SFO to be interested in these 204,000,000 Shares in which Mr. Chang is deemed to be interested.

2. Ms. Lee Man Ching, the spouse of Mr. Kung, is deemed under the SFO to be interested in these 204,000,000 Shares in which Mr. Kung is deemed to be interested.

REPORT OF THE DIRECTORS

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 March 2014 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation. Since the Scheme has become effective, no share options were granted, exercised or cancelled by the Company under the Scheme during the year ended 31 March 2014 and there were no outstanding share options under the Scheme as at 31 March 2014.

MATERIAL RELATED PARTIES TRANSACTIONS

The material related party transactions in relation to the service income from a related party as disclosed in Note 27(a) to the consolidated financial statements in this Annual Report are continuing connected transactions exempt from reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 20.33(3)(c) of the GEM Listing Rules. Further details are set out in the section headed "Exempted Continuing Connected Transaction" in the Prospectus.

The material related party transactions in relation to the key management personnel remuneration as disclosed in Note 27(b) to the consolidated financial statements in this Annual Report are connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 20.31(6) of the GEM Listing Rules.

Save as disclosed above, the Directors consider that those material related party transactions disclosed in Note 27 to the consolidated financial statements in this Annual Report did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the GEM Listing Rules.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year ended 31 March 2014, the Group has not entered into any connected transactions that are not exempt under Rule 20.31 of the GEM Listing Rules nor any continuing connected transactions that are not exempt under Rule 20.33 of the GEM Listing Rules.

REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As far as the Directors are aware of, none of the Directors or any of their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group during the year ended 31 March 2014.

All the independent non-executive Directors were delegated with the authority to review on an annual basis the non-competition undertaking given by Ms. Yeung Ka Fung, Queenie ("Ms. Yeung"), the controlling shareholders of the Company, namely Mr. Chang Tin Duk, Victor, Mr. Kung Phong and Z Strategic (collectively, the "Covenantors") in the respective non-competition undertaking (the "Undertaking") entered into by Ms. Yeung and Zebra Strategic Outsource Solution Limited dated 1 March 2013 and the deed of non-competition (the "Deed of Non-competition") entered into by, among others, the Covenantors dated 19 March 2013 (an extract of the respective material terms of Undertaking and the Deed of Non-competition had been set out in the Prospectus). Each of Ms. Yeung and the Covenantors confirmed that (a) they have provided all information necessary for the enforcement of the Undertaking and the Deed of Non-competition, respectively, as requested by all independent non-executive Directors from time to time; and (b) from the effective date of respective Undertaking and the Deed of Non-competition and up to 16 June 2014, each of Ms. Yeung and the Covenantors had complied with the Undertaking and the Deed of Non-competition, respectively. All independent non-executive Directors also confirmed that they were not aware of any non-compliance with the Undertaking by Ms. Yeung or the Deed of Non-competition by the Covenantors during the same period.

COMPLIANCE ADVISER'S INTEREST

As at 31 March 2014, except for the compliance adviser's agreement entered into between the Company and Messis Capital Limited ("Messis Capital") on 27 March 2013, nether Messis Capital nor its directors, employees or associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) as notified by Messis Capital.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as 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 of them have complied with the required standards of dealings regarding securities transactions throughout the year ended 31 March 2014.

CORPORATE GOVERNANCE

A report detailed corporate governance report is set out in pages 14 to 22 in this report.

REPORT OF THE DIRECTORS

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing Rules since the Listing Date up to the date of this annual report.

AUDITOR

A resolution to re-appoint the retiring auditor, BDO Limited, is to be proposed at the forthcoming annual general meeting of the Company. There was no change in auditor in the past 3 years.

By order of the Board
Zebra Strategic Holdings Limited

Chang Tin Duk, Victor
Executive Director

Hong Kong, 16 June 2014

INDEPENDENT AUDITOR'S REPORT

BDO

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TO THE SHAREHOLDERS OF ZEBRA STRATEGIC HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Zebra Strategic Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 33 to 79, which comprise the consolidated and company statements of financial position as at 31 March 2014, 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 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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.

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 auditor's 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 auditor considers 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.

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

INDEPENDENT AUDITOR'S REPORT

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 2014 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 Hong Kong Companies Ordinance.

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate Number P05057

Hong Kong, 16 June 2014

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	2014 HK$'000	2013 HK$'000
Revenue	6	**194,660**	182,276
Direct costs		**(180,013)**	(163,687)
Gross profit		**14,647**	18,589
Other income	6	**314**	472
General and administrative expenses		**(14,239)**	(9,159)
Other operating expenses		**–**	(4,894)
Share of losses of associates	14	**(3)**	–
Operating profit		**719**	5,008
Finance costs	7	**(248)**	(394)
Profit before income tax	8	**471**	4,614
Income tax expense	9	**(196)**	(1,354)
Profit for the year		**275**	3,260
Other comprehensive income for the year		**–**	–
Total comprehensive income for the year attributable to owners of the Company		**275**	3,260
Earnings per share for profit attributable to owners of the Company — Basic and diluted (HK cents)	11	**0.1**	1.0

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	2014 HK$'000	2013 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	**1,499**	1,619
Investments in associates	14	**–**	–
		1,499	1,619
Current assets			
Trade and other receivables, prepayments and deposits	16	**32,011**	28,622
Amounts due from directors	17	**–**	3,159
Amounts due from ultimate holding company	18	**50**	27
Amounts due from associates	18	**52**	–
Tax recoverable		**601**	186
Pledged bank deposits	19	**6,510**	500
Cash at banks and in hand	19	**21,727**	6,565
		60,951	39,059
Current liabilities			
Accrued expenses and other payables	20	**17,898**	19,868
Bank borrowings	21	**2,260**	4,687
Obligation under a finance lease	22	**291**	271
		20,449	24,826
Net current assets		**40,502**	14,233
Total assets less current liabilities		**42,001**	15,852
Non-current liabilities			
Obligation under a finance lease	22	**418**	709
Net assets		**41,583**	15,143
EQUITY			
Equity attributable to the Company's owners			
Share capital	23	**4,000**	313
Reserves	24	**37,583**	14,830
Total equity		**41,583**	15,143

STATEMENT OF FINANCIAL POSITION

	Notes	2014 HK$'000	2013 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries	*15*	**15,241**	15,241
Current assets			
Amount due from a subsidiary	*18*	**25,044**	–
Current liabilities			
Accrued expenses	*20*	**3**	3
Amount due to a subsidiary	*18*	**–**	95
		3	98
Net current assets/(liabilities)		**25,041**	(98)
Total assets less current liabilities		**40,282**	15,143
Net assets		**40,282**	15,143
EQUITY			
Share capital	*23*	**4,000**	313
Reserves	*24*	**36,282**	14,830
Total equity		**40,282**	15,143

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital HK$'000	Share premium* HK$'000	Merger reserve* HK$'000	Retained earnings* HK$'000	Total equity HK$'000
At 1 April 2012	–	–	100	14,783	14,883
Issue of shares *(Notes 23(a) & (d))*	313	–	(313)	–	–
2013 interim dividend declared *(Note 10)*	–	–	–	(3,000)	(3,000)
Transactions with owners	313	–	(313)	(3,000)	(3,000)
Total comprehensive income for the year	–	–	–	3,260	3,260
At 31 March 2013 and 1 April 2013	313	–	(213)	15,043	15,143
Issue of shares upon Placing *(Note 23(g))*	750	30,000	–	–	30,750
Issue of shares upon Capitalisation *(Note 23(f))*	2,937	(2,937)	–	–	–
Expenses incurred in connection with the issue of shares during the year	–	(4,585)	–	–	(4,585)
Transactions with owners	3,687	22,478	–	–	26,165
Total comprehensive income for the year	–	–	–	275	275
At 31 March 2014	4,000	22,478	(213)	15,318	41,583

* *The total of these balances represents "Reserves" in the consolidated statement of financial position.*

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	2014 HK$'000	2013 HK$'000
Cash flows from operating activities			
Profit before income tax		**471**	4,614
Adjustments for:			
Depreciation of property, plant and equipment	8	**630**	414
Gain on disposal of property, plant and equipment	8	**–**	(470)
Provision for impairment on trade receivables	8	**64**	–
Share of losses of associates	14	**3**	–
Interest charges on obligation under a finance lease	7	**57**	49
Interest expenses	7	**191**	345
Interest income	6	**(64)**	(1)
Operating profit before working capital changes		**1,352**	4,951
Increase in trade receivables		**(1,845)**	(4,109)
(Increase)/Decrease in other receivables, prepayments and deposits		**(1,608)**	1,522
Decrease/(Increase) in amounts due from directors		**3,159**	(163)
Decrease in amount due from a related company		**–**	12
Increase in amount due from ultimate holding company		**(23)**	(27)
Increase in amounts due from associates		**(52)**	–
(Decrease)/Increase in accrued expenses and other payables		**(1,970)**	4,623
Cash (used in)/generated from operations		**(987)**	6,809
Income tax paid		**(611)**	(1,613)
Net cash (used in)/generated from operating activities		**(1,598)**	5,196

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	2014 HK$'000	2013 HK$'000
Cash flows from investing activities			
Interest received		**64**	1
Proceeds from disposal of property, plant and equipment		**–**	470
Purchase of property, plant and equipment		**(510)**	(551)
Investments in associates		**(3)**	–
Increase in pledged bank deposits		**(6,010)**	–
Net cash used in investing activities		**(6,459)**	(80)
Cash flows from financing activities			
Proceeds from new bank borrowings		**8,000**	4,000
Repayment of bank borrowings		**(8,427)**	(5,413)
Net (repayment)/proceeds from bill payables		**(2,000)**	2,000
Issue of shares		**30,750**	–
Expenses incurred in connection with the issue of shares		**(4,585)**	–
Interest paid		**(191)**	(345)
Dividend paid		**–**	(3,000)
Capital element of finance lease liabilities		**(271)**	(170)
Interest element of finance lease payments		**(57)**	(49)
Net cash generated from/(used in) financing activities		**23,219**	(2,977)
Net increase in cash and cash equivalents		**15,162**	2,139
Cash and cash equivalents at beginning of year		**6,565**	4,426
Cash and cash equivalents at end of year		**21,727**	6,565
Analysis of balances of cash and cash equivalents			
Cash at banks and in hand	19	**21,727**	6,565

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Zebra Strategic Holdings Limited (the "Company") was incorporated in the Cayman Islands on 24 February 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's principal place of business is located at 5th Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

The Company's shares were listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 10 April 2013.

The principal activity of the Company is investment holding. The principal activity of the subsidiaries (together with the Company referred to as the "Group") is the provision of staff outsourcing services. The Group is also engaged in the provision of executive/staff search services and other human resources support services.

The directors of the Company consider the ultimate parent company of the Group as at 31 March 2014 to be Zebra Strategic Investments Ltd. ("Z Strategic"), a company incorporated in the British Virgin Islands (the "BVI").

The financial statements on pages 33 to 79 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting standards ("HKAS") and Interpretations ("Int") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The financial statements for the year ended 31 March 2014 were approved for issue by the board of directors (the "Board") on 16 June 2014.

2. ADOPTION OF NEW AND REVISED HKFRSs

(a) New/Revised HKFRSs — effective 1 April 2013

In the current year, the Group has applied for the first time the following amendments issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 April 2013:

HKFRSs (Amendments)	Annual Improvements 2009–2011 Cycle
HKFRSs (Amendments)	Annual Improvements 2010–2012 Cycle
Amendments to HKAS 1 (Revised)	Presentation on Items of Other Comprehensive Income
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 12	Disclosure of Interests in Other Entities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 13	Fair Value Measurement
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures

2. ADOPTION OF NEW AND REVISED HKFRSs *(Continued)*

(a) New/Revised HKFRSs — effective 1 April 2013 *(Continued)*

Except as explained below, the adoption of these amendments has no material impact on the Group's financial statements.

HKFRSs (Amendments) — Annual Improvements to HKFRSs 2009–2011 Cycle

The Annual Improvements to HKFRSs — 2009–2011 Cycle include a number of amendments to various HKFRSs, which include:

HKAS 1 Presentation of Financial Statements

This improvement clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative information is the previous period.

HKAS 16 Property, Plant and Equipment

This improvement clarifies that major spare parts and servicing equipment that meet the definition of property, plant and equipment are not inventory.

HKAS 32 Financial Instruments: Presentation

This improvement clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with HKAS 12 Income Taxes.

HKFRSs (Amendments) — Annual Improvements to HKFRSs 2010–2012 Cycle

The Basis of Conclusions for HKFRS 13 Fair Value Measurement was amended to clarify that short-term receivables and payables with no stated interest rate can be measured at their invoice amounts without discounting, if the effect of discounting is immaterial. This is consistent with the Group's existing accounting policy.

Amendments to HKAS 1 (Revised) Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit or loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKFRS 7 Disclosures — Offsetting Financial Assets and Financial Liabilities

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement. The application of the amendments to HKFRS 7 may affect the Group's disclosure regarding offsetting financial assets and financial liabilities in the future. There are no effects on the Group's financial position or performance.

2. ADOPTION OF NEW AND REVISED HKFRSs *(Continued)*

(a) New/Revised HKFRSs — effective 1 April 2013 *(Continued)*

HKFRS 10 — Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of "de facto" control where an investor can control an investee while holding less than 50% of the investee's voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions. The adoption does not change any of the control conclusion reached by the Group in respect of its involvement with other entities as at 1 April 2013.

HKFRS 12 — Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements. This new standard affects only disclosure, there is no effect on the Group's financial position and performance.

(b) New/Revised HKFRSs — issued but not yet effective

At the date of approval of these financial statements, the HKICPA has issued certain new or amended HKFRSs that have been issued but are not yet effective, and have not been adopted early by the Group. The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information on those new or amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Certain other new or amended HKFRSs have been issued but are not expected to have a material impact on the Group's financial statements.

Amendments to HKAS 32 Presentation — Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement. The amendments are effective for the annual periods beginning on or after 1 January 2014.

2. ADOPTION OF NEW AND REVISED HKFRSs *(Continued)*

(b) New/Revised HKFRSs — issued but not yet effective *(Continued)*

HKFRS 9 — Financial instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. In December 2013, the HKICPA removed 1 January 2015 effective date for HKFRS 9.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors anticipated that more disclosures would be made but so far concluded that the application of these new/revised HKFRSs will have no material impact on the Group's financial statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The significant accounting policies that conform to HKFRSs and have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied throughout the years presented unless otherwise stated.

The financial statements have been prepared under the historical cost convention. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see Note 3.3 below) made up to 31 March each year. Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intercompany transactions, balances and unrealised gains and losses on transactions within the Group are eliminated on consolidation. Unrealised losses resulting from intercompany transaction are also eliminated unless the transaction provides evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

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

3.2 Basis of consolidation *(Continued)*

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is 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 interest, and also the cumulative translation differences recorded in equity. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

3.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss. Impairment testing of the investments in subsidiaries is required upon receiving dividends from the investment if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared.

3.4 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associates. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

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

3.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses (Note 3.6). The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less their residual values, using straight-line method, over their estimated useful lives, at the following rates per annum:

Leasehold improvements	20%
Furniture and fixtures	20%
Office equipment and computer software	20%
Motor vehicles	30%

The assets' residual values, depreciation method and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.6 Impairment of non-financial assets

Property, plant and equipment are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

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

3.7 Financial assets

The Group's financial assets mainly comprise loans and receivables including trade and other receivables, deposits, amounts due from directors, amounts due from associates, amount due from ultimate holding company, pledged bank deposits and cash at banks.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

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 are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

— significant financial difficulty of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— granting concession to a debtor because of the debtor's financial difficulty;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

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

3.7 Financial assets *(Continued)*

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss on loans and receivables decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss for the period in which the reversal occurs.

Financial assets other than trade receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3.8 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand and bank deposits with original maturities of three months or less.

3.9 Financial liabilities

The Group's financial liabilities include accrued expenses and other payables, bank borrowings and obligation under a finance lease, which are financial liabilities at amortised cost.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (Note 3.15). A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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

3.9 Financial liabilities *(Continued)*

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Accrued expenses and other payables

These are recognised initially at their fair values and subsequently measured at amortised cost, using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

Finance lease liabilities

Financial lease liabilities are measured at initial value less the future finance charges of lease repayments (Note 3.12), and subsequently measured at amortised cost using the effective interest method.

3.10 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.11 Revenue and other income recognition

Revenue comprises the fair value of the consideration received or receivable for the rendering of services. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Revenue from staff outsourcing services represents the amounts billed for the services of outsourcing staff. This is recognised on a monthly basis when the services have been provided. The Group reports gross revenue and the related direct costs of staff outsourcing services as the Group acts as a principal in the arrangements and has the risk and rewards of ownership (such as the obligation to pay outsourcing staff and the risk of loss for collection of the related trade receivables).

Revenue from executive/staff search services, based on a percentage of the candidate's remuneration package in the first year of his/her employment, is recognised when the services are rendered pursuant to the terms of the agreement which usually coincides with the employment commencement date. A provision is made by the management, based on past experience, for the possible cancellation of placements shortly after the commencement of employment.

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

3.11 Revenue and other income recognition *(Continued)*

The Group presents revenues and the related direct costs of services in accordance with HKAS 18 *Revenue*. For arrangements in which the Group acts as a principal in the transaction and has risks and rewards of ownership (such as the obligation to pay outsourced staff and the risk of loss for collection), the Group reports gross revenues and gross direct costs. Under arrangements where the Group acts as an agent, revenues are reported on a net basis.

Revenue from other human resources support services are recognised as follows:

Revenue from payroll outsourcing services represents the amounts billed for the payroll processing services provided to customers. This is recognised on a monthly basis when the services have been provided.

Revenue from sales of eHRIS software represents the amounts billed for the transfer of rights to use information technology system and related services. This is recognised when the system has been installed and the services have been provided respectively.

Interest income from bank deposits is accrued on a time apportionment basis using the effective interest method.

3.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair values of the leased assets, or, if lower, the present value of the minimum lease payments (the "initial value"), of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance lease charges, are recorded as finance lease liabilities.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance lease charges.

Finance lease charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the finance lease liabilities for each accounting period.

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

3.12 Leases *(Continued)*

Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the period in which they are incurred.

3.13 Employee benefits

Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Defined contribution retirement plan

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss 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 MPF Scheme.

Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

3.14 Foreign currencies

The financial statements are presented in Hong Kong Dollars ("HK$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

3.15 Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets, which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. Other borrowing costs are expensed when incurred.

3.16 Accounting for income tax

Income tax comprises current tax and deferred tax. Current income tax assets and/or liabilities comprise those claims from, or obligations to, tax authorities relating to the current or prior reporting period, that are unpaid at each reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the period. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at each reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset is realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income, or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

3.17 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3.18 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's line of business.

The measurement policies the Group uses for reporting segment results under HKFRS 8 *Operating Segments* are the same as those used in its financial statements prepared under HKFRSs.

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

3.19 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Company and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Company measures the financial guarantee contact at the higher of: (i) the amount determined in accordance with Note 3.17; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

3.20 Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member to that person's family and 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;

  or

(b) the party is an entity where 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 of which the other entity is a member);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third party and the other party is an associate of the third party;
- (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); and
- (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).

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

3.20 Related parties *(Continued)*

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

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Revenue recognition

The Group recognises revenue when the services are rendered. In respect of the executive/staff search services, the management made judgement in considering the timing of fulfilling the detailed criteria for the recognition of revenue when the services are rendered pursuant to the terms of the agreements which usually coincides with the employment commencement date. A provision is made by the management, based on estimation with reference to historical experience, for the proportion of those placements where the candidate is expected to reverse their acceptance shortly after the commencement date.

In respect of the staff outsourcing services, the management made judgement in considering if the Group acts as a principal from the accounting perspective, and hence recognises the gross revenue and the related direct costs, with reference to all relevant facts and circumstances of the service arrangements. The Group is the primary obligor in the arrangements and is responsible for the acceptability of the services provided by the outsourcing staff to the customers during the service period. The Group also maintains an employer/employee relationship with and has the obligation to pay the outsourcing staff and bears the credit risk of not collecting the related trade receivables from the customers. After taking into consideration of these factors, the management considers that the Group is acting as a principal from the accounting perspective since it has exposure to the significant risks and rewards associated with the rendering of the staff outsourcing services.

Impairment of receivables

The policy for the impairment of receivables of the Group is based on the evaluation of collectability and ageing analysis of receivables and on the management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer/debtor. The carrying amounts of the Group's trade receivables at 31 March 2014 were approximately HK$29,521,000 (2013: approximately HK$27,740,000).

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Depreciation

The Group depreciated the property, plant and equipment on a straight-line basis over the estimated useful lives of three to five years, starting from the date on which the assets are placed into productive use. The estimated useful lives reflect the directors' best estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The carrying amounts of the Group's property, plant and equipment at 31 March 2014 were approximately HK$1,499,000 (2013: approximately HK$1,619,000).

Estimated current tax and deferred tax

The Group is subject to taxes in different jurisdictions. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such final tax liabilities determination is made.

5. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive directors in order to allocate resources and assess performance of the segment. During the year, executive directors regularly review revenue and operating results derived from provision of staff outsourcing services, executive/staff search services and other human resources support services on an aggregate basis and consider as one single operating segment.

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its country of domicile. All the Group's non-current assets are principally attributable to Hong Kong, being the single geographical region.

The geographical location of customers is based on the location at which the services are provided. The total revenue from external customers is mainly sourced from Hong Kong.

Information about major customers

Revenue from customers contributing over 10% of total revenue of the Group is as follows:

	2014 ***HK$'000***	2013 *HK$'000*
Customer A	**132,039**	124,220
Customer B	**23,157**	23,362

6. REVENUE AND OTHER INCOME

An analysis of the revenue from the Group's principal activities (Note 1), which is also the Group's turnover, and other income is as follows:

	2014	2013
	HK$'000	*HK$'000*
Revenue		
Staff outsourcing services	**181,804**	164,681
Executive/Staff search services	**9,447**	10,319
Other human resources support services	**3,409**	7,276
	194,660	182,276
Other income		
Interest income from		
• bank deposits	**36**	1
• amount due from a director	**28**	–
Gain on disposal of property, plant and equipment	**–**	470
Sundry income	**250**	1
	314	472
	194,974	182,748

7. FINANCE COSTS

	2014	2013
	HK$'000	*HK$'000*
Interest charges on:		
Bank borrowings, which contain a repayment on demand clause, wholly repayable within five years	**191**	345
Obligation under a finance lease	**57**	49
	248	394

8. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

	2014 HK$'000	2013 HK$'000
Auditor's remuneration	**350**	200
Cost of services rendered	**180,013**	163,687
Depreciation:		
— Owned assets	**97**	59
— Leased assets	**533**	355
	630	414
Employee benefits expenses (including directors' remuneration):		
Salaries, allowances and benefits in kind, included in		
— Direct costs	**173,237**	157,554
— General and administrative expenses	**6,029**	4,987
Retirement benefits — defined contribution plans[1], included in		
— Direct costs	**6,631**	5,822
— General and administrative expenses	**188**	176
	186,085	168,539
Exchange (gain)/loss, net	**(3)**	12
Gain on disposal of property, plant and equipment	**–**	(470)
Listing expenses[2]	**–**	4,894
Operating lease charges in respect of rented premises	**1,201**	966
Provision for impairment on trade receivables	**64**	–

1 *No forfeited contributions available for offset against existing contributions during the year*

2 *Included in "other operating expenses" in the consolidated statement of comprehensive income*

9. INCOME TAX EXPENSE

	2014 HK$'000	2013 HK$'000
Current tax		
— Hong Kong Profits Tax		
— charged for the year	**206**	1,077
(Over)/Under-provision in prior years		
— Hong Kong Profits Tax	**(10)**	5
— The People's Republic of China (the "PRC") Enterprise Income Tax		
— charged for the year	**–**	272
	196	1,354

No provisions for Hong Kong Profits Tax and PRC Enterprise Income Tax were made by the Company and Orient Apex Investments Limited ("Orient Apex") as the Company and Orient Apex did not derive any assessable profit in Hong Kong and the PRC for the year (2013: Nil).

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profits of Zebra Strategic Outsource Solution Limited ("Zebra SOS"), an indirectly held subsidiary, derived in Hong Kong for the year.

Zebra SOS sold eHRIS software to PRC customers during the year ended 31 March 2013, therefore, was subject to PRC Enterprise Income Tax in respect of its income derived in the PRC for that year. Pursuant to the PRC Enterprise Income Tax Laws and Regulations (中華人民共和國企業所得稅法及其實施細則), as Zebra SOS is a tax non-resident enterprise, its PRC Enterprise Income Tax is payable at a rate of 10%. Furthermore, according to the Interim Measures for the Administration of Source-based Withholding of Enterprise Income Tax on Non-resident Enterprises (非居民企業所得稅源泉扣繳管理暫行辦法), the PRC Enterprise Income Tax payable by Zebra SOS shall be withheld and paid, on its behalf, by its PRC customers as withholding agents.

For the year ended 31 March 2013, PRC Enterprise Income Tax at the rate of 10%, of approximately HK$272,000 had been withheld by the respective PRC customers and paid to the PRC tax authorities before remitting payments of the service income to the Group.

According to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排), the applicable rate of Enterprise Income Tax for Zebra SOS would be lowered to 7% subject to the application to and approval from the PRC tax authorities. The Directors confirmed that the Group had not yet applied for such approval from the PRC tax authorities.

9. INCOME TAX EXPENSE *(Continued)*

Reconciliation between income tax expense and accounting profit at applicable tax rate is as follows:

	2014	2013
	HK$'000	*HK$'000*
Profit before income tax	**471**	4,614
Income tax at Hong Kong Profits Tax rate of 16.5%	**78**	761
Tax effect of different taxation rate in other tax jurisdiction	**–**	(179)
Tax effect of non-deductible expenses	**203**	855
Tax effect of non-taxable income	**(51)**	–
Utilisation of deductible temporary differences previously not recognised	**(24)**	(88)
(Over)/Under-provision in prior years	**(10)**	5
Income tax expense for the year	**196**	1,354

No deferred tax has been provided in the consolidated financial statements as those are no material temporary difference.

10. DIVIDEND

No dividends has been paid or declared by the Company for the years ended 31 March 2014 and 31 March 2013. During the year ended 31 March 2013, dividends declared and paid by Orient Apex and Zebra SOS to its then shareholders are summarised as follows:

	2014	2013
	HK$'000	*HK$'000*
Dividends attributable to the year		
Interim dividend paid	**–**	3,000

During the year ended 31 March 2013, Ascent Way (as defined in Note 23(a)), a shareholder of Orient Apex, waived its dividend entitlement in the amount of HK$3,000,000, which was paid to Z Strategic on 20 March 2013.

The rate of dividend and the number of shares ranking for dividends are not presented as such information is not meaningful.

11. EARNINGS PER SHARE

The calculations of basic earnings per share for the year ended 31 March 2014 are based on the profit attributable to the owners of the Company amounting to HK$275,000 (2013: HK$3,260,000), and the weighted average number shares of 398,151,000 in issue (2013: 325,000,000 being the number in issue immediately after Capitalisation (as detailed in Note 23(f)) as if these shares had been issued throughout the year) throughout the year.

The Group had no potential dilutive ordinary shares in issue during the years.

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Remuneration of directors

The aggregate amount of remuneration paid and payable to the directors of the Company for the year are as follows:

	Fees	Salaries, allowances and benefits in kind	Retirement benefit costs	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Year ended 31 March 2014				
Executive directors:				
Mr. Chang, Tin Duk Victor ("Mr. Chang")	**–**	**980**	**15**	**995**
Mr. Kung, Phong ("Mr. Kung")	**–**	**–**	**–**	**–**
Non-executive director:				
Mr. Pan, Chik ("Mr. Pan") (resigned on 23 December 2013)	**–**	**–**	**–**	**–**
Independent non-executive directors:				
Mr. Ng, Kwan Ho Andy	**–**	**97**	**4**	**101**
Mr. Lam, Raymond Shiu Cheung	**–**	**97**	**4**	**101**
Mr. Tam, Tak Kei Raymond	**–**	**97**	**4**	**101**
	–	**1,271**	**27**	**1,298**
Year ended 31 March 2013				
Executive directors:				
Mr. Chang	–	840	15	855
Mr. Kung	–	–	–	–
Non-executive director:				
Mr. Pan	–	–	–	–
Independent non-executive directors:				
Mr. Ng, Kwan Ho Andy	–	–	–	–
Mr. Lam, Raymond Shiu Cheung	–	–	–	–
Mr. Tam, Tak Kei Raymond	–	–	–	–
	–	840	15	855

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS *(Continued)*

Five highest paid individuals

Five highest paid individuals include one (2013: Nil) director of the Company whose remuneration are reflected in the analysis presented above. Details of remuneration of the remaining four (2013: five) highest paid individuals for the year are as follows:

	2014	2013
	HK$'000	*HK$'000*
Salaries, allowances and benefits in kind	**4,124**	5,605
Retirement benefits — defined contribution plans	**56**	71
Total	**4,180**	5,676

The remuneration paid to each of the above non-director individuals for the year fell within the following bands:

	2014	2013
Nil–HK$1,000,000	**2**	–
HK$1,000,001–HK$1,500,000	**2**	5

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2013: nil).

No emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or compensation for loss of office (2013: Nil).

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *HK$'000*	Furniture and fixtures *HK$'000*	Office equipment and computer software *HK$'000*	Motor vehicles *HK$'000*	Total *HK$'000*
At 1 April 2012					
Cost	583	146	381	653	1,763
Accumulated depreciation	(510)	(129)	(289)	(653)	(1,581)
Net carrying amount	73	17	92	–	182
Year ended 31 March 2013					
Opening net carrying amount	73	17	92	–	182
Additions	–	–	75	1,776	1,851
Disposals	–	–	–	–	–
Depreciation	(19)	(5)	(35)	(355)	(414)
Closing net carrying amount	54	12	132	1,421	1,619
At 31 March 2013 and 1 April 2013					
Cost	583	146	456	1,776	3,614
Accumulated depreciation	(529)	(134)	(324)	(355)	(1,995)
Net carrying amount	54	12	132	1,421	1,619
Year ended 31 March 2014					
Opening net carrying amount	**54**	**12**	**132**	**1,421**	**1,619**
Additions	**–**	**–**	**510**	**–**	**510**
Depreciation	**(19)**	**(5)**	**(73)**	**(533)**	**(630)**
Closing net carrying amount	**35**	**7**	**569**	**888**	**1,499**
At 31 March 2014					
Cost	**583**	**146**	**966**	**1,776**	**3,471**
Accumulated depreciation	**(548)**	**(139)**	**(397)**	**(888)**	**(1,972)**
Net carrying amount	**35**	**7**	**569**	**888**	**1,499**

As at 31 March 2014, the net carrying amount of property, plant and equipment included the amount of a motor vehicle of approximately HK$888,000 (2013: HK$1,421,000) held for a motor vehicle under a finance lease (Note 22).

14. INVESTMENTS IN ASSOCIATES

	2014	2013
	HK$'000	*HK$'000*
Unlisted shares, at cost	**3**	–
Share of net liabilities other than goodwill	**(3)**	–
	–	–

Particulars of the Company's associates, which are private companies with limited liability, as at 31 March 2014 are as follow:

Name	**Country/ Place of incorporation**	**Particulars of issued and fully paid share capital**	**Percentage of ownership interests/voting rights/profit share**	**Principal activities**
Interests held indirectly				
Zebra China Holdings Limited ("Zebra China")	The BVI	1,000 ordinary shares of US$1 each	40%	Investment holding
Zebra Strategic Outsource Solution (China) Limited ("Zebra SOS China")	The BVI	1,000 ordinary shares of US$1 each	40%	Investment holding
Zebra Strategic Outsource China Limited ("Zebra SOC")	Hong Kong	10,000 ordinary shares of HK$1 each	40%	Investment holding

On 3 December 2013, the Group had set up Zebra China, through Orient Apex, together with two other independent investors. Zebra China had then set up two subsidiaries, namely Zebra SOS China and Zebra SOC. The Group has 40% equity interest in Zebra China indirectly whereas Mr. Chang (Chairman and executive Director) is appointed as one of the three directors of Zebra China. As a result, the Directors consider they have the power to exercise significant influence and have treated the interests in Zebra China, Zebra SOS China and Zebra SOC as investments in associates.

The primary business of the associates is investment holding. The associates are established in the view of exploring opportunity in the PRC market.

14. INVESTMENTS IN ASSOCIATES *(Continued)*

The Group had only recognised portion of its share of losses of associates and discontinued further recognition of its share of losses of associates. The amounts of unrecognised share of those associates, extracted from the associates, both for the year and cumulatively, are as follows:

	2014	2013
	HK$'000	*HK$'000*
Unrecognised share of losses of associates for the year	**(15)**	–
Accumulated unrecognised share of losses of associates	**(15)**	–

The summarised financial information of the associates is as follows:

Period ended 31 March	**2014**	2013
	HK$'000	*HK$'000*
Loss for the year and total comprehensive income	**(46)**	–

15. INVESTMENTS IN SUBSIDIARIES

	Company	
	2014	2013
	HK$'000	*HK$'000*
Unlisted shares, at cost	**15,241**	15,241

Particulars of the Company's subsidiaries, which are private companies with limited liability, as at 31 March 2014 are as follows:

Name	**Country/ Place of incorporation**	**Particulars of issued and fully paid share capital**	**Effective interest held by the Company**	**Principal activities and place of operation**
Interests held directly				
Orient Apex	The BVI	11,000 ordinary shares of US$1 each	100%	Investment holding in Hong Kong
Interests held indirectly				
Zebra SOS	Hong Kong	100,000 ordinary shares of HK$1 each	100%	Provision of staff outsourcing services, executive/staff search services and other human resources support services in Hong Kong

16. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2014 HK$'000	2013 HK$'000
Current		
Trade receivables *(note)*	**29,521**	27,740
Other receivables	**560**	40
Prepayments	**1,546**	542
Deposits	**384**	300
	32,011	28,622

Note:

During the year, the Group discounted part of its trade receivables with full recourse to a financial institution. In the event of default by the debtors, the Group is obligated to pay the financial institution the amount in default. Interest is charged at approximately 5.75% (2013: 5.75%) per annum on the proceeds received from the financial institution until the date the debtors pay. The financial institution also charges application fee at a fixed rate of 0.25% on the proceeds of the first HK$390,000 and at a fixed rate of 0.125% of the remaining proceeds exceeding HK$390,000 for each application. The Group is therefore exposed to the risks of credit losses and late payment in respect of the discounted debts.

The discounted transactions do not meet the requirements in HKAS 39 for de-recognition of financial assets as the Group retains substantially all of the risks and rewards of ownership of the discounted trade debts. The proceeds of the discounting transactions are included in borrowings as asset-backed financing (Note 21) until the trade receivables are collected or the Group settles any losses suffered by the financial institution. At 31 March 2014, no trade receivables (2013: HK$2,620,000) was discounted to any financial institution and no asset-backed financial liability was included in borrowings (2013: HK$2,000,000).

The Group normally allows credit periods ranging from 30 to 60 days to its major customers.

The Group did not hold any collateral as security or other credit enhancements over the trade receivables.

Ageing analysis of trade receivables that are not impaired is as follows:

	2014 HK$'000	2013 HK$'000
Neither past due nor impaired	**15,530**	17,964
1–90 days past due	**13,921**	7,488
91–180 days past due	**70**	2,288
	13,991	9,776
	29,521	27,740

Trade receivables that were neither past due nor impaired and that were past due but not impaired related to a number of customers that had a good track record of credit with the Group. Based on past credit history, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group did not hold any collateral in respect of trade receivables past due but not impaired.

16. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS *(Continued)*

The movement in the allowance for impairment of trade receivables is as follows:

	2014	2013
	HK$'000	*HK$'000*
Balance at beginning of year	**–**	–
Impairment loss recognised	**64**	–
Amount written off	**(64)**	–
Balance at end of year	**–**	–

At each reporting date, the Group reviews receivables for evidence of impairment on both individual and collective basis. During the year, the Group has made impairment allowance of HK$64,000 (2013: Nil) and HK$64,000 (2013: Nil) has been then written off against trade receivables. None of the trade receivables as at 31 March 2014 have been identified by the Group as having an impairment issue.

17. AMOUNTS DUE FROM DIRECTORS

Particulars of amounts due from directors disclosed pursuant to section 161B of the Hong Kong Companies Ordinance are as follows:

	Maximum amount outstanding during the year	**Opening outstanding balance**	**Closing outstanding balance**
	HK$'000	*HK$'000*	*HK$'000*
Year ended 31 March 2014			
Mr. Chang	**2,489**	**1,580**	**–**
Mr. Kung	**2,480**	**1,579**	**–**
		3,159	**–**
Year ended 31 March 2013			
Mr. Chang	2,098	2,098	1,580
Mr. Kung	1,579	898	1,579
		2,996	3,159

The amounts were unsecured, interest free, except for a sum of HK$1,850,000 advanced to Mr. Chang which bore interest at 5% p.a., and repaid in full during the year.

18. AMOUNT DUE FROM ULTIMATE HOLDING COMPANY/AMOUNT DUE FROM/TO A SUBSIDIARY/AMOUNTS DUE FROM ASSOCIATES

Details of the amount due from ultimate holding company are as follows:

	Maximum amount outstanding during the year *HK$'000*	Opening outstanding balance *HK$'000*	Closing outstanding balance *HK$'000*
Year ended 31 March 2014			
Z Strategic *(note)*	**50**	**27**	**50**
Year ended 31 March 2013			
Z Strategic *(note)*	27	–	27

Note:

The directors of the Company, namely Mr. Chang and Mr. Kung, have equity interest in the ultimate holding company.

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

19. PLEDGED BANK DEPOSITS AND CASH AT BANKS AND IN HAND

	Group	
	2014 **HK$'000**	2013 *HK$'000*
Cash and bank balances	**28,237**	7,065
Less: Pledged bank deposits	**(6,510)**	(500)
Cash at banks and in hand as stated in the statement of financial position	**21,727**	6,565

Pledged bank deposits represent the Group's bank deposits pledged to secure its banking facilities (Note 25). Pledged bank deposits earn interest at fixed rates ranging from 0.5% to 1.8% (2013: 0.1%) per annum. Cash at banks earn interest at floating rates based on daily bank deposit rates.

20. ACCRUED EXPENSES AND OTHER PAYABLES

	Group		Company	
	2014	2013	**2014**	2013
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Accrued expenses and other payables	**17,898**	19,122	**3**	3
Deferred revenue	**–**	415	**–**	–
Receipts in advance	**–**	331	**–**	–
	17,898	19,868	**3**	3

21. BANK BORROWINGS

	2014	2013
	HK$'000	*HK$'000*
Current		
Bank loans *(notes (a) & (b))*	**2,260**	4,687
Analysed into:		
Bank loans repayable *(note (c))*:		
Within one year	**2,260**	4,429
In the second year	**–**	258
	2,260	4,687

Notes:

(a) The interest-bearing bank borrowings are carried at amortised cost. The current bank borrowings are scheduled for repayment within one year.

(b) As at 31 March 2014, there is no asset-backed financing (2013: HK$2,000,000) included in bank loans. The asset-backed financing represented the amount of financing obtained in factoring transactions which did not meet the de-recognition requirements in HKAS 39. The corresponding financial assets were included in trade receivables (Note 16).

(c) The amounts due are presented according to the scheduled repayment dates pursuant to the loan agreements not taking into account the effect of any repayment on demand clause.

21. BANK BORROWINGS *(Continued)*

Notes: (Continued)

(d) Other relevant information about the borrowings was:

As at 31 March 2014, secured bank borrowings included an instalment loan with a principal amount of HK$2,000,000 (2013: HK$2,000,000) that bore interest at 1.25% per annum below the bank's HK$ prime rate and is repayable in 59 monthly instalments. The outstanding balance of the instalment loan amounted to approximately HK$260,000 (2013: HK$687,000) as at 31 March 2014.

As at 31 March 2014, another secured bank borrowing represented a revolving loan with a principal amount of HK$2,000,000 (2013: HK$2,000,000) that bore interest at 0.5% per annum over the higher of (i) the bank's prime rate and (ii) the bank's cost of fund. The outstanding balance of the revolving loan amounted to approximately HK$2,000,000 (2013: HK$2,000,000) as at 31 March 2014.

As at 31 March 2013, bill payables of HK$2,000,000 were included in the bank loans that bore interest at the higher of (i) 0.5% per annum over the bank's HK$ Prime rate and (ii) 1% per annum over Hong Kong Inter-Bank Offered Rate.

The effective interest rates applicable to the borrowings for the year ended 31 March 2014 are ranged from 4.0% to 58.1% (2013: 4.0% to 22.1%) per annum.

Details of banking facilities are set out in Note 25.

22. OBLIGATION UNDER A FINANCE LEASE

The analysis of the obligation under a finance lease is as follows:

	2014 ***HK$'000***	2013 *HK$'000*
Due within one year	**327**	327
Due in the second to fifth years	**438**	765
	765	1,092
Future finance charges on finance lease	**(56)**	(112)
	709	980

The present value of finance lease liabilities is as follows:

	2014 ***HK$'000***	2013 *HK$'000*
Due within one year	**291**	271
Due in the second to fifth years	**418**	709
	709	980
Less: Current portion due within one year included under current liabilities	**(291)**	(271)
Non-current portion included under non-current liabilities	**418**	709

22. OBLIGATION UNDER A FINANCE LEASE *(Continued)*

Finance lease liabilities are effectively secured as the rights to the leased asset will revert to the lessor in the event of default.

During the year ended 31 March 2013, the Group has entered into a finance lease for a motor vehicle (Note 13). The lease has a lease term of four years with an effective interest rate of 6.77% per annum. This lease does not have any option to renew or contingent rental provision. The lease is guaranteed by Mr. Kung, the director of the Company, to the extent of HK$1,150,000.

23. SHARE CAPITAL

	Number of ordinary shares	Nominal value *HK$'000*
Authorised:		
Upon incorporation, ordinary shares of HK$0.1 each *(note (a))*	3,800,000	380
Share sub-division *(note (b))*	34,200,000	–
	38,000,000	380
Increase in authorised capital, ordinary shares of HK$0.01 each *(note (e))*	4,962,000,000	49,620
At 31 March 2013 and 2014, ordinary shares of HK$0.01 each	5,000,000,000	50,000
Issued and fully paid:		
Upon incorporation, ordinary shares of HK$0.1 each *(note (a))*	10	–
Share sub-division *(note (b))*	90	–
	100	–
Issue of shares, ordinary shares of HK$0.01 each *(note (d))*	31,250,000	313
At 31 March 2013, ordinary shares of HK$0.01 each	31,250,100	313
Issue of shares upon Capitalisation *(note (f))*	293,749,900	2,937
Issue of shares upon Placing *(note (g))*	75,000,000	750
At 31 March 2014, ordinary shares of HK$0.01 each	400,000,000	4,000

23. SHARE CAPITAL *(Continued)*

Notes:

(a) The Company was incorporated on 24 February 2012 with authorised share capital of HK$380,000 divided into 3,800,000 ordinary shares of HK$0.1 each, 1 fully paid subscriber share was transferred to Triglobal Investments Limited ("Triglobal"). On the same day, the Company allotted and issued 3 shares to Triglobal, 4 shares to Luxuriant Global Investments Limited ("Luxuriant Global") and 2 shares to Ascent Way Investments Limited ("Ascent Way") as fully paid.

(b) On 12 April 2012, the Company underwent a share sub-division such that every issued and unissued share of HK$0.1 each in the capital of the Company was sub-divided into 10 shares of HK$0.01 each. After the share sub-division, the authorised share capital of the Company became HK$380,000 divided into 38,000,000 shares of HK$0.01 each and the shares held by Triglobal, Luxuriant Global and Ascent Way above became 40 shares, 40 shares and 20 shares, respectively.

(c) On 14 March 2013, each of Triglobal and Luxuriant Global transferred 40 shares of the Company to Z Strategic.

(d) On 19 March 2013, the Company allotted and issued 25,000,000 shares and 6,250,000 shares, all credited as fully paid at a premium, to Z Strategic and Ascent Way, respectively, as the consideration for the acquisition of the entire issued share capital of Orient Apex from Z Strategic and Ascent Way.

(e) Pursuant to the shareholders' resolutions passed on 19 March 2013, the authorised share capital of the Company was increased from HK$380,000 to HK$50,000,000 by the creation of additional 4,962,000,000 shares of the HK$0.01 each.

(f) Pursuant to a shareholder resolution passed on 19 March 2013, subject to the share premium account of the Company being credited as a result of the issue of Placing Shares under the Placing as mentioned and defined in (g) below, the directors were authorised to allot and issue a total of 293,749,900 shares credited as fully paid at par to each holder of the shares on 19 March 2013 in proportion to their shareholdings (save that no shareholder shall be entitled to be allotted or issued by fraction of a share) by way of capitalisation of the sum of HK$2,937,499 standing to the credit of the share premium accounts of the Company, and the share to be allotted and issued shall rank pari passu in all respects with the existing issued shares (the "Capitalisation"). Upon the Capitalisation, the issued share capital of the Company became HK$3,250,000 divided into 325,000,000 shares of HK$0.01 each.

(g) On 10 April 2013, 75,000,000 new shares of HK$0.01 each of the Company were issued to the public by way of placing and Z Strategic sold 25,000,000 shares of the Company, by way of private placements at HK$0.41 each (together the "Placing"). Upon the Capitalisation and the Placing, the issued share capital of the Company became HK$4,000,000 divided into 400,000,000 shares of HK$0.01 each.

24. RESERVES

Group

Share premium represents the excess of consideration received over the nominal value of shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares.

Merger reserve represents the difference between the nominal value of the share capital of Zebra SOS held by the Group and the nominal value of the share capital of the Company.

24. RESERVES *(Continued)*

Company

	Share premium	**Contribution surplus**	**Accumulated losses**	**Total reserves**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Date of incorporation	–	–	–	–
Acquisition of subsidiaries *(Note 23(d))*	–	14,928	–	14,928
Transaction with owners	–	14,928	–	14,928
Total comprehensive income for the year	–	–	(98)	(98)
At 31 March 2013 and 1 April 2013	–	14,928	(98)	14,830
Issue of shares upon Placing *(Note 23(g))*	30,000	–	–	30,000
Issue of shares upon Capitalisation *(Note 23(f))*	(2,937)	–	–	(2,937)
Expenses incurred in connection with the issue of shares	(4,585)	–	–	(4,585)
Transactions with owners	22,478	–	–	22,478
Total comprehensive income for the year	–	–	(1,026)	(1,026)
At 31 March 2014	22,478	14,928	(1,124)	36,282

Contribution surplus of the Company represents the difference between the costs of investment in subsidiaries acquired pursuant to the Reorganisation effected on 19 March 2013, as set out in the Prospectus of the Company dated 28 March 2013, over the nominal value of the share capital of the Company in exchange.

25. BANKING FACILITIES

At 31 March 2014, one of the subsidiaries had banking facilities of approximately HK$20,458,000 (2013: HK$10,887,000) in aggregate provided by two banks. In respect of the facilities of HK$4,200,000 (2013: HK$4,200,000) in aggregate provided by a bank, the Group borrowed HK$8,000,000 (2013: HK$4,000,000), in aggregate, revolving loans for the year ended 31 March 2014. In respect of the facilities of HK$16,258,000 (2013: HK$6,687,000) in aggregate provided by another bank, the Group had no proceeds of borrowings and had no net proceeds of bill payables (2013: HK$2,000,000). Total borrowings of HK$2,260,000 (2013: HK$4,687,000) was outstanding as at 31 March 2014.

(i) In respect of the facilities of HK$4,200,000 (2013: HK$4,200,000) in aggregate:

The revolving loan facility of HK$4,000,000 (2013: HK$4,000,000) for the year ended 31 March 2014 is guaranteed by the following:

(a) joint and several personal guarantees to the extent of HK$4,000,000 (2013: HK$4,000,000) by the directors of the Company, namely Mr. Chang and Mr. Kung; and

(b) a guarantee of HK$3,200,000 (2013: HK$3,200,000) issued by The Government of Hong Kong Special Administrative Region under the Special Loan Guarantee Scheme.

An available overdraft facility of HK$200,000 (2013: HK$200,000) for the year ended 31 March 2014 is secured by the following:

(a) charges over bank deposits of at least HK$500,000 (2013: HK$500,000) or its equivalent in other currencies (Note 19); and

(b) joint and several personal guarantees to the extent of HK$4,620,000 (2013: HK$4,620,000) by the directors of the Company, namely Mr. Chang, and Mr. Kung.

25. BANKING FACILITIES *(Continued)*

(ii) In respect of the facilities of HK$16,258,000 (2013: HK$6,687,000) in aggregate:

The instalment loan facility of HK$258,000 (2013: HK$687,000) and available advance against receivables facilities of HK$2,000,000 (2013: HK$2,000,000) for the year ended 31 March 2014 are guaranteed by the following:

(a) corporate guarantee executed by Zebra Strategic Holdings Limited for unlimited amount (2013: no such guarantee executed);

(b) a guarantee of HK$3,200,000 (2013: HK$3,200,000) issued by The Government of Hong Kong Special Administrative Region under the Special Loan Guarantee Scheme; and

(c) Mr. Chang and Mr. Kung, directors of the Company, undertake to maintain not less than 29% ultimate shareholding of the Zebra SOS separately if Mr. Chang and/or Mr. Kung is/are to pledge their shares to third party or dispose of their shares to third party, approval from the bank should be sought in advance (2013: joint and several personal guarantees to the extent of HK$4,000,000 by the directors of the Company, namely Mr. Chang, and Mr. Kung).

Available overdraft facility of HK$1,000,000 (2013: HK$1,000,000), revolving term loan facility of HK$10,000,000 (2013: nil) and another available advance against receivables facility of HK$3,000,000 (2013: HK$3,000,000) for the year ended 31 March 2014 are guaranteed by the following:

(a) corporate guarantee executed by Zebra Strategic Holdings Limited for unlimited amount (2013: no such guarantee executed);

(b) secured by fixed deposit for not less than HK$4,000,000 (2013: nil) or its 103% equivalent in USD or its equivalent in other foreign currencies in name of the Zebra SOS (Note 19); and

(c) Mr. Chang and Mr. Kung, directors of the Company, undertake to maintain not less than 29% ultimate shareholding of the Zebra SOS separately if Mr. Chang and/or Mr. Kung is/are to pledge their shares to third party or dispose of their shares to third party, approval from the bank should be sought in advance.

26. GUARANTEES

As at 31 March 2014, the Company had given unlimited corporate guarantees to a bank in connection with general banking facilities granted by the bank to a subsidiary. As at 31 March 2014, such facilities were drawn down by the subsidiary to the extent of HK$260,000. The maximum liability of the Company under the guarantees issued represented the amount drawn down by the subsidiary. The financial guarantees were not recognised in the financial statements of the Company and of the Group because the fair values of the guarantees were insignificant and that the directors do not consider it is probable that a claim would be made against the Company under the guarantees.

27. RELATED PARTY TRANSACTIONS

(a) Save as disclosed elsewhere in these financial statements, during the year, the Group entered into the following transactions:

	2014 ***HK$'000***	2013 *HK$'000*
Service income received from a related party[1]	**52**	72
Interest income received from a director	**28**	–

1 Mr. Pan is a director of the related party. Mr. Chang was a director of the related party and resigned on 16 August 2012. The related party ceased to be related to the Group upon resignation of Mr. Pan as director of the Company on 23 December 2013.

(b) Compensation of key management personnel

	2014 ***HK$'000***	2013 *HK$'000*
Total remuneration of directors during the year		
— Short-term employee benefits	**1,271**	840
— Post-employment benefits	**27**	15
	1,298	855

The directors consider that other than themselves, the Group had no other key management personnel.

28. OPERATING LEASE COMMITMENTS

Future minimum lease payments under a non-cancellable operating lease in respect of rented premises are payable as follows:

	2014 ***HK$'000***	2013 *HK$'000*
Within one year	**1,302**	35
In the second to fifth years	**1,349**	–
	2,651	35

The Group leases its office premises under an operating lease. The lease runs for an initial period of three years. The above lease commitments only include commitments for basic rental and none of the lease includes any contingent rental.

29. MAJOR NON-CASH TRANSACTION

The deposit of HK$150,000 paid on or before 31 March 2012 formed part of the addition of property, plant and equipment during the year ended 31 March 2013. A portion of the additions of property, plant and equipment of HK$1,150,000 during the year ended 31 March 2013 was financed through a finance lease.

30. FINANCIAL RISK MANAGEMENT

The Group is exposed to a variety of financial risks which result from the use of financial instruments in its ordinary course of operations. The financial risks include market risks (mainly foreign currency risk and interest rate risk), credit risk and liquidity risk. Details of these financial instruments are disclosed in the notes below. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the directors. The Group does not have written risk management policies. However, the directors meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks on timely and effective manner. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below.

Categories of financial assets and liabilities

The carrying amounts of the Group's and the Company's financial assets and liabilities recognised in the statement of financial position at the reporting date may also be categorised as follows (see Notes 3.7 and 3.9 for explanations on how the category of financial instruments affects their subsequent measurement):

	Group		Company	
	2014	2013	**2014**	2013
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Financial assets				
Loans and receivables:				
Trade receivables	**29,521**	27,740	**–**	–
Deposits and other receivables	**944**	340	**–**	–
Amounts due from directors	**–**	3,159	**–**	–
Amounts due from associates	**52**	–	**–**	–
Amount due from ultimate holding company	**50**	27	**–**	–
Amount due from a subsidiary	**–**	–	**25,044**	–
Pledged bank deposits	**6,510**	500	**–**	–
Cash at banks and in hand	**21,727**	6,565	**–**	–
	58,804	38,331	**25,044**	–

30. FINANCIAL RISK MANAGEMENT *(Continued)*

Categories of financial assets and liabilities *(Continued)*

	Group		Company	
	2014	2013	**2014**	2013
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Financial liabilities				
Non-current				
Financial liabilities at amortised cost:				
Obligation under a finance lease	**418**	709	**–**	–
Current				
Financial liabilities at amortised cost:				
Accrued expenses and other payables	**17,898**	19,122	**3**	3
Amount due to a subsidiary	**–**	–	**–**	95
Bank borrowings	**2,260**	4,687	**–**	–
Obligation under a finance lease	**291**	271	**–**	–
	20,449	24,080	**3**	98
	20,867	24,789	**3**	98

Foreign currency risk

The Group's exposure to risk resulting from changes in foreign currency exchange rates is minimal as most of the transactions are conducted in HK$.

Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk relates principally to its cash at banks and interest-bearing bank borrowings. The Group's policy is to minimise interest rate risk exposure. To achieve this, the Group regularly assesses and monitors its needs for cash with reference to its business plans and day-to-day operations. The cash at banks and interest-bearing bank borrowings bear floating interest rates and are denominated in HK$. The interest rates and/or terms of repayment of cash at banks and interest-bearing bank borrowings of the Group are disclosed in Notes 19 and 21, respectively. The Group currently does not have an interest rate hedging policy. Interest rate risk arising from cash at banks is disclosed in Note 19.

30. FINANCIAL RISK MANAGEMENT *(Continued)*

Interest rate risk *(Continued)*

The following table illustrates the sensitivity of the Group's profit for the year, and other components of equity at that date due to a possible change with same magnitude in interest rates on its floating rate cash at banks and bank borrowings with all other variables held constant at the reporting date:

	2014	2013
	HK$'000	*HK$'000*
Increase/(Decrease) in profit for the year and retained profits		
Increase/Decrease in basis points ("bp")		
+ 50 bp	**131**	16
– 50 bp	**(131)**	(16)

The above sensitivity analysis is prepared based on the assumption that the cash at banks and bank borrowings as at reporting date existed throughout the whole financial year.

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rates over the next twelve months period.

Credit risk

The Group's financial assets are summarised in the note above.

As at 31 March 2014, approximately 78% (2013: 73%) of the Group's trade receivables were due from two customers, the sales to each of whom accounted for more than 10% of the Group's revenue for the year. The Group has been actively seeking new customers to reduce the risk of over-reliance on those customers. Please refer to Note 16 for further details of the Group's exposures to credit risk on trade receivables.

The Group continuously evaluates the credit risk of its customers to ensure appropriateness of the amount of credit granted. Credit terms are extended to customers based on the evaluation of individual customer's financial conditions. In addition, the Group reviews the recoverable amount of each individual trade debt at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. The credit policies have been followed by the Group during the year and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

The Company's bank balances are all deposited with licensed banks in Hong Kong.

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of accrued expenses, other payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

30. FINANCIAL RISK MANAGEMENT *(Continued)*

Liquidity risk *(Continued)*

The liquidity policies have been followed by the Group during the year and are considered by the directors to have been effective in managing liquidity risks.

Analysed below is the Group's remaining contractual maturities for its financial liabilities as at 31 March 2014 and 2013. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay. Specifically, for bank borrowings which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group and the Company can be required to pay, that is if the banks were to invoke the unconditional rights to call the loans with immediate effect.

Group

	As at 31 March 2014				
	Within 3 months or on demand	**More than 3 months but less than 1 year**	**More than 1 year but less than 5 years**	**Total undiscounted amount**	**Carrying amount**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***
Accrued expenses and other payables	**17,898**	**–**	**–**	**17,898**	**17,898**
Bank borrowings	**2,260**	**–**	**–**	**2,260**	**2,260**
Obligation under a finance lease	**82**	**245**	**438**	**765**	**709**
	20,240	**245**	**438**	**20,923**	**20,867**

	As at 31 March 2013				
	Within 3 months or on demand	More than 3 months but less than 1 year	More than 1 year but less than 5 years	Total undiscounted amount	Carrying amount
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Accrued expenses and other payables	19,122	–	–	19,122	19,122
Bank borrowings	4,687	–	–	4,687	4,687
Obligation under a finance lease	82	245	765	1,092	980
	23,891	245	765	24,901	24,789

30. FINANCIAL RISK MANAGEMENT *(Continued)*

Liquidity risk *(Continued)*

Company

	As at 31 March 2014				
	Within 3 months or on demand *HK$'000*	**More than 3 months but less than 1 year** *HK$'000*	**More than 1 year but less than 5 years** *HK$'000*	**Total undiscounted amount** *HK$'000*	**Carrying amount** *HK$'000*
Accrued expenses	**3**	**–**	**–**	**3**	**3**
Financial guarantees issued:					
Maximum amount guaranteed	**260**	**–**	**–**	**260**	**260**

	As at 31 March 2013				
	Within 3 months or on demand *HK$'000*	More than 3 months but less than 1 year *HK$'000*	More than 1 year but less than 5 years *HK$'000*	Total undiscounted amount *HK$'000*	Carrying amount *HK$'000*
Accrued expenses	3	–	–	3	3
Amount due to a subsidiary	95	–	–	95	95
	98	–	–	98	98

The table below summarises the maturity analysis of the bank borrowings with repayment on demand clause based on the agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts are greater than the amounts disclosed in the "on demand" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates as set out in the respective loan agreements.

30. FINANCIAL RISK MANAGEMENT *(Continued)*

Liquidity risk *(Continued)*

	Within 3 months or on demand *HK$'000*	More than 3 months but less than 1 year *HK$'000*	More than 1 year but less than 5 years *HK$'000*	Total contractual undiscounted cash flow *HK$'000*	Carrying amount *HK$'000*
Bank borrowings subject to repayment on demand clause based on scheduled repayments:					
As at 31 March 2014	2,114	150	–	2,264	2,260
As at 31 March 2013	4,456	262	–	4,718	4,687

31. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged since prior years.

The Group sets the amount of capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debts.

The gearing ratio of the Group as at 31 March 2014 is as follows:

	2014 ***HK$'000***	2013 *HK$'000*
Borrowings and obligation under a finance lease	**2,969**	5,667
Equity	**41,583**	15,143
Gearing ratio	**7.1%**	37.4%

In the opinion of the directors, the Group's gearing ratio is maintained at an optimal level having considered the projected capital expenditures and the projected strategic investment opportunities.

32. CONTINGENT LIABILITIES

At the end of the year, the Group did not have any significant contingent liabilities.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last four financial years, is set out below:

RESULTS

	For the year ended 31 March			
	2014	2013	2012	2011
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Turnover	**194,660**	182,276	165,238	151,022
Profit before income tax	**471**	4,614	11,431	8,762
Income tax expense	**(196)**	(1,354)	(1,741)	(1,461)
Profit for the year	**275**	3,260	9,690	7,301
Profit attributable to owners of the Company	**275**	3,260	9,690	7,301

ASSETS AND LIABILITIES

	As at 31 March			
	2014	2013	2012	2011
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Total assets	**62,450**	40,678	34,301	31,220
Total liabilities	**20,867**	25,535	19,418	21,027
Total equity	**41,583**	15,143	14,883	10,193