TAI SHING

Tai Shing International (Holdings) Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8103

ANNUAL REPORT 2014

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*This report, for which the directors (the "**Directors**") of Tai Shing International (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 (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.*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Dr. Chew Chee Wah *(appointed on 22 May 2014 and appointed as chairman on 29 July 2014)*
Mr. Tam Kwok Leung *(appointed on 22 May 2014 and appointed as chief executive officer on 5 August 2014)*
Mr. Liu Bo *(resigned on 29 July 2014)*
Mr. Han Fangfa *(resigned on 26 August 2014)*
Mr. Zhang Jinshu
Ms. Ju Lijun
Ms. Huang Miaochan *(resigned on 30 December 2014)*
Mr. Luk Chi Shing *(appointed on 3 April 2014)*
Ms. Zhang He *(appointed on 15 August 2014)*
Mr. Lee Yiu Tung *(appointed on 18 August 2014)*

Non-executive Directors

Dr. Pan Jin
Mr. Dai Yuanxin
Ms. Xiao Yongzhen

Independent non-executive Directors

Mr. Chan Yee Sze
Mr. Xu Jingbin *(resigned on 2 January 2015)*
Ms. Hu Yun
Mr. Tan Heming *(resigned on 18 August 2014)*
Ms. Yuen Wai Man *(appointed on 3 April 2014 and resigned on 30 December 2014)*
Mr. Koh Kwing Chang *(appointed on 22 May 2014)*
Mr. Lui Wai Ming *(appointed on 22 May 2014)*
Mr. Lai Chi Leung *(appointed on 24 November 2014)*

COMPANY SECRETARY

Ms. Tsang Kai Yi, ACCA, CPA *(ceased on 27 August 2014)*
Mr. Chiam Tat Yiu, HKICPA, CPA *(appointed on 27 August 2014)*

COMPLIANCE OFFICER

Dr. Chew Chee Wah *(appointed on 5 August 2014)*
Mr. Liu Bo *(resigned on 29 July 2014)*

AUTHORISED REPRESENTATIVES

Mr. Chiam Tat Yiu *(appointed on 27 August 2014)*
Mr. Tam Kwok Leung *(appointed on 17 June 2014)*
Mr. Liu Bo *(resigned on 29 July 2014)*
Ms. Huang Miaochan *(resigned on 17 June 2014)*

AUDIT COMMITTEE

Mr. Chan Yee Sze *(Chairman)*
Mr. Xu Jingbin *(resigned on 2 January 2015)*
Ms. Hu Yun
Ms. Yuen Wai Man *(appointed as a member of the committee on 5 May 2014 and resigned on 30 December 2014)*
Mr. Koh Kwing Chang *(appointed as a member of the committee on 22 May 2014)*
Mr. Lui Wai Ming *(appointed as a member of the committee on 22 May 2014)*
Mr. Lai Chi Leung *(appointed as a member of the committee on 30 December 2014)*

REMUNERATION COMMITTEE

Mr. Chan Yee Sze *(Chairman)*
Mr. Xu Jingbin *(resigned on 2 January 2015)*
Ms. Hu Yun
Ms. Yuen Wai Man *(appointed as a member of the committee on 8 May 2014 and resigned on 30 December 2014)*
Mr. Koh Kwing Chang *(appointed as a member of the committee on 22 May 2014)*
Mr. Lui Wai Ming *(appointed as a member of the committee on 22 May 2014)*
Mr. Lai Chi Leung *(appointed as a member of the committee on 30 December 2014)*

NOMINATION COMMITTEE

Mr. Chan Yee Sze *(Chairman)*
Mr. Xu Jingbin *(resigned on 2 January 2015)*
Ms. Hu Yun
Ms. Yuen Wai Man *(appointed as a member of the committee on 8 May 2014 and resigned on 30 December 2014)*
Mr. Koh Kwing Chang *(appointed as a member of the committee on 22 May 2014)*
Mr. Lui Wai Ming *(appointed as a member of the committee on 22 May 2014)*
Mr. Lai Chi Leung *(appointed as a member of the committee on 30 December 2014)*

CORPORATE INFORMATION

AUDITORS

CCTH CPA Limited

REGISTERED OFFICE

Cricket Square Hutchins Drive P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR

Royal Bank of Canada Trust Company (Cayman) Limited
4 Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
1712-1716, 17th Floor
Hopewell Centre
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Hong Kong

STOCK CODE

08103

WEBSITE

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MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL PERFORMANCE

During the year ended 31 March 2014, the Group recorded a turnover of approximately HK$49.3 million (2013: HK$51.9 million), representing a decrease of approximately 5% as compared with the turnover for the year ended 31 March 2013. Other income and gains increased by HK$26.5 million were mainly contributed by the change in fair value of financial instruments and gain on disposal of subsidiaries. Together with the decrease of research and development expenditure by HK$16 million and the Group has also reduced the administrative expenses by HK$38.4 million though the cost of services has slightly increased by HK$14.9 million. As a result, the Group's loss was significantly decreased by HK$53.5 million.

The Group recorded a loss attributable to owners of the Company amounted to approximately HK$207 million for the year under review (2013: HK$260.5 million).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2014, the equity attributable to owners of the Group amounted to a deficit of approximately HK$46.5 million (2013: surplus of HK$110.8 million). Current assets amounted to approximately HK$70.3 million (2013: HK$132 million), of which approximately HK$6.4 million (2013: HK$9.7 million) were cash and cash equivalents. Current liabilities were approximately HK$163.8 million (2013: HK$144 million) including trade and other payables, amounts due to customers for contract work, promissory note payable, bank borrowings and amount due to noteholder. Bank borrowing was approximately HK$17.7 million (2013: none).

During the year ended 31 March 2014, the Company has made the following issue for cash of equity securities made otherwise than to the Company's shareholders in proportion to their shareholdings and which has not been specifically authorised by the Company's shareholders:

i) Placing of new shares under specific mandate on 28 February 2013

As disclosed in the announcement of the Company dated 18 March 2013, the Company has issued 72,000,000 new Shares to not less than six placees on 18 March 2013 at an issue price of HK$0.14 pursuant to a share placing agreement entered into between the Company and Heng Shan Securities Limited dated 28 December 2012 for the placing of up to 250,000,000 new Shares ("Second December 2012 Placing"). The net proceeds from the Second December 2012 Placing is intended to broaden the shareholders base and capital base of the Company and to raise capital for the Company for its future business operations and developments. The net proceeds received from the Company in relation to the 72,000,000 new Shares issued under the Second December 2012 Placing amounted to approximately HK$10,080,000. As at the date of this report, the net proceeds have been utilized for general working capital of the Group.

During the year under review, on 15 April 2013, 57,000,000 new Shares have further been issued to not less than six placees. In relation to the remaining 121,000,000 Shares, the Company and the placing agent had entered into a confirmation letter on 30 April 2013 to extend the long stop date for the Second December 2012 Placing to 28 June 2013. Prior to the long stop date, the conditions precedent for the Second December 2012 Placing 70,000,000 shares were fulfilled but was halted due to suspension of trading. The Company has been negotiating with the placing agent on whether to continue with the Second December 2012 Placing in view of the long lapse of time. Negotiation will go on again once trading of shares was resumed.

Please refer to the circular of the Company dated 8 February 2013 and the announcements of the Company dated 28 December 2012, 28 February 2013, 18 March 2013, 15 April 2013 and 30 April 2013 for further details in relation to the Second December 2012 Placing. The Company has also commenced discussions with other equity and debt financiers regarding the provision of financing to the Company whether before or upon the resumption of trading in the shares of the Company.

During the year under review, the Company has made the following issue of equity securities:

(i) Conversion of convertible bonds under specific mandate on 18 March 2013

On 10 April 2013, the vendor of Tirack exercised its right to convert HK$25 million out of HK$85 million in the principal amount of the convertible bonds issued as a result of the acquisition of Tirack by the Company into 142,857,142 shares of the Company.

On 3 July 2013, the holders of convertible bonds exercised its right to convert HK$10 million out of the remaining principal amount of HK$60 million of the convertible bonds issued as a result of the acquisition of Tirack by the Company into 57,142,857 shares of the Company.

On 29 August 2013, the holders of convertible bonds exercised its right to convert HK$20 million out of the remaining principal amount of HK$50 million of the convertible bonds issued as a result of the acquisition of Tirack by the Company into114,285,713 shares of the Company.

(ii) Possible placing of unlisted warrant under specific mandate

During the year under review, as disclosed in the circular of the Company dated 8 February 2013 and the announcements of the Company dated 28 December 2012 and 30 April 2013, the Company and the placing agent entered into a placing agreement for placing up to 64,600,000 warrants which will confer the right to the holders of such warrants to subscribe for up to 64,600,000 Shares at an issue price of HK$0.01 per warrant and an exercise price of HK$0.14 per Share. No warrant had been issued during the period under review.

Subsequently after the period under review, the Company and the placing agent had entered into a confirmation letter on 30 April 2013 to extend the long stop date for placing the warrants to 28 June 2013, and no warrant had been issued up to the long stop date and the placing was terminated.

Save for the abovementioned, during the year under review, there were no material changes on the capital structure of the Company.

Subsequent to the year under review until the date of this report, the Company has made the following issue for cash of equity securities:

(i) Exercise of warrants issued under specific mandate on 3 April 2012

On 1 April 2015, the holders of warrants exercised its rights to exercise 57,380,000 shares at HK$0.19 per share. As a result, the Company received a net proceed of HK$10.9 million.

GEARING RATIO

The gearing ratio calculated on the basis of total liabilities over the total shareholders' fund. As at 31 March 2013, the gearing ratio was approximately 131.1%. Since the Company recorded a deficit in shareholders' fund, the gearing ratio was not applicable as at 31 March 2014.

FOREIGN CURRENCY EXPOSURE

During the year ended 31 March 2014, the Group experienced only immaterial exchange rate fluctuations, as the Group's operations were mainly denominated in Hong Kong dollars and Renminbi. As the risk on exchange rate difference considered being minimal, the Group did not employ any financial instruments for hedging purposes.

MANAGEMENT DISCUSSION AND ANALYSIS

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES DURING THE PERIOD UNDER REVIEW

Save as disclosed herein, there were no significant changes in the investments held by the Company during the year ended 31 March 2014.

(i) The Company completed the acquisition of the entire issued share capital of Tirack Holdings Corporation ("Tirack") on 2 April 2013. The total consideration for the acquisition of HK$110,000,000 was settled by (i) payment in cash of HK$25,000,000 by the Company; and (ii) issue by the Company of convertible bonds with an aggregate principal amount of HK$85,000,000. As of the date of this report, convertible bonds with the principal amount of HK$55,000,000 have been converted into 314,285,712 new shares of the Company of HK$0.05 each. Subsequent to the date of acquisition of Tirack. The vendor and also the founder of Tirack – Mr. Zhao Tuanjie (趙團結) ("Zhao"), was arrested in the PRC in or about the third quarter of 2013 due to his personal financial matters. The other key personnel of PRC operating subsidiary of Tirack, namely Taoaoto left shortly after Mr. Zhao was arrested. As a result, the operation of Tirack became inactive followed by liquidity problem. Matters were in a state of complete disarray. Due to the events mentioned above and the long lapse of time since such events, despite having pursued the matter vigorously, a significant amount of documents and accounting records of Taoaoto cannot be located, and the Company has not been able to obtain and retrieve complete and sufficient records of Tirack for the purposes of applying acquisition accounting in accordance with HKFRS 3 Business Combinations at the completion date of the acquisition and consolidation of Tirack in accordance with HKFRS 10 Consolidated Financial Statements. In view of the above and after seeking legal advices, the Company has measured its investment in Tirack at cost less impairment. In April 2015, the Company obtained an offer from an independent third party with a consideration of HK$100,000 for the entire equity interest of Tirack Group. The Company has decided to impair the acquisition cost of Tirack, being a cash consideration of HK$25 million and convertible bonds with a principal amount of HK$85 million (fair value of HK$77,507,000 as of the completion date of the Tirack acquisition), which resulted in recognition of an impairment loss of HK$102,507,000 to the Group during the year ended 31 March 2014. The Company also decided not to invest any further into Tirack Group. Nonetheless, despite having made such impairment, the Company will continue to explore aggressively every possible means to recover the amount spent on acquiring Tirack.

Please refer to the announcements of the Company dated 21 November 2012 and 2 April 2013 and the circular of the Company dated 28 February 2013 for further details of the acquisition of Tirack.

(ii) On 28 March 2013, the Group entered into an agreement with the purchaser (a third party) for the disposal of the Company's 51% equity interest in a subsidiary, 上海景福保險經紀有限公司(「上海景福」, formerly known as 青島博達保險經紀有公司 for a cash consideration of RMB20,000,000. The completion took place in October 2013 and part of the consideration of RMB5,000,000 was received by the Group. On 3 July 2014, the Company and the purchaser reached an agreement for the revision of terms of settlement of the outstanding disposal consideration, under which the outstanding consideration of RMB15,000,000 will be paid by the purchaser to the Company in five equal instalments of RMB3,000,000 over one year. In view of the real estate market in the PRC slowed down, the financial institutions of the PRC are more cautious on the loans to real estate industry, the overall financial environment continuing to be tight, leading to an overall reduction in liquidity in the PRC real estate market. In view of the above mentioned, the Company believes the purchaser did not make repayment according to the payment schedule agreed on July 2014 is caused by general market conditions. The purchaser also informed the Company that her liquidity is a bit tight approaching the Chinese New Year however she is sincere to repay the outstanding amount in full to the Company. The Company has also assessed the financial capability of the purchaser and is satisfied that the purchaser would be able to settle in full. On 16 February 2015, the Company and the purchaser executed a new settlement agreement for the terms of settlement in relation to the outstanding disposal consideration, under which the outstanding consideration of HK$17.7 million (approximately RMB 14 million) will be paid by the purchaser to the Company with the following key terms: (i) HK$1 million shall be paid to the Company on or before 18 February 2015 and (ii) HK$0.5 million shall be paid to the Company on or before 27 February 2015 and (iii) HK$0.5 million shall be paid to the Company on or before 30 April 2015 and (iv) HK$1 million shall be paid to the Company on or before 30 June 2015 and (v) HK$4.7 million shall be paid to the Company on or before 30 September 2015 and (vi) HK$5 million shall be paid to the Company on or before 31 December 2015 and (vii) HK$5 million shall be paid to the Company on or before 31 March 2016. As at the date of this report, there is no outstanding balances that have not been repaid based on the new settlement agreement.

Please refer to the announcement of the Company dated 1 April 2013 and 21 July 2014 for further details of the disposal.

During the period under review, the Company has not completed any other material acquisitions or disposal.

(iii) On 30 December 2010, the Company and an independent third party, namely Ms. Tse Wing Yan (謝泳欣), entered into a memorandum of understanding in respect of the possible acquisition of the entire issued share capital of Fame Thrive Limited, a company incorporated in the British Virgin Islands with limited liability. Pursuant to the memorandum of understanding, Fame Thrive Limited will implement a reorganisation whereby it will, directly or indirectly, establish a wholly-foreign owned enterprise in the PRC and such wholly-foreign owned enterprise will enter into a co-operation arrangement with Dongda Insurance Brokerage Company Limited ("Dongda" or "東大保險經紀有限責任公司"), a company established in the PRC. Dongda provides property and life insurance professional insurance brokers services (such as engineering insurance, cargo transportation insurance, liability, insurance and group life insurance) and reinsurance brokers service.

Subsequently on 6 May 2011, the Company entered into an addendum to the memorandum of understanding with the prospective seller to provide for the payment of HK$20 million to the prospective seller as an interest-free refundable earnest money for the possible acquisition of the entire issued share capital of Fame Thrive Limited and as part payment of the consideration if the formal acquisition agreement is entered into between the Company and the prospective seller. The earnest money was paid by the Company to the prospective seller upon signing of the addendum.

Pursuant to the addenda entered into between the prospective seller and the Company on 30 June 2011, 30 December 2011, 29 February 2012, 31 May 2012, 31 July 2012, 28 September 2012, 30 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014, the exclusivity period in which the prospective seller shall not, whether by herself or through other third parties, discuss with any other third parties in relation to the possible acquisition has been extended to 30 April 2014.

Details of the above possible acquisition are disclosed in the announcements of the Company dated 30 December 2010, 6 May 2011, 30 June 2011, 30 December 2011, 6 March 2012, 31 May 2012, 31 July 2012, 28 September 2012, 30 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014.

(iv) On 20 April 2011, the Company and Gold Tycoon Limited, a company incorporated in the British Virgin Islands with limited liability, entered into the memorandum of broad terms in relation to the proposed acquisition of not less than 50% of the entire issued share capital of the Gold Depot Investments Limited, a company incorporated in the British Virgin Islands with limited liability, in which the Company understood that Gold Depot Investments Limited directly or indirectly owns an exploration right and a mining right of a gold mine located in Guizhou, the PRC.

Subsequently on 17 May 2011, the Company and Gold Tycoon Limited entered into an addendum to the memorandum of broad terms to provide for the payment of HK$25 million to Gold Tycoon Limited as an interest-free refundable earnest money for the possible acquisition of not less than 50% of the entire issued share capital of Gold Depot Investments Limited and as part payment of the consideration if the definitive agreement is entered into between the Company (or its nominee) and Gold Tycoon Limited. The earnest money was paid by the Company to Gold Tycoon Limited upon signing of the addendum.

On 28 September 2012, the Company and Gold Tycoon Limited entered into an addendum to the memorandum of board terms that the scale of the possible acquisition would be reduced from not less than 50% to not more than 20% of the entire issued share capital of Gold Depot Investments Limited.

Pursuant to the addenda entered into between the Company and Gold Tycoon Limited on 17 October 2011, 30 December 2011, 29 June 2012, 28 September 2012, 29 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014, the exclusivity period in which Gold Tycoon Limited shall not, among other things, directly or indirectly, discuss or negotiate with any other party for the purpose of frustrating or impeding the furtherance of the transaction contemplated under the memorandum of broad terms has been extended to 30 April 2014.

As mentioned above, the exclusivity period for the acquisition of Gold Depot Investments Limited expired on 30 April 2014. As stated in the Company's announcement dated 20 April 2011, the memorandum of broad terms would automatically terminate upon the expiry of the exclusivity period. The memorandum and the exclusivity period were not extended beyond 30 April 2014. Negotiations of the acquisition have also terminated.

Pursuant to the memorandum, within 3 days after expiry of the exclusive period, the vendor shall refund the HK$25 million earnest money to the Company. On 28 November 2014, a settlement agreement between the Company and Gold Tycoon Limited was executed. Pursuant to the settlement agreement, Gold Tycoon Limited will repay the earnest money of HK$25 million (the "**Settlement Amount**") to the Company with the following payment schedule: (i) HK$3 million shall be paid to the Company on or before 30 April 2015, being the first installment of the Settlement Amount; (ii) HK$3 million shall be paid to the Company on or before 31 July 2015, being the second installment of the Settlement Amount; (iii) HK$3 million shall be paid to the Company on or before 31 October 2015, being the third installment of the Settlement Amount; (iv) HK$4 million shall be paid to the Company on or before 31 January 2016, being the fourth installment of the Settlement Amount; (v) HK$4 million shall be paid to the Company on or before 30 April 2016, being the fifth installment of the Settlement Amount; (vi) HK$4 million shall be paid to the Company on or before 31 July 2016, being the sixth installment of the Settlement Amount; and (vii) HK$4 million shall be paid to the Company on or before 31 October 2016, being the final installment of the Settlement Amount.

Details of the above possible acquisition were disclosed in the announcements of the Company dated 20 April 2011, 17 May 2011, 7 October 2011, 30 December 2011, 29 June 2012, 28 September 2012, 29 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014.

In view of the fact that a settlement agreement was being executed on 28 November 2014 and the Company has assessed the financial capability of the vendor by examining the documents and information provided by the vendor and understood that the vendor is the major beneficial owner of the target gold mine. The Directors are of the view that the vendor would be able to repay the earnest money. The overall strategy of the Company is to take all reasonable and economical steps to recover the earnest money (including possible legal actions should the vendor fail to honor its obligations to return the earnest money). The Company will keep shareholders informed promptly on the progress in recovering the earnest money. As at the date of this report, the first payment has been made according to the settlement agreement.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group will continue to look for opportunities to create shareholders' value through making investments into and/or acquiring interests in companies or projects that have promising outlooks and prospects. The Group intends to broaden its perspective beyond the IT sector and potentially also invest into and/or make acquisitions in other industries (including renewable energy and other "green" businesses, the financial industry, and more traditional non-IT businesses) so long as such investments/acquisitions can bring value and are beneficial to the Company and its shareholders as a whole. In addition, it was stated previously that the Group intended to enter into the financial and financial services sector. As at the date of this report, the Group has already commenced its proprietary trading business. The Group also successfully renewed its money lending business recently. Trading in securities, printing services and money lending have now also become the principal businesses of the Group. The Board is of the view that these new principal businesses together with the existing businesses will bring further value to the shareholders as a whole in the coming future.

SEGMENT INFORMATION

During the period under review, the Group is principally engaged in two operating segments. The Group presents its segmental information based on the nature of the products and services provided. Its operating segments are as follows:

- systems development; and
- professional services;

Turnover generated from the PRC represented over 90% of the total turnover of the Group for the year ended 31 March 2014 and 2013.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2014, the Group had 17 and 7 (2013: 18 and 8) employees in Hong Kong and the PRC respectively, which included the Directors. Total staff costs including Directors' remuneration for the year under review amounted to approximately HK$4 million (2013: HK$7.6 million).

Employees' remunerations are determined in accordance with their experiences, competence, qualifications and nature of duties and the current market trend. Apart from the basic salary, discretionary bonus and other incentives may be offered to the employees of the Group to reward their performance and contributions. The emoluments of the Directors are determined by the remuneration committee of the Company having regard to the performance of the individuals and market trend.

The Group has not made any changes to its remuneration policy and no bonuses were granted to any of its executive Directors or employees during the year under review.

The Company adopted a share option scheme on 22 October 2003 ("**Share Option Scheme**"). Pursuant to the Share Option Scheme, the Directors and employees of the Group may be granted options to subscribe for Shares.

At the annual general meeting of the Company held on 24 August 2011, the then limit of the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme has been refreshed. During the period under review, no option was granted under the Share Option Scheme.

The Share Option Scheme was expired on 21 October 2013 and a new scheme was adopted with effect from 12 November 2014.

CHARGES ON THE GROUP'S ASSETS AND CONTINGENT LIABILITIES

There have been no charge on the Group's assets as at 31 March 2014. Details of the Group's contingent liabilities are set out in Note 48 to the consolidated financial statements.

MANAGEMENT RESPONSE TO AUDIT OPINION

InsureLink System

The audit opinion covers only whether impairment losses are appropriately recognised in current and prior financial years, i.e. the timing of recognition of impairment but not the measurement.

The Management considered that it would not be cost-effective to further invest in the InsureLink System based on the following reasons:

a) The relevant experienced staff has left Fullmark SH;

b) Increasing high cost of recruiting and maintaining technical and professional employees coupled with the relatively reducing revenue growth of the industry;

c) Major companies, having increased investment in information technology, launched financial products based on its own platform; eventually, it would be very difficult for InsureLink System, being an independent Internet trading platform, in cooperating with other insurance intermediaries and agents; and

d) The uncertainty relating the introduction of the regulatory policies and regulations is increasing.

Since the above factors mainly emerged in the current financial year, the Board considered that it is appropriate to impair the InsureLink System in full in the current period and the carrying amount of Insurelink System of nil (after impairment) as at 31 March 2014 is fairly presented.

In short, this shall not have any effect on the consolidated financial statements of the Group in future periods.

Fame Thrive Limited

Shortly after the expiration of the exclusivity period for the acquisition of the Fame Thrive Limited, the Company has demanded the payment of the earnest money from the prospective seller. Despite the repeated demands, the prospective seller still failed to repay the earnest money. Legal action was taken against the prospective seller on 18 November 2014 and a bankruptcy order was finally made on 18 March 2015. In view of the above, full impairment was made in the current financial year. For details, please refer to note (iii) of the section headed "SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES DURING THE PERIOD UNDER REVIEW" in this report. As the legal action was taken in late 2014, the Board considered that it is appropriate to recognise the impairment in the current period and the carrying amount of nil (after impairment) of such earnest money as at 31 March 2014 is fairly presented. The audit report covers only whether such impairment loss is appropriately recognised in the current and prior financial years and therefore shall not have any effect on the consolidated financial statements of the Group in future periods.

Deposit paid for acquisition of investment and Disposal receivables

The Directors have assessed the financial capability of the receivable owners by examining the documents and information provided by them and are of the view that they are able to settle on time. The Company has obtained assets proofs and other documents such as settlement agreements from both debtors and provided to the auditors. However, the auditors advised the Company that they were unable to ascertain the indebtedness of the debtors. As at the date of this report, there are no overdue payment according to the respective settlement schedules. For details, please refer to notes (ii) and (iv) of the section headed "SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES DURING THE PERIOD UNDER REVIEW" in this report.

Going concern basis of accounting

The financial statements have been prepared on a going concern basis. The Directors are of the view that the Group can meet its financial obligations in the coming twelve months. The Company will take concrete steps to conduct further equity and/or debt fund raising to meet the working capital requirement of the Company. The Company is currently on good terms with the major creditors of the Group, including the holder of the HK$15 million Convertible Note and the holder of the HK$10 million promissory note. The Company has successfully agreed with the holder of the promissory note to extend the repayment terms. The Company will also take steps to improve cash flow by tightening credit terms and collection of receivables.

The Directors are of the view that the Group does not have a going concern issue and there will be sufficient working capital for the operations of the Group. As at the date of this report, all the warrant holders have exercised their rights for issuance of shares and the Group has successfully raised HK$10.9 million and the Company has obtained a facility of HK$50 million for 24 months, the Company is in process of executing the following actions:- (i) in addition to the Second December 2012 Placing, the Company commenced discussion with other equity and debt financiers regarding the provision of financing to the Company either before or upon the resumption of trading in the shares of the Company; the Directors are of the view that approximately additional HK$20 million to HK$30 million could be raised from such financing activities; the Directors believe that the discussion with such financiers will become more concrete when the resumption date of trading in the shares of the Company getting closer. The Company has appointed a financial advisor to facilitate the above mentioned discussion with the financiers; (ii) as disclosed in the paragraph above in the section "Significant investments, material acquisitions and disposals of subsidiaries and affiliated companies during the period under review", the Company is currently taking all reasonable and economical steps to recover the receivables of the Company, and the Directors are of the view that approximately HK$44 million could be recovered before 30 September 2016; and (iii) the Company has already commenced the negotiation with the convertible note holder, the principal amounts of the aforesaid instrument being HK$15 million, to change into a longer term instrument or to extend the repayment of the instrument and to repay by instalments. The Directors believe that such negotiation with the convertible note holder will become more concrete when the resumption date of trading in the shares of the Company getting closer.

Base on the above projection and the financing facility obtained in 2015, the Board is of the view that with this facility, the Company is able to meet the coming obligations and working capital requirements. Therefore, the Directors are of the view that the Group can meet its financial obligations in the coming twelve months.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

The biographical details in respect of the Directors and the senior management of the Company as at the date of this report are as follows:

EXECUTIVE DIRECTORS

Dr. Chew Chee Wah, aged 50, holds a Doctor of Philosophy in Business Administration from Nueva Ecija University of Science and Technology in Republic of the Philippines. Dr. Chew is a fellow member of the Australia Association of Taxation and Management Accountants. Dr. Chew has extensive working experience in business management consultancy for over 20 years. Dr. Chew was appointed as an executive Director on 22 May 2014 and was re-designated as chairman of the Company on 29 July 2014. Dr. Chew is currently the chairman and non-executive Director of Golden Shield Holdings (Industrial) Limited (stock code: 2123), a company listed on the Main Board of the Stock Exchange.

Mr. Tam Kwok Leung, aged 47, holds a Master Degree in Business Administration from Heriot-Watt University in the United Kingdom. Mr. Tam has extensive working experience in business management, business planning and development for over 20 years. Mr. Tam was appointed as an executive Director on 22 May 2014 and was re-designated as chief executive officer of the Company on 5 August 2014.

Ms. Ju Lijun, aged 51, obtained the People's Republic of China ("**PRC**") Certificate of Accounting Professional in 2002. Ms. Ju has been engaged and is experienced in the business of accounting. Ms. Ju was appointed as an executive Director on 31 October 2011.

Mr. Zhang Jinshu, aged 50, is experienced in trading, finance and investments. He is currently a director of a guarantee and investment company in Shenzhen, PRC. Mr. Zhang was appointed as an executive Director on 26 October 2012.

Mr. Luk Chi Shing, aged 45, holds a Bachelors Degree of Business Administration in Accountancy from City University of Hong Kong. Mr. Luk is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Luk has extensive working experience in financial management, auditing and public listed companies. Mr. Luk is currently the independent non-executive director of China Mobile Games and Cultural Investment Limited (stock code: 8081), Gamma Logistics Corporation (stock code: 8310) and TeleEye Holdings Limited (stock code: 8051) respectively, all of which are companies listed on the GEM. Mr. Luk was appointed as an executive Director on 3 April 2014.

Ms. Zhang He, aged 33, has extensive working experience in media and entertainment business, business management, business planning and development for about eight years and was an executive director of TLT Lottotainment Group Limited (stock code: 8022) until May 2014. Furthermore, Ms. Zhang has been a director of a wholly owned subsidiary of the Company since April 2011. Ms. Zhang was appointed as an executive Director on 15 August 2014.

Mr. Lee Yiu Tung, aged 52, holds a Bachelor of Arts in Architectural Studies with Honors, a Bachelor of Architecture and a Master of Science degree in Real Estate all from the University of Hong Kong. Mr. Lee is a member of Hong Kong Institute of Directors, Royal Institute of British Architects and Hong Kong Institute of Architects. Mr. Lee is a registered architect in Hong Kong with extensive working experiences in business management consultancy, property development, project management and development consultant services. Mr. Lee was appointed as an executive Director on 18 August 2014.

NON-EXECUTIVE DIRECTORS

Dr. Pan Jin, aged 53, holds a Doctor of Engineering degree from Tsinghua University. Dr. Pan has joined Tsinghua Tongfang Co., Ltd. since 1998, a company established in the PRC and the shares of which are listed on the Shanghai Stock Exchange, Dr. Pan is currently the assistant president and the general manager of the Investment Development Department of Tsinghua Tongfang Co., Ltd. and a director of Tongfang Guoxin Electronics Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange. Furthermore, Dr. Pan is currently an executive director of Neo-Neon Holdings Limited (stock code: 1868), a company listed on the Main Board of the Stock Exchange. Dr. Pan was appointed as a non-executive Director on 22 October 2010.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Mr. Dai Yuanxin, aged 55, graduated from the distant-learning college of the Party School of the Central Committee of the Communist Party of China（中共中央黨校函授學院）in 1998, majoring in economic management. Before setting up his own business, Mr. Dai had been deputy manager of 鹽城市農業服務公司(unofficial English translation being "Yancheng City Agriculture Service Company"). In 2007, he found Jiangsu Lisen Mucai Jiagong Co. Ltd（江蘇利森木材加工有限公司）and was elected as its chairman of the board and has served as this position since then. He is also the director of Bolken Industries Limited（寶恒實業有限公司）. Mr. Dai was appointed as a non-executive Director on 25 July 2012.

Ms. Xiao Yongzhen, aged 46, is experienced in air travel and ticketing services in the PRC. She is currently the vice general manager of an air travel services company in the PRC. Ms. Xiao was appointed as a non-executive Director on 26 October 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Sze, aged 40, holds a Bachelor of Arts in Accountancy from Hong Kong Polytechnic University. Mr. Chan is a certified public accountant and the sole proprietor of Stephen YS Chan & Co., which is a firm of certified public accountants. He is a member of Hong Kong Institute of Certified Public Accountants. Mr. Chan is experienced in the field of auditing, accounting as well as financial management. Mr. Chan was appointed as an independent non-executive Director on 9 February 2013.

Ms. Hu Yun, aged 34, holds a degree of Bachelor of Business Studies from Massey University of New Zealand and has extensive management experience. Ms. Hu was appointed as an independent non-executive Director on 15 December 2011.

Mr. Koh Kwing Chang, aged 69, holds a Business Management Diploma from the New Zealand Institute of Management. Mr. Koh has extensive experience in the securities industry for over 30 years. Mr. Koh is currently a director and responsible officer of Manureen Securities Limited (formerly known as Legarleon Securities Limited), an exchange participant of the Stock Exchange and registered securities dealer under the Securities and Futures Ordinance. Mr. Koh was appointed as an independent non-executive Director on 22 May 2014.

Mr. Lui Wai Ming, aged 44, holds an Executive Master Degree in Business Administration from Cheung Kong Graduate School of Business in the Peoples' Republic of China. Mr. Lui is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Lui has extensive experience in auditing, accounting, investment, financial and corporate management for over 20 years. Mr. Lui was appointed as an independent non-executive Director on 22 May 2014. Mr. Lui is currently the independent non-executive director of Golden Shield Holdings (Industrial) Limited (stock code: 2123), a company listed on the Main Board of the Stock Exchange.

Mr. Lai Chi Leung, aged 47, holds a Bachelor of Arts in Accounting with a first class honour in the City of London Polytechnic (currently known as London Metropolitan University) in the United Kingdom. Mr. Lai is a member of Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. Mr. Lai has extensive working experience in audit, taxation, internal control and business review and appraisal for over 20 years. Mr. Lai is currently a director of South China CPA Limited, a corporate CPA practice in Hong Kong.

SENIOR MANAGEMENT

Dr. Chew Chee Wah, aged 50, is the compliance officer of the Company. Dr. Chew, an executive Director and chairman of the board of Directors, was appointed as the Company's compliance officer on 5 August 2014. Please refer to the sub-section headed "Executive Directors" above for Dr. Chew's biographical details.

Mr. Chiam Tat Yiu, aged 32, is the company secretary of the Company. Mr. Chiam is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chiam was appointed as the company secretary of the Company on 27 August 2014.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance in the interest of its shareholders. It has continued and will continue to identify and adopt the best corporate governance practices appropriate to the Company.

Throughout the year ended 31 March 2014, the Company has complied with all code provisions set out in the Corporate Governance Code (the "**Code**") contained in Appendix 15 of the GEM Listing Rules except for the following deviation from code provision A.2.1.

Pursuant to code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Throughout the year under review, the role of chief executive officer was assumed by Mr. Liu Bo, who was an executive Director and the chairman of the Board. As at the date of this report, the role of chairman and chief executive officer has been separated to Dr. Chew Chee Wah and Mr. Tam Kwok Leung respectively.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company.

Having made specific enquiry, all Directors have confirmed that they have complied with the required standard of dealings and there is no event of non-compliance throughout the year ended 31 March 2014.

BOARD OF DIRECTORS

The Board is responsible for the formulation of strategies and policies, including an oversight of the management. The management of the Company is responsible for the day-to-day operations of the Company under the leadership of the chief executive officer.

The Board also assumes the corporate governance duties of the Company, which include:

(i) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;

(ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;

(iii) reviewing and monitoring the Company's policies and practices in compliance with the legal and regulatory requirements;

(iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and

(v) reviewing the Company's compliance with the Code and disclosure in the corporate governance report enclosed in the annual report of the Company.

Throughout the year under review, the Board has assumed the above corporate governance duties by discussing and considering the above matters.

As at 31 March 2014, the Board comprised of twelve Directors, including (i) five executive Directors, namely Mr. Liu Bo (as chairman of the Board), Mr. Han Fangfa, Ms. Ju Lijun, Ms. Huang Miaochan and Mr. Zhang Jinshu; (ii) three non-executive Directors, namely Dr. Pan Jin, Mr. Dai Yuanxin and Ms. Xiao Yongzhen; and (iii) four independent non-executive Directors, namely Mr. Chan Yee Sze, Mr. Xu Jingbin, Ms. Hu Yun and Mr. Tan Heming. One of the independent non-executive Director, namely Mr. Chan Yee Sze, has appropriate professional qualifications, or accounting or related financial management expertise.

In determining the independence of independent non-executive Directors, the Board has followed the requirements set out in the GEM Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Company is of the view that all the independent non-executive Directors have met the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and considers that they are independent.

Pursuant to the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The chairman of the Board is responsible for the leadership and effective running of the Board, and for ensuring that all key and appropriate issues are discussed by the Board in a timely and constructive manner, while the chief executive officer of the Company, supported by other members of the Board and the senior management, is responsible for the day-to-day management of the Group's business, including the implementation of major strategies and initiatives adopted by the Group.

Pursuant to 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 three or a multiple of three, then the number nearest to but not more than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

The Board meets regularly, and at least four times a year of approximately quarterly internals. Between scheduled meetings, senior management of the Company from time to time meets with Directors to discuss the businesses of the Company. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

During the financial year ended 31 March 2014, the Board held seven board meetings, and the attendance records of these meetings are set out below:

	Attendance (for Board meetings)
Executive Directors	
Mr. Liu Bo *(resigned on 29 July 2014)*	7/7
Mr. Han Fangfa *(resigned on 26 August 2014)*	0/7
Mr. Zhang Jinshu *(resigned on 26 August 2014)*	0/7
Ms. Ju Lijun	1/7
Ms. Huang Miaochan *(resigned on 30 December 2014)*	4/7
Non-executive Directors	
Dr. Pan Jin	0/7
Mr. Dai Yuanxin	0/7
Ms. Xiao Yongzhen	0/7
Independent non-executive Directors	
Mr. Chan Yee Sze	0/7
Mr. Xu Jingbin *(resigned on 2 January 2015)*	0/7
Ms. Hu Yun	0/7
Mr. Tan Heming *(resigned on 18 August 2014)*	2/7

As at 31 March 2014, each of the non-executive Directors has not entered into any service contract with the Company and has been appointed for a term of one year subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

There is no relationship (including financial, business, family or material/relevant relationship(s)) among members of the Board.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the code provision A.6.5 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills so as to ensure their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Director.

During the year ended 31 March 2014, the Company has arranged an in-house seminar on the latest development of corporate governance for listed issuers in Hong Kong.

In addition, during the year under review, all Directors (as of 31 March 2014) have been provided with and read the materials prepared by the Company relating to their roles, functions and duties as directors of a listed issuer.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS AND INTERNAL CONTROL

The Directors ensure the financial statements of the Group are prepared in accordance with the statutory requirement and applicable accounting standards.

The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the section headed "Independent auditor's report" of this report.

The Board has overall responsibility for the establishment, maintenance and review of the Group's system of internal control. The Board has conducted a review of the system of internal control of the Group, and made suggestions to improve the system. The Board was satisfied that the internal control system of the Group, after implementing the suggested improvements, would be effective.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "**Remuneration Committee**") was established in 2005 with written terms of reference. As at 31 March 2014, the chairman of the Remuneration Committee was Mr. Chan Yee Sze, an independent non-executive Director, and the other members were Mr. Xu Jingbin and Ms. Hu Yun. All members were independent non-executive Directors.

Pursuant to the terms of reference of the Remuneration Committee, the Remuneration Committee is mainly responsible for:

(i) making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

(ii) having the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive Directors, and the Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

(iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

(iv) reviewing and approving the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

(v) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

(vi) ensuring that no Director or any of his associates is involved in deciding his own remuneration; and

(vii) advising shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under Rule 17.90 of the GEM Listing Rules.

During the year under review, the Remuneration Committee did not hold any meeting.

NOMINATION COMMITTEE

The nomination committee of the Company (the "**Nomination Committee**") was established in 2012 with written terms of reference. As at 31 March 2014, the Chairman of the Nomination Committee was Mr. Chan Yee Sze, an independent non-executive Director, and the other members were Mr. Xu Jingbin and Ms. Hu Yun. All members were independent non-executive Directors.

Pursuant to the terms of reference of the Nomination Committee, the Nomination Committee is mainly responsible for:

(i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the board regarding any proposed changes;

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

(iii) assessing the independence of independent non-executive Directors; and

(iv) making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for directors in particular the chairman and the chief executive officer.

During the year under review, the Nomination Committee did not hold any meeting.

AUDIT COMMITTEE

In full compliance with Rule 5.28 of the GEM Listing Rules, the audit committee of the Company (the "**Audit Committee**") was established in 2000 with written terms of reference. As at 31 March 2014, the chairman of the Audit Committee was Mr. Chan Yee Sze, an independent non-executive Director, and the other members were Mr. Xu Jingbin and Ms. Hu Yun. All members were independent non-executive Directors.

Pursuant to the terms of reference of the Audit Committee, the Audit Committee is mainly responsible for:

(i) considering the appointment of the external auditors, the performance of the external auditors, the audit fee and any questions of resignation or dismissal of the external auditors;

(ii) reviewing with the Group's management, external auditors and internal auditors, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls) and any statement by the Directors on such system to be included in the annual accounts prior to endorsement by the Board;

(iii) having familiarity, through the individual efforts of its members, with the financial reporting principles and practices applied by the Group in preparing its financial statements;

(iv) prior to its commencement, reviewing the scope of the external audit, including the engagement letter, and the review should include an understanding, from the external auditors of the factors considered by them in determining their audit scope, and negotiating the external auditors' fees with management;

(v) reviewing the extent of non-audit services provided by the external auditors in relation to their independence;

(vi) reviewing the quarterly, interim report and annual report prior to approval by the Board, with particular focus on:

    (a) any changes in accounting policies and practices;

    (b) major judgmental areas;

    (c) significant adjustments resulting from the audit;

    (d) compliance with accounting standards;

    (e) compliance with the listing requirements of the Stock Exchange and legal requirements;

    (f) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group;

    (g) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;

    (h) the cash flow position of the Group; and

    (i) providing advice and comments thereon to the Board;

(vii) reviewing the draft representation letter prior to approval by the Board;

(viii) reviewing and considering the budget, revised budget prepared by the Board;

(ix) evaluating the cooperation received by the external auditors, including their access to all requested records, data and information; obtaining the comments of management regarding the responsiveness of the external auditors to the Group's needs; inquiring the external auditors as to whether there have been any disagreements with management which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements;

(x) discussing with the external auditors any relevant recommendations arising from the audit; and reviewing the draft management letter including management's response to the points raised;

(xi) when the auditors supply a substantial volume of non-audit services to the Group, keeping the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money;

(xii) discussing with management the scope and quality of systems of internal control and risk management;

(xiii) appraising the Board of significant developments in the course of performing the above duties;

(xiv) recommending to the Board any appropriate extensions to, or changes, in the duties of the Audit Committee;

(xv) reviewing the findings of internal investigations into any suspected frauds or irregularities or failures of internal controls or infringement of laws, rules and regulations and management's response;

(xvi) (where an internal audit function exists) reviewing the internal audit program, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group; and

(xvii) considering other topics, as defined or assigned by the Board from time to time.

During the year under review, the Audit Committee did not hold meeting. The audited consolidated results for the year ended 31 March 2013 have been reviewed by the Audit Committee on 16 April 2014. The results for the period ended 30 June 2012, 30 September 2012 and 31 December 2012 have been reviewed by the Audit Committee on 28 November 2014, 15 January 2015 and 16 February 2015 respectively.

The audited consolidated results of the Group for the year ended 31 March 2014 have been reviewed by the Audit Committee as at the date of this report.

AUDITOR'S REMUNERATION

The audit works of the Group for the year ended 31 March 2014 were performed by CCTH CPA Limited.

The total fee paid/payable in respect of the statutory audit and non-audit services provided by the external auditors is set out in the following table:

	2014	2013
	HK$'000	HK$'000
CCTH CPA Limited		
– Audit services	**650**	560
– Non-audit services	**20**	20
Total	**670**	580

SHAREHOLDERS' RIGHTS

Pursuant to article 58 of the articles of association of the Company, any one or more shareholders of the Company 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, 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 in 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.

In the event that any shareholders of the Company 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 would like to call for an extraordinary general meeting, please make a written requisition to the principal office of the Company in Hong Kong from time to time, making attention to "The Board of Directors and the Company Secretary".

There are no provisions allowing shareholders to put forward proposals at the general meetings under the memorandum and articles of association. If shareholders wish to do so, they may request to convene an extraordinary general meeting as stipulated above and specify the proposals in such written requisition.

For any enquiries, shareholders are welcome to contact the Company by post to the principal office of the Company in Hong Kong, by phone at (852) 3108 0188 or by fax at (852) 3108 0187.

INVESTOR RELATIONS

All corporate communication materials published on the GEM website (http://www.hkgem.com) are posted on the Company's corporate website (http://www.equitynet.com.hk/8103/) as soon as practicable after their release. The Company's constitutional documents are also available on both websites. During the year ended 31 March 2014, there have not been any significant changes to the Company's constitutional documents.

The Board is pleased to present its report together with the audited financial statements of the Group for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

The principal activity of the Company is investment holding and the activities of the subsidiaries are set out in Note 50 to the consolidated financial statements.

An analysis of the Group's performance for the year ended 31 March 2014 by segments are set out in Note 11 to the consolidated financial statements.

ANNUAL RESULTS

The annual results of the Group for the year ended 31 March 2014 are set out in the section headed "Consolidated statement of profit or loss or other of comprehensive income" of this report.

SHARE CAPITAL

Details of the movements in share capital of the Group during the year ended 31 March 2014 are set out in Note 43 to the consolidated financial statements.

RESERVES

Details of the movements in reserves of the Group during the year under review are set out in the section headed "Consolidated statement of changes in equity" of this report.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2014.

DISTRIBUTABLE RESERVES

The Company did not have reserves available for distribution to the shareholders as at 31 March 2014. Under the Companies Law of the Cayman Islands, the share premium of the Company amounted to approximately HK$418.2 million at 31 March 2014 is distributable to the shareholders of the Company subject to the provisions of the Company's memorandum and articles of association and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

BORROWINGS AND INTEREST CAPITALISED

Particulars of borrowings, the promissory note payable, convertible bonds, amount due to noteholder and derivative financial instruments of convertible bonds of the Group as at 31 March 2014 are set out in Notes 38 to 41 to the consolidated financial statements.

PLANT AND EQUIPMENT

Details of the movements in plant and equipment of the Group during the year ended 31 March 2014 are set out in Note 20 to the consolidated financial statements.

DIRECTORS' REPORT

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2014, the aggregate percentage of purchases attributable to the Group's five largest suppliers is approximately 89% of the total purchases of the Group and the largest supplier included therein amounted to approximately 43%.

For the year ended 31 March 2014, the aggregate percentage of sales attributable to the Group's five largest customers accounted for approximately 29% of the total sales of the Group and the largest customer included therein amounted to approximately 11%.

At no time during the year have the Directors, chief executive, substantial shareholders of the Company or any of its subsidiaries or their associates (which to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

DIVIDENDS

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

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme for the year ended 31 March 2014 are set out in Note 18 to the consolidated financial statements.

RELATED PARTY TRANSACTIONS

Details of the Group's related party transactions are set out in Note 51 to the consolidated financial statements. Such related party transactions do not fall under the definition of connected transaction or continuing connected transaction under the GEM Listing Rules.

DIRECTORS

During the year ended 31 March 2014 and up to the date of this report, the Board comprises the following Directors:

Executive Directors
Dr. Chew Chee Wah *(appointed on 22 May 2014 and appointed as chairman on 29 July 2014)*
Mr. Tam Kwok Leung *(appointed on 22 May 2014 and appointed as chief executive officer on 5 August 2014)*
Mr. Liu Bo *(resigned on 29 July 2014)*
Mr. Han Fangfa *(resigned on 26 August 2014)*
Ms. Ju Lijun
Mr. Zhang Jinshu
Ms. Huang Miaochan *(resigned on 30 December 2014)*
Mr. Luk Chi Shing *(appointed on 3 April 2014)*
Ms. Zhang He *(appointed on 15 August 2014)*
Mr. Lee Yiu Tung *(appointed on 18 August 2014)*

Non-executive Directors
Dr. Pan Jin
Mr. Dai Yuanxin
Ms. Xiao Yongzhen

Independent non-executive Directors
Mr. Chan Yee Sze
Mr. Xu Jingbin *(resigned on 2 January 2015)*
Ms. Hu Yun
Mr. Tan Heming *(resigned on 18 August 2014)*
Ms. Yuen Wai Man *(appointed on 3 April 2014 and resigned on 30 December 2014)*
Mr. Koh Kwing Chang *(appointed on 22 May 2014)*
Mr. Lui Wai Ming *(appointed on 22 May 2014)*
Mr. Lai Chi Leung *(appointed on 24 November 2014)*

The biographical details of the Directors as at the date of this report are set out in the section of "Directors and senior management profile" of this report.

RETIREMENT OF DIRECTORS

Subject to the retirement by rotation provisions in the articles of association of the Company and the requirements of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, (i) Ms. Ju Lijun; (ii) Mr. Dai Yuanxin; (iii) Ms. Xiao Yongzhen; (iv) Ms. Hu Yun; and (v) Mr. Lai Chi Leung who will retire and being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Dr. Chew Chee Wah, Mr. Tam Kwok Leung, Mr. Luk Chi Shing, Ms. Zhang He and Mr. Lee Yiu Tung, being the executive Director of the Company; and Mr. Koh Kwing Chang, Mr. Lui Wai Ming and Mr. Lai Chi Leung, being the independent non-executive Director of the Company, have entered into service contracts with the Company for an initial term of three years commencing from their dates of appointment, and their employments are subject to the rotation requirements under the articles of association of the Company.

None of the Directors has entered into any service contract with any member of the Group which in order to entitle the Company to terminate the service contract, expressly requires the Company to give a period of notice of more than 1 year or to pay compensation or make other payments equivalent to more than 1 year's remuneration, other than statutory compensation.

Saved as disclosed above, each of the non-executive Director and the independent non-executive Director were appointed for a term of one year from the date of his/her appointment or re-appointment as a Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS CONFIRMATION OF INDEPENDENCE

The Company has received from each of Mr. Chan Yee Sze, Ms. Hu Yun, Mr. Xu Jingbin and Mr. Tan Heming an annual confirmation of his or her independence in relation to their services for the year ended 31 March 2014 pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that each of the independent non-executive Directors is independent.

DIRECTORS' REMUNERATION

Details of the Directors' remuneration are set out in Note 19 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2014, none of the Directors and chief executive of the Company were interested in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) ("**SFO**")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which are required, pursuant to the required standard of dealing by the Directors under the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors, as at 31 March 2014, the person (other than a director or chief executive of the Company) who have interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is, 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 any other member of the Group, were as follows:

Name of the shareholder	Capacity	Number of shares held	Approximate percentage of shareholding *(note 2)*
Mr. Zhao Tuanjie	Beneficial owner	126,461,497	11.67%
Questex Development Inc. *(note 1)*	Interest of controlled corporation	126,461,497	11.67%

Notes:

1. Questex Development Inc. is a company incorporated under the laws of the Republic of Vanuatu and is held as to 100% by Mr. Zhao Tuanjie.

2. As at 31 March 2014, the issued share capital of the Company was 1,083,233,857 shares.

LONG POSITIONS IN UNDERLYING SHARES OF THE COMPANY

As at 31 March 2014, no long positions of other persons or substantial shareholders in the underlying shares of equity derivatives of the Company and its associated corporations were recorded in the register.

SHORT POSITIONS IN SHARES OF THE COMPANY

As at 31 March 2014, no short positions of other persons or substantial shareholders in the shares of the Company and its associated corporations were recorded in the register.

SHORT POSITIONS IN UNDERLYING SHARES OF THE COMPANY

As at 31 March 2014, no short positions of other persons or substantial shareholders in the underlying shares of equity derivatives of the Company and its associated corporations were recorded in the register. Save as disclosed above, as at 31 March 2014, the Directors were not aware of any other person who has an interest or short position in the shares or underlying shares (including interest in options, if any) of the Company as recorded in the register required to be kept under section 336 of the SFO.

CONTRACTS OF SIGNIFICANCE

No contract of significance in relation to the Group's business to which any member of the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 March 2014.

No contract of significance between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries subsisted during the year ended 31 March 2014.

No contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries subsisted during the year ended 31 March 2014.

DIRECTORS' COMPETING INTERESTS

As of 31 March 2014, none of the Directors, the substantial shareholders or their respective associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

SHARE OPTION SCHEME

During the year ended 31 March 2014, the Company adopted a share option scheme (the "**Scheme**") which became effective on 22 October 2003 and the scheme was expired on 21 October 2013. During the year under review, no option was granted under the Scheme. All the options were lapsed as at the date of this report. A new scheme was adopted with effect from 12 November 2014. Details of the 22 October 2003 Scheme are set out below:

(a) Purpose of the Scheme

The purpose of the Scheme is to enable the Company to grant share options to selected participants as incentives or rewards for their contribution and prospective contribution to and stronger business relationship between the selected participants and the Group.

(b) Participants of the Scheme

Under the Scheme, the Board shall have the absolute discretion to determine who is a participant in order that such person can participate in the Scheme ("Participant"). In exercising such discretion, the Board shall take into account the following factors:

(i) whether such person is an eligible employee, being any executive, employee (whether full time or part time), or director in the employ of any member of the Group or any entity in which any member of the Group holds an equity interest ("Invested Entity"), an adviser of, a consultant of, or a contractor to any member of the Group or any Invested Entity, or whether such person has any relationship (whether business or otherwise) with the Group or any Invested Entity and the duration of such relationship;

(ii) any contributions which have been made by such person to the Group or any Invested Entity in the past and the extent of any such contributions;

(iii) any potential contributions to the Group or any Invested Entity which are considered by the Board such persons would make and the extent of such potential contributions;

(iv) the existing terms of legal and business relationship between such persons and the Group or any Invested Entity; and

(v) the views of the independent non-executive Directors in considering who is a Participant.

(c) Basis for determining the subscription price

The subscription price shall be a price determined by the Board at its absolute discretion and notified to a Participant provided that it shall be no less than the higher of:

(i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the relevant acceptance date, which must be a business day;

(ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the relevant acceptance date; and

(iii) the nominal value of the share of the Company.

An offer of option shall lapse if not accepted on or before the twenty-eighth day from the date such offer is made to a Participant. A nominal consideration of HK$1 is payable by the grantee on acceptance of the grant of an option.

(d) Maximum numbers available for issue

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme shall not in aggregate exceed 10% of the issued share capital of the Company as at the adoption date ("General Scheme Limit") unless further shareholders' approval is obtained in general meeting, provided that options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating the General Scheme Limit.

Notwithstanding the foregoing the total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the shares of the Company in issue from time to time.

At the annual general meeting of the Company held on 24 August 2011, the General Scheme Limit was refreshed.

(e) Maximum entitlement of each Participant

For each Participant, the total number of shares issued and to be issued upon exercise of all options granted and further to be granted in any 12-month period (including both exercised and outstanding options) and in the 12-month period up to and including the acceptance date (including exercised, cancelled and outstanding options) shall not in isolation or aggregate exceed 1% of the shares, and any grant of option which would result in such limit being exceeded shall be approved by the Company in general meeting with such Participant and any associate thereof abstaining from voting.

(f) Time of exercise of the option

An option may be exercised in whole or in part in accordance with the terms of the Scheme at any time during the period commencing on the first business day from the date of grant of option and expiring at the close of business on a date to be determined and notified by the Directors which shall not be more than 10 years from the date of grant of option.

Unless the Directors otherwise determined and stated at the time of granting the option, there is no minimum period for which an option must be held before it can be exercised.

(g) Remaining life of the Scheme

The Directors shall be entitled at any time within 10 years commencing on 22 October 2003 to offer the grant of an option to any qualifying participants.

(h) Movements of the options granted under the Scheme

During the year ended 31 March 2014, no option was granted under the Scheme and the movements of the options granted under the Scheme are as follows:

	Number of options outstanding as at 1 April 2013 *(note 1)*	Date of grant	Number of options granted during the year	Vesting period	Number of options exercised during the year	Closing price of the securities immediately before the date on which the options were exercised	Number of options cancelled or lapsed during the year	Number of options outstanding as at 31 March 2014 *(note 1)*	Exercise price of the option and exercise period *(note 1)*	Closing price immediately before the date on which the options were granted *(note 1)*
Others										
Employee	1,145,000	6 July 2010	Nil	Nil	Nil	Nil	Nil	1,145,000	HK$2.78 (6 July 2010 to 5 July 2015)	HK$2.8

Notes:

1. The number of options, the exercise price and the closing price were adjusted taking into account the share consolidation of the shares of the Company on 11 November 2011 in which every ten then share of HK$0.005 each was consolidated into one share of HK$0.05 each.

Save as disclosed herein, as at 31 March 2014, none of the Directors, chief executive, substantial shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) had any right to subscribe for the shares of the Company under the Scheme.

MOVEMENT OF WARRANTS ISSUED ON 3 APRIL 2012

On 3 April 2012, the Company issued a total of 57,380,000 warrants, the remained outstanding as at 31 March 2014 and its movements during the year under review are as follows:

Outstanding as at 1 April 2013	Issued during the year	Exercised/lapsed during the year	Outstanding as at 31 March 2014	Subscription period	Subscription price per share
57,380,000	Nil	Nil	57,380,000	3 April 2012 to 2 April 2015	HK$0.19

MOVEMENT OF CONVERTIBLE NOTE ISSUED ON 3 MAY 2012

As at 31 March 2014, the outstanding principal amount of the convertible note issued to Mr. Wong Kwong Chau on 3 May 2012 amounted HK$15,000,000 became payable on demand, all conversion options were lapsed on maturity date and its movements during the year under review are as follows:

Outstanding principal amount as at 1 April 2013	Total principal amount of convertible note issued during the year	Exercised/lapsed during the year	Outstanding principal amount as at 31 March 2014	Maturity date	Conversion price per share
HK$15,000,000	Nil	HK$15,000,000	Nil	3 August 2013	HK$0.25

EVENTS AFTER THE REPORTING PERIOD

Subsequent to the financial year ended 31 March 2014,

1. On 9 September 2013, a deed of settlement was entered into between the Company and the trustee 王雨莎 ("Wang Yu Sha") of the 20% equity interests in Shanghai Wanquan Insurance Brokers Limited ("Wanquan" or "上海萬全保險經紀有限公司") (currently known as 上海君翊保險經紀有限公司 or Shanghai Junyi Insurance Brokers Limited) which was acquired by the Group in March 2011, in which such equity interests were transferred to an independent third party on 14 August 2012 without the consent and approval of the Company. Pursuant to the said deed of settlement, the said trustee agreed to pay a settlement fee in the sum of HK$30 million to the Company in four equal instalments in cash on a quarterly basis from on or before 9 December 2013 onwards. Please refer to the announcement of the Company dated 9 September 2013 for further details of the deed of settlement. The trustee has already paid HK$3 million out of the first instalment of HK$7.5 million due on 9 December 2013. The Company has demanded the trustee to pay up the outstanding overdue sum and to put up collateral for the balance of the settlement sum.

   In view of the fact that only HK$3 million out of the HK$30 million settlement fee has been paid, and the remaining has become overdue, the Directors have serious concerns over the recoverability of the settlement fees. The investment in Wanquan had been impaired in full for the year ended 31 March 2013.

   The Company has commenced legal proceedings in the High Court of Hong Kong against the trustee to recover the outstanding amount. Judgment for a sum of HK$19.5 million (being the outstanding balance of the first three instalments) has been obtained against the trustee. The overall strategy of the Company is to take all reasonable and economical measures to recover the judgment debt and the remaining balance of the settlement fees in full. The Company has conducted some investigation on whether the trustee has any assets in Hong Kong for purpose of enforcement of the judgment. However, up to date, the Company could not find any assets held by the trustee in Hong Kong. Since the trustee is a mainland citizen, the Company is obtaining legal advice from PRC lawyers to see it is possible and practicable to take legal action in the PRC. The Company will keep shareholders informed promptly on the progress in recovering such judgment debt and outstanding settlement fees.

   With the addition of new directors to the board in recent months, the board is now equipped with more resources as well as more comprehensive expertise to perform its function and duties. Aside from improving corporate governance significantly, one of the key current missions and goals of the board is to protect and safeguard shareholder value through aggressively demanding the payment of monies owed to the Company;

2. on 30 October 2013, the Company received a writ of summons (the "**Writ**") issued from the High Court of Hong Kong by the plaintiff, Mr. Li Mingren ("**Mr. Li**") in High Court Action No. 2081 of 2013, in which Questex Development Inc. ("**Questex**") and the Company were named as the defendants. As appeared from the indorsement of claim in the Writ, Mr. Li claims against the Company for a mandatory injunction to transfer the legal title of the convertible bonds (the "**Convertible Bonds**") issued by the Company in the principal amount of HK$20 million to the Plaintiff, or damages to be assessed, and interest and costs. To the best of the information and belief of the Company, there was a dispute between Mr. Li and Questex in relation to the title of the Convertible Bonds. By an Order made by the Court on 16 May 2014, it was ordered, amongst other things, that upon the Company's undertaking to (i) transfer the legal title of the Convertible Bonds to the Plaintiff and (ii) to register the Plaintiff as the holder of the Convertible Bonds on the register of Bondholder of the Company within 5 days upon the determination of the Plaintiff's Summons dated 14 April 2014 (the "**Plaintiff's Summons**") in favour of the Plaintiff, the Plaintiff's Summons as against the Company be stayed. The Company has already complied with and fulfilled the above mentioned undertaking. As at the date hereof, the legal title of the Convertible Bonds has been transferred to Mr. Li.

3. On 30 December 2010, the Company and an independent third party, namely Ms. Tse Wing Yan (謝泳欣), entered into a memorandum of understanding in respect of the possible acquisition of the entire issued share capital of Fame Thrive Limited, a company incorporated in the British Virgin Islands with limited liability. Pursuant to the memorandum of understanding, Fame Thrive Limited will implement a reorganisation whereby it will, directly or indirectly, establish a wholly-foreign owned enterprise in the PRC and such wholly-foreign owned enterprise will enter into a co-operation arrangement with Dongda Insurance Brokerage Company Limited ("Dongda" or "東大保險經紀有限責任公司"), a company established in the PRC. Dongda provides property and life insurance professional insurance brokers services (such as engineering insurance, cargo transportation insurance, liability, insurance and group life insurance) and reinsurance brokers service.

   Subsequently on 6 May 2011, the Company entered into an addendum to the memorandum of understanding with the prospective seller to provide for the payment of HK$20 million to the prospective seller as an interest-free refundable earnest money for the possible acquisition of the entire issued share capital of Fame Thrive Limited and as part payment of the consideration if the formal acquisition agreement is entered into between the Company and the prospective seller. The earnest money was paid by the Company to the prospective seller upon signing of the addendum.

   Pursuant to the addenda entered into between the prospective seller and the Company on 30 June 2011, 30 December 2011, 29 February 2012, 31 May 2012, 31 July 2012, 28 September 2012, 30 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014, the exclusivity period in which the prospective seller shall not, whether by herself or through other third parties, discuss with any other third parties in relation to the possible acquisition has been extended to 30 April 2014.

   Details of the above possible acquisition are disclosed in the announcements of the Company dated 30 December 2010, 6 May 2011, 30 June 2011, 30 December 2011, 6 March 2012, 31 May 2012, 31 July 2012, 28 September 2012, 30 November 2012, 30 January 2013, 27 March 2013, 30 May 2013, 31 July 2013, 30 September 2013, 29 November 2013 and 30 January 2014.

   As mentioned above, the exclusivity period for the acquisition of Fame Thrive Limited expired on 30 April 2014.

   Negotiations of the acquisition have terminated. Pursuant to the memorandum of understanding, within 3 days after expiry of the exclusivity period, the vendor shall refund the HK$20 million earnest money to the Company. The prospective seller has failed to repay the same as at the date hereof. On 17 June 2014, the Company by immediate notice terminated the memorandum of understanding and demanded the immediate repayment of the earnest money of HK$20 million. On 3 July 2014, the Company has again demanded the immediate payment and despite the Company's repeated demands, the prospective seller still fail to repay the earnest money.

   Accordingly, the Company has instructed its legal adviser to take legal action against the prospective seller (i.e. Ms. Tse Wing Yan (謝泳欣)) and a bankruptcy petition was issued against the prospective seller in the High Court of Hong Kong on 18 November 2014 and a bankruptcy order was made against Ms. Tse on 18 March 2015. The overall strategy of the Company is to take all reasonable and economical steps to recover the earnest money. The Company will keep shareholders informed promptly on the progress in recovering the earnest money. In view of the fact that the Company has not received any repayment of the earnest money, nor any settlement agreement has been agreed, the earnest money receivable of HK$20 million had been impaired in full in the current year.

4. On 20 April 2015, the Company has entered into an agreement with the purchaser (a third party) for the disposal of the intangible asset – Technical know-how for a cash consideration of HK$7,000,000. Pursuant to the agreement, the purchaser has to settle with the following payment schedule: (i) HK$700,000 within 7 days upon signing of the agreement; (ii) HK$1,000,000 shall be paid to the Company on or before 30 June 2015; (iii) HK$1,000,000 shall be paid to the Company on or before 31 August 2015; (iv) HK$1,000,000 shall be paid to the Company on or before 31 October 2015; (v) HK$1,000,000 shall be paid to the Company on or before 31 December 2015; (vi) HK$1,000,000 shall be paid to the Company on or before 28 February 2016; (vii) HK$1,300,000 shall be paid to the Company on or before 31 March 2016. Impairment loss of HK$1,500,000 has been recognized during the period (carrying amount at HK$8,500,000 netting of net realizable value of HK$7,000,000). The Company has assessed the financial capability of the vendor by examining the documents and information provided by the vendor. The Directors are of the view that the vendor would be able to settle on time with the above schedule. As at the date of this report, the Company has received the first payment of HK$700,000.

5. On 4 April 2014, the Company was served with a sealed copy of a petition (the "**Petition**") issued by Metal Winner Limited ("**MWL**") in Companies (Winding-up) Proceedings No. 83 of 2014 in the High Court of Hong Kong (the "**Winding-up Proceedings**") under which MWL claimed that the Company was indebted to MWL in the sum of HK$5,700,000; and (b) petitioned that the Company be wound up by the Court. As at the date of this report, this Petition was dismissed by the High Court of Hong Kong. Separately, there are two other parties who claimed the Company was indebted to them. After investigation, the Company found that the alleged debts claimed by these two parties arose from certain dealings between a former director of the Company and these two parties. The nature and mechanism of these dealings were the same or very similar to that of MWL's. In the Winding-up Proceedings, the court has found that there was an illegal scheme perpetrated on the Company by the aforesaid former director and MWL was a party to that scheme. In gist, the illegal scheme was that the aforesaid former director obtained loans from the counterparty and the Company was falsely made as a borrower to answer the repayment obligation. The Company commenced legal proceedings in the High Court (the "**Injunction Proceedings**") against these two parties seeking an injunction to restrain them from presenting any petition for the winding-up of the Company or to apply to substitute MWL as petitioner in the Winding-up Proceedings (the "**Restrained Acts**"). The two parties gave an undertaking to the court not to do the Restrained Acts until the resolution of the Injunction Proceedings.

6. On 28 April 2015, the Group has entered into the acquisition agreement with Wilco Printing Co., Limited ("Wilco") to acquire 100% of the issued share capital of Wilco and the director's loan to Wilco at a consideration of HK$1,537,029. Please refer to the announcement of the Company dated 28 April 2015 for further details of the acquisition. Wilco is principally engaged in the provision of printing services and solutions on advertisement, brochures and bound books to customers mainly in Hong Kong.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 March 2014, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

FIVE YEAR SUMMARY

A summary of results and of the assets and liabilities of the Group for the last five financial years is set out in the section headed "Five year summary" of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands.

AUDITORS

CCTH CPA Limited acted as independent auditor of the Company for the past four years ended 31 March 2011, 2012, 2013 and 2014.

On behalf of the Board

Zhang He
Executive Director
Hong Kong
30 April 2015

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF TAI SHING INTERNATIONAL (HOLDINGS) LIMITED
泰盛國際(控股)有限公司
(incorporated in the Cayman Islands with limited liability)

We were engaged to audit the consolidated financial statements of Tai Shing International (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 34 to 111, which comprise the consolidated statement of financial position as at 31 March 2014, the consolidated statement of profit or loss and other 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 these consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the 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 and to report our opinion solely to you, as a body, in accordance with our agreed terms of 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.

Except for the inability to obtain sufficient appropriate audit evidence as explained below, 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. Because of the matters described in the section of Basis for Disclaimer of Opinion below, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

(a) Opening balances and corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 March 2013 (the "2013 Financial Statements"), which form the basis for the corresponding figures presented in the current year's consolidated financial statements, was disclaimed because of the significance of the possible effect of the limitations on the scope of our audit, details of which are set out in our report dated 25 August 2014 and matters described in (b) to (f) below. Accordingly, we are unable to carry out audit procedures on the opening balances as to whether the 2013 Financial Statements give a true and fair view of the state of affairs of the Group as at 31 March 2013 and 1 April 2013 and of the Group's loss and cash flows for the year ended 31 March 2013.

(b) Intangible assets

Included in intangible assets of the Group disclosed in note 21 to the consolidated financial statements is the InsureLink System which was fully impaired as at 31 March 2014. Impairment losses on the InsureLink System amounted to HK$25,000,000 and HK$78,341,000 have been recognised in profit or loss in respect of the current year and the comparative prior year respectively. In the absence of adequate supporting documents, we are unable to obtain sufficient appropriate audit evidence to ascertain that such impairment losses are appropriately recognised for the respective years.

BASIS FOR DISCLAIMER OF OPINION *(Continued)*

(c) Deposits paid for acquisition of subsidiaries

As set out in note 25 to the consolidated financial statements, as at 31 March 2014, deposit amounted to HK$20,000,000 was paid by the Group for the possible acquisition of a subsidiary, Fame Thrive Limited, the negotiation of which was terminated subsequent to that date. Impairment loss of HK$20,000,000 on the deposit paid has been recognised in profit or loss in respect of the current year. In the absence of adequate supporting documents, we are unable to obtain sufficient appropriate audit evidence to assess whether (i) such impairment loss is appropriately recognised for the current year; and (ii) no impairment loss on such deposit is required to be made in respect of the comparative prior year.

(d) Deposit paid for acquisition of investment

As set out in note 27 to the consolidated financial statements as at 31 March 2014, (i) deposit amounted to HK$25,000,000 was paid by the Group for the possible acquisition of equity interest in Gold Depot Limited, the negotiation of which was terminated subsequent to that date; and (ii) on 7 November 2014, the Company entered into a settlement agreement with the relevant contracting party under which refund of the deposit paid is payable by the contracting party in cash by instalments. In the absence of adequate supporting documents, we are unable to obtain sufficient audit evidence to assess whether the outstanding instalments totalled HK$25,000,000 will be paid by the contracting party and the impairment losses, if any, on the deposit paid which are required to be made for the current year and the comparative prior year.

(e) Disposal receivables

Included in disposal receivables disclosed in note 24 to the consolidated financial statements are receivables from the disposal of a subsidiary, 上海景福保險經紀有限公司, amounted to HK$16,735,000 at 31 March 2014, against which impairment loss amounted to HK$1,347,000 has been recognised in respect of the current year. On 16 February 2015, the Company entered into a deed of settlement with the purchaser, under which the outstanding receivable is revised from RMB15,000,000 to HK$17,700,000 and is payable by the purchaser by seven instalments. The assets of the subsidiary as at 31 March 2013 were included in the assets classified as held for sale presented in the consolidated statement of financial position as at that date. In the absence of adequate supporting documents, we are unable to obtain sufficient audit evidence to assess whether (i) the outstanding receivables totalled HK$17,700,000 will be received by the Group in accordance with the payment schedule as set out in note 24(a); (ii) any additional impairment loss on such receivables is required to be recognised for the current year; and (iii) any additional impairment loss on the assets of the subsidiary at 31 March 2013 is required to be recognised in respect of the comparative prior year.

BASIS FOR DISCLAIMER OF OPINION *(Continued)*

(f) Going concern basis of accounting

As set out in note 2 to the consolidated financial statements, these financial statements have been prepared on a going concern basis notwithstanding that at 31 March 2014, the Group recorded net current liabilities and net liabilities of approximately HK$93,566,000 and HK$46,504,000 respectively. In addition, the Group also recorded net current liabilities of approximately HK$11,948,000 as at 31 March 2013. These conditions together with other matters as referred to in paragraph (b) to (e) above indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at other than the amounts at which they are currently recorded in the consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. We consider that appropriate disclosures have been made in the consolidated financial statements. However, in the absence of appropriate supporting documents to substantiate that the Group is able to operate as a going concern in the foreseeable future, we disclaim our opinion in respect of the going concern basis adopted in the preparation of the consolidated financial statements.

Any adjustments that might have found to be necessary in respect of the matters set out in the aforementioned paragraphs (a) to (f) may have a significant effect on the state of affairs of the Group as at 31 March 2014 and of its loss and cash flows for the year then ended. Our audit opinion on the consolidated financial statements for the year ended 31 March 2013 was modified for the reasons stated in paragraphs (a) to (f). Our opinion on the current year's consolidated financial statements is also modified because of the possible effect of these matters on the comparability of the current year's figures and the corresponding figures presented in current year's consolidated financial statements.

DISCLAIMER OF OPINION

Because of the significance of the matters described in the above section of Basis for Disclaimer of Opinion, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements. In all other material respects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

CCTH CPA Limited
Certified Public Accountants
Hong Kong, 30 April 2015
Yim Kai Pung
Practising Certificate Number: P02324

Unite 5-6, 7/F, Greenfield Tower, Concordia Plaza,
1 Science Museum Road, Tsim Sha Tsui,
Kowloon, Hong Kong.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2014

	Notes	2014 HK$'000	2013 HK$'000
Revenue	10	**49,302**	51,857
Cost of services		**(49,192)**	(34,294)
Gross profit		**110**	17,563
Other income and gains	10	**34,373**	7,904
Selling and distribution expenses		**(39)**	(629)
Administrative expenses		**(19,008)**	(57,385)
Other losses and expenses	12	**(211,974)**	(223,286)
Finance costs	13	**(8,179)**	(3,289)
Share of profit/(loss) of associate		**51**	(85)
Loss before tax		**(204,666)**	(259,207)
Income tax expense	14	**(2,353)**	(1,324)
Loss for the year	15	**(207,019)**	(260,531)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange difference arising on translation of foreign operations		**(759)**	1,791
Reclassification adjustment relating to foreign operations disposed of during the year		**(172)**	–
Total comprehensive expense for the year		**(207,950)**	(258,740)
Loss for the year attributable to:			
Owners of the Company		**(207,019)**	(260,531)
Non-controlling interests		**–**	–
		(207,019)	(260,531)
Total comprehensive expense attributable to:			
Owners of the Company		**(207,950)**	(258,750)
Non-controlling interests		**–**	10
		(207,950)	(258,740)
Loss per share	17		
– Basic		**HK20.36 cents**	HK54.34 cents
– Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2014

	Notes	2014 HK$'000	2013 HK$'000
Non-current Assets			
Plant and equipment	20	**5,514**	4,230
Intangible assets	21	**6,555**	34,500
Interests in associates	22	**18,156**	18,105
Available-for-sale investments	23	**4,864**	4,864
Disposal receivables	24	**13,963**	–
Deposits paid for acquisition of subsidiaries	25	**–**	40,000
Deposits paid for acquisition of intangible assets	26	**–**	–
Deposit paid for acquisition of investment	27	**20,126**	25,000
		69,178	126,699
Current Assets			
Inventories	28	**9,470**	15,420
Trade and other receivables	29	**30,067**	45,582
Disposal receivables	24	**1,425**	3,000
Deposits and prepayments	30	**11,863**	17,167
Amounts due from customers for contract work	31	**10,274**	18,882
Financial assets at fair value through profit or loss	32	**493**	519
Pledged bank deposits	33	**288**	1,248
Bank balances and cash	33	**6,386**	9,725
		70,266	111,543
Assets classified as held for sale	34	**–**	20,500
		70,266	132,043
Current Liabilities			
Amounts due to customers for contract work	31	**20,942**	21,828
Trade and other payables	35	**86,006**	64,891
Receipts in advance		**5,226**	7,689
Warranty provision	36	**–**	–
Amount due to a shareholder	37	**–**	17,435
Bank borrowings	38	**17,654**	–
Promissory note payable	39	**10,000**	10,124
Convertible bonds/notes	40	**–**	14,287
Derivative financial instruments of convertible bonds/notes	40	**–**	379
Amount due to noteholder	41	**15,000**	–
Obligations under finance leases	42	**439**	1,096
Income tax payable		**8,565**	6,262
		163,832	143,991
Net Current Liabilities		**(93,566)**	(11,948)
		(24,388)	114,751

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2014

	Notes	**2014** **HK$'000**	2013 HK$'000
Capital and Reserves			
Share capital	43	**54,161**	35,597
Share premium and reserves		**(100,665)**	75,197
(Deficit)/equity attributable to owners of the Company		**(46,504)**	110,794
Non-controlling interests		**–**	2,693
Total (Deficit)/Equity		**(46,504)**	113,487
Non-current Liabilities			
Convertible bonds/notes	40	**22,076**	–
Derivative financial instruments of convertible bonds/notes	40	**2**	–
Obligations under finance leases	42	**38**	1,264
		22,116	1,264
		(24,388)	114,751

The consolidated financial statements on pages 34 to 111 were approved and authorised for issue by the Board of Directors on 30 April 2015 and are signed on its behalf by:

Zhang He	**Lee Yiu Tung**
Director	Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2014

	Attributable to owners of the Company										
	Share capital HK$'000	Share premium HK$'000	General reserve HK$'000 (Note below)	Capital reserve HK$'000 (Note 49(b)(i))	Share option reserve HK$'000 (Note 49(b)(ii))	Exchange translation reserve HK$'000	Warrant reserve HK$'000 (Note 49b(iii))	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total HK$'000
At 1 April 2012	15,847	356,466	3,056	1,200	12,269	5,103	–	(74,305)	319,636	2,683	322,319
Loss for the year	–	–	–	–	–	–	–	(260,531)	(260,531)	–	(260,531)
Other comprehensive income	–	–	–	–	–	1,781	–	–	1,781	10	1,791
Total comprehensive income/(expense) for the year	–	–	–	–	–	1,781	–	(260,531)	(258,750)	10	(258,740)
Issue of shares upon placement on shares	19,750	31,390	–	–	–	–	–	–	51,140	–	51,140
Share issue expenses	–	(2,379)	–	–	–	–	–	–	(2,379)	–	(2,379)
Issue of warrants	–	–	–	–	–	–	1,147	–	1,147	–	1,147
Forfeiture and expiration of share options granted	–	–	–	–	(10,459)	–	–	10,459	–	–	–
At 31 March 2013	35,597	385,477	3,056	1,200	1,810	6,884	1,147	(324,377)	110,794	2,693	113,487
Loss for the year	–	–	–	–	–	–	–	(207,019)	(207,019)	–	(207,019)
Other comprehensive expense	–	–	–	–	–	(931)	–	–	(931)	–	(931)
Total comprehensive expense for the year	–	–	–	–	–	(931)	–	(207,019)	(207,950)	–	(207,950)
Decrease in non-controlling interests arising on disposal of subsidiary (Note 44(b))	–	–	–	–	–	–	–	–	–	(2,693)	(2,693)
Issue of shares upon											
– placement on shares	2,850	5,130	–	–	–	–	–	–	7,980	–	7,980
– conversion of convertible bonds	15,714	27,347	–	–	–	–	–	–	43,061	–	43,061
Share issue expenses	–	(389)	–	–	–	–	–	–	(389)	–	(389)
At 31 March 2014	54,161	417,565	3,056	1,200	1,810	5,953	1,147	(531,396)	(46,504)	–	(46,504)

Note: According to the relevant rules and regulations of the People's Republic of China (the "PRC"), the Company's subsidiaries established in the PRC should allocate part of their profit after taxation to the general reserve, which can be used for making good losses and to convert into paid-up capital.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2014

	2014 HK$'000	2013 HK$'000
OPERATING ACTIVITIES		
Loss before tax	**(204,666)**	(259,207)
Adjustments for:		
Amortisation of intangible assets	**1,000**	30,951
Depreciation of plant and equipment	**1,214**	2,054
Research and development expenditure	**–**	7,500
Gain on disposal of financial assets at fair value through profit or loss	**(22)**	(72)
Loss/(gain) on change in fair value of		
– financial assets at fair value through profit or loss	**200**	4
– promissory note payable	**–**	114
– derivative financial instruments of convertible bonds/notes	**(17,056)**	(2,295)
Finance costs	**8,179**	3,289
(Gain)/loss on disposal of plant and equipment	**(1,295)**	77
Gain on disposal of subsidiaries	**(6,387)**	–
Loss on disposal of available-for-sale investment	**–**	1,183
Impairment loss recognised in respect of:		
– intangible assets	**26,945**	115,189
– available-for-sale investments	**102,507**	20,736
– disposal receivables	**1,347**	23,600
– inventories	**5,950**	22,799
– trade receivables	**10,745**	8,989
– other receivables	**39,406**	10,406
– assets classified as held-for-sale	**–**	4,266
– deposit paid for acquisition of subsidiaries	**20,000**	–
– deposit paid for acquisition of investment	**4,874**	–
Interest income	**(36)**	(61)
Imputed interest income	**(2,235)**	–
Provision for warranty, net	**–**	(6)
Reversal of impairment loss in respect of:		
– trade receivables	**(2,318)**	(2,149)
– retention receivables	**–**	(273)
– other receivables	**(2,389)**	(841)
Share of (profit)/loss of associate	**(51)**	85
Net exchange (gain)/loss	**(665)**	213
Operating cash flows before movements in working capital	**(14,753)**	(13,449)
Increase in inventories	**–**	(23,829)
Increase in trade and other receivables	**(30,722)**	(9,290)
Decrease in deposits and prepayments	**5,137**	951
(Increase)/decrease in financial assets at fair value through profit or loss	**(152)**	98
Decrease/(increase) in amounts due from customers for contract work	**8,608**	(2,700)
(Decrease)/increase in amounts due to customers for contract work	**(886)**	4,799
Increase/(decrease) in trade and other payables	**5,704**	(530)
Decrease in receipts in advance	**(2,043)**	(441)
Decrease in warranty provision	**–**	(25)
NET CASH USED IN OPERATING ACTIVITIES	**(29,107)**	(44,416)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2014

	Notes	2014 HK$'000	2013 HK$'000
INVESTING ACTIVITIES			
Purchase of plant and equipment		**(2,819)**	(2,254)
Proceeds from disposal of plant and equipment		**1,674**	71
Proceeds from disposal of subsidiaries	44	**6,224**	–
Acquisition of available-for-sale investment		**(5,000)**	–
Proceeds from disposal of available-for-sale investment in prior year		**3,000**	–
Acquisition of intangible assets		**–**	(10,000)
Deposits paid for acquisition of subsidiaries		**–**	(20,000)
Interest received		**36**	61
Decrease in pledged bank deposits		**960**	689
NET CASH FROM/(USED IN) INVESTING ACTIVITIES		**4,075**	(31,433)
FINANCING ACTIVITIES			
Proceeds from issue of shares		**7,980**	51,140
Expenses on issue of shares		**(389)**	(2,379)
Proceeds from issue of warrants		**–**	1,147
Advance from a shareholder		**–**	288
Proceeds from issue of promissory note payable		**–**	10,000
Proceeds from issue of convertible notes		**–**	15,000
New bank borrowings raised		**17,654**	–
Repayment of bank borrowings		**–**	(12,336)
Repayment of obligations under finance leases		**(1,883)**	(1,080)
Interest and finance costs paid		**(1,523)**	(1,118)
NET CASH FROM FINANCING ACTIVITIES		**21,839**	60,662
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(3,193)**	(15,187)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		**9,725**	23,855
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		**(146)**	1,057
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		**6,386**	9,725
ANALYSIS OF CASH AND CASH EQUIVALENTS			
Bank balances and cash		**6,386**	9,725

1. GENERAL

Tai Shing International (Holdings) Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability. The shares of the Company are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Trading of shares of the Company on the GEM of the Stock Exchange was suspended on 2 July 2013 and has not been resumed up to the date of approval of these consolidated financial statements.

The functional currency of the Company is Renminbi ("RMB"). The consolidated financial statements are presented in Hong Kong dollar ("HK$") as the directors of the Company consider that HK$ is the appropriate presentation currency for the users of the Group's financial statements given that the shares of the Company are listed on the Stock Exchange.

The Company is principally engaged in investment holding and the principal activities of its principal subsidiaries are set out in Note 50.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

In preparing these consolidated financial statements, the directors have considered the future liquidity of the Group. As at 31 March 2014, the Group had recorded net current liabilities and net liabilities of approximately HK$93,566,000 and HK$46,504,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the aforesaid conditions, the consolidated financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern for the foreseeable future. In the opinion of the directors, the Group can meet its financial obligations as and when they fall due within the next year from the date of approval of these consolidated financial statements, after taking into consideration of the following measures and arrangements made subsequent to the reporting date:

(a) On 15 April 2014, a bank loan of RMB15,000,000 was granted to and utilised by a subsidiary of the Company. The bank loan, which is secured by pledge of certain properties owned by a third party, is repayable on or before 15 May 2015.

(b) On 8 December 2014 and 22 December 2014, the Group sold its inventories of printing press and raw cottons for the cash consideration of HK$400,000 and HK$10,000,000 respectively. The consideration for the sale of printing press is receivable by the Group by instalments, being HK$250,000 and HK$150,000 which fall due on 31 December 2014 and 30 June 2015 respectively. The consideration for the sale of raw cottons of HK$10,000,000 is receivable by the Group by instalments, being HK$2,500,000, HK$4,000,000, HK$2,000,000 and HK$1,500,000 which fall due on 30 June 2015, 30 September 2015, 31 December 2015 and 31 March 2016 respectively.

(c) On 15 January 2015, the Company entered into an agreement with the holder of the promissory note with the principal amount of HK$10,000,000 under which the noteholder has agreed for the repayment by the Company of the promissory note together with interest thereon amounted to a total of HK$13,040,000 by five instalments, being HK$2,000,000, HK$2,000,000, HK$3,000,000, HK$3,000,000 and HK$3,040,000 which fall due on 30 April 2015, 30 June 2015, 31 August 2015, 31 October 2015 and 31 December 2015 respectively.

(d) On 1 April 2015, all the warrants referred to in Note 49(b)(iii) were converted into 57,380,000 new shares of the Company at the subscription price of HK$0.19 per share, giving rise to a proceed of approximately HK$10,902,000 (before expense).

(e) On 20 April 2015, the Group entered into an agreement with a third party for the disposal of the technical know-how as detailed in Note 21(b)(i) for a cash consideration of HK$7,000,000, a deposit of which amounted to HK$700,000 was received by the Group. The outstanding cash consideration of HK$6,300,000 is receivable by the Group by six instalments, being HK$1,000,000, HK$1,000,000, HK$1,000,000, HK$1,000,000, HK$1,000,000 and HK$1,300,000 which fall due on 30 June 2015, 30 August 2015, 30 October 2015, 31 December 2015, 28 February 2016 and 31 March 2016 respectively.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

(f) On 21 April 2015, the Company entered into an agreement with a third party, under which loan facility to the extent of HK$50,000,000 is granted to the Company for a period of two years from the date of the agreement. The loan carries interest at 1.25% per month and is secured by the floating charge over all the assets of the Company. The loan has not been utilised up to the date of approval of these consolidated financial statements.

In light of the measures and arrangements implemented to date, the directors are of the view that the Group has sufficient cash resources to satisfy its working capital and other financial obligations for the next twelve months from the date of approval of these consolidated financial statements, after having taken into account of the Group's projected cash flows, current financial resources and capital expenditure requirements with respect to the development of its businesses. Accordingly, the directors are of the view that it is appropriate to prepare these consolidated financial statements on a going concern basis.

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

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

New and revised HKFRSs applied in current year

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"):

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

Except as described below, the application of the new and revised HKFRSs in the current year has had no material effect on the amounts reported in the Group's consolidated financial statements.

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

HKFRS 13 "Fair Value Measurement"

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are within the scope of HKAS 17 "Leases", and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurement and disclosure requirements prospectively. Except as aforementioned, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

Amendments to HKAS 1 "Presentation of Items of Other Comprehensive Income"

The Group has applied the amendments to HKAS 1 "Presentation of Items of Other Comprehensive Income". Upon the adoption of the amendments to HKAS 1, the consolidated statement of comprehensive income is renamed as the consolidated statement of profit or loss and other comprehensive income. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

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

New and revised HKFRSs in issue but not yet effective

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

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle[2]
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle[3]
Amendments to HKFRSs	Annual improvements to HKFRSs 2012-2014 cycle[4]
HKFRS 9	Financial Instruments[7]
HKFRS 14	Regulatory Deferral Accounts[4]
HKFRS 15	Revenue from Contracts with Customers[6]
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosure[8]
Amendments to HKFRS 10, HKFRS 12 and HKFRS 27	Investor Entities[1]
Amendments to HKFRS 11	Accounting for Acquisition of Interests in Joint Operations[4]
Amendments to HKAS 1	Disclosure Initiative[5]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[5]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[5]
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions[3]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[5]
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[1]
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets[1]
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception[5]
HK (IFRIC) – Int 21	Levies[1]

1 Effective for annual periods beginning on or after 1 January 2014,
2 Effective for annual periods beginning on or after 1 July 2014, with limited exemptions. Earlier application permitted.
3 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
4 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application is permitted.
5 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
6 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
7 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
8 Available application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

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

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued on 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a 'fair value through other comprehensive income' (FVTOCI) measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

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

- With regard to the measurement of financial liabilities designed as at fair value through profit or loss, HKFRS 9 requires that amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types or transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

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

HKFRS 9 Financial Instruments *(Continued)*

The directors of the Company anticipate that the application of HKFRS 9 in the future may have significant impacts on amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets and liabilities, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

HKFRS 15 Revenue from Contracts with Customers

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company anticipate that the application of HKFRS 15 in the future may have material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The directors of the Company anticipate that the application of other new and revised HKFRSs in issue but not yet effective will have no material impact on the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in the exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

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

– Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

– has power over the investee;

– is exposed, or has rights, to variable returns from its involvement with the investee; and

– has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payments arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Business combinations *(Continued)*

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

(c) Goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's relevant cash-generating units (or groups of cash-generating units), that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently, when there is indication that the unit may be impaired. When the recoverable amount of cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described in paragraph d below.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(d) Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profits or losses and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

On acquisition of investment in an associate, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

Where a group entity transacts with an associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

(f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is reduced by sale related taxes.

(i) Systems development service

Revenue arising from the provision of systems development, maintenance and installation and consultancy services is recognised on the percentage of completion method, provided that the revenue, the cost incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the estimated total costs for each contract. When the outcome of a systems development contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that is probable to be recoverable.

(ii) Professional service income

Professional service income represent fees for the provision of information technology engineering and technical support services and are recognised when the underlying professional services are rendered.

(iii) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Systems development contracts

Where the outcome of a systems development contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a systems development contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as receipts in advance. Amounts billed for work performed but not yet paid by the customers are included in the consolidated statement of financial position under trade and other receivables.

(h) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange fluctuation reserve.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

All other borrowing costs are recognised profit or loss in the period in which they are incurred.

(j) Retirement benefiit costs

Payments to mandatory provident fund scheme and other state-managed retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

(k) Share-based payment arrangements

Share options granted by the Company to employees of the Group in an equity-settled share-based payment arrangement

The fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

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

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

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

(l) Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(l) Taxation *(Continued)*

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

(m) Plant and equipment

Plant and equipment are stated in consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual value over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

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

(n) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(n) Intangible assets *(Continued)*

Intangible assets acquired in a business combination
Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Internally-generated intangible assets – research and development expenditure
Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired in a business combination.

(o) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(p) Impairment losses on tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value 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 assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

(q) Provisions

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

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

(r) Financial instruments

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Financial instruments *(Continued)*

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

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

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets at FVTPL
Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part or a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 "Financial Instruments: Recognition and Measurement" permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on financial asset and is included in the other income and gains, and other losses and expenses respectively in the consolidated statement of comprehensive income. Fair value is determined in the manner described in Note 9.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Financial instruments *(Continued)*

Financial assets *(Continued)*

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including disposal receivables, trade and other receivables, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment loss (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets ("AFS financial assets")
AFS financial assets are non-derivatives that are either designated as available-for-sale or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

AFS financial assets, which represent equity instruments that do not have a quoted market price in an active market and where fair value cannot be reliably measured, are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment loss on financial assets (Continued)
For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial assets carried at cost, impairment loss recognised will not be reversed in subsequent period.

Financial liabilities and equity instruments

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

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

Convertible bonds/notes contain debt component and derivative component (including the conversion option and the redemption option)
Convertible bonds/notes issued by the Group that contain both debt and derivative components (including the conversion option and the redemption option) are classified separately into respective items on initial recognition. Conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a derivative component. At the date of issue, both the debt component and derivative component (including the conversion option and the redemption option) are recognised at fair value.

In subsequent periods, the debt component of the convertible bonds/notes is carried at amortised cost using the effective interest method. The derivative component (including the conversion option and the redemption option) are measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds/notes are allocated to the debt component and derivative component (including the conversion option and the redemption option) in proportion to their relative fair values. Transaction costs relating to the derivative component (including the conversion option and the redemption option) are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds/notes using the effective interest method.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Financial liabilities at FVTPL
Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- It forms part of a contract containing one or more embedded derivatives, and HKAS 39 "Financial Instruments: Recognition and Measurement" permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain recognised in profit or loss incorporates any interest paid on the financial liability, if any.

Other financial liabilities
Other financial liabilities (including trade and other payables, amount due to a shareholder, bank borrowings, promissory note payable, amount due to noteholder and obligations under finance leases) are subsequently measured at amortised cost, using the effective interest method.

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

Interest expense is recognised on an effective interest basis.

Derecognition
The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Leasing

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

The Group as lessee

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

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

Operating lease payments are recognised as expense on a straight-line basis over the lease term.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

(a) Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimates (see Note 5(b) below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Investment in Tirack Holdings Corporation

As referred to in Note 23, the Group acquired 100% equity interest in Tirack Holdings Corporation ("Tirack") during the year. Tirack is an investment holding and, through its 55% equity owned subsidiary, Yan Shan Asia Corporation ("Yan Shan"), and other subsidiaries (together the "Tirack Group"), was principally engaged in the sale of air tickets, hotel reservations and travel products online in the PRC. Tirack and Yan Shan are entities incorporated in the Republic of Vanuatu and the directors of these entities, who are individuals and are not representatives of the Group, are under arrest or cannot be located. In the absence of these individuals, the board of directors of Tirack and Yan Shan cannot function and the Tirack Group ceased its principal operations shortly after its acquisition and becomes inactive thereafter. Having consulted legal advices, the directors are of the view that the Group cannot control or exercise significant influence over Tirack and Yan Shan, the entities in the Tirack Group are not regarded as the Company's subsidiaries or associates. As a result, the results, assets and liabilities of the Tirack Group are not accounted for in the consolidated financial statements on the consolidation basis or equity accounting basis. The Group's investment in Tirack, which is classified as available-for-sale investment, is stated in the financial statements at cost less any identified impairment loss.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(b) Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Revenue and profit recognition

Management of the Group estimates the percentage of completion of the systems development contracts by reference to the estimated total outcome of the systems development contracts as well as the work performed to date with reference to the work performed and costs incurred. The actual outcome in terms of total cost or revenue may be different from the estimates at the end of the reporting period, such differences will impact the revenue and the profit or loss recognised in the period in which such estimation is made. Budget cost or revenue of each contract will be reviewed periodically and revised accordingly where significant variances are noted during the revision.

Impairment of intangible assets

Management assessed the recoverable amounts of intangible assets of the Group based on the higher of fair value less costs to sell and value in use. The value in use is based on the net projected revenue to be derived by the relevant intangible assets over their estimated useful lives discounted by suitable rates to arrive at their present value. If the actual net revenue to be derived are more or less than expected and/or significant variation in discount rates arises as a result of change in market conditions, material reversal of or provision for impairment loss on intangible assets may result. In respect of the year ended 31 March 2014, impairment loss of HK$26,945,000 (2013: HK$115,189,000) on intangible assets has been recognised (Note 21).

Impairment loss on available-for-sale investments

Management assessed the recoverability of the available-for-sale investment based on the present value of the estimated future cash flows expected to arise from the investment and discounted at the appropriate rates of return. Estimation of future cash flows may be adversely affected by the deterioration in financial position of the investee, its industry and sector performances, changes in technology, and operational and financing cash flows. If the carrying amount of the investment is below or above its recoverable amount, material reversal of or provision for impairment loss may result. Variation in the estimated future cash flows and the discount rates used may result in adjustment to the recoverable amount. Impairment loss on available-for-sale investment amounting to HK$102,507,000 (2013: HK$20,736,000) has been recognised in respect of the year ended 31 March 2014, details of which are disclosed in Note 23.

Impairment loss on deposit paid for acquisition of investment

As detailed in Note 27, deposit amounted to HK$25,000,000 (2013: HK$25,000,000) was paid for the acquisition of investment up to 31 March 2014. Impairment loss of HK$4,874,000 has been recognised on such deposit paid based on the present value of the deposit by applying the discount rate of 12% per annum. Where the actual outcome of the recoverability of the deposit paid differs from the management expectation, further impairment loss may be required to be made.

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

(b) Key sources of estimation uncertainty *(Continued)*

Impairment loss recognised in respect of trade receivables and retention receivables

The Group performs ongoing credit evaluations of its customers and retention receivables and adjusts credit limits based on payment history and the customer's current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its customers and maintains a provision for estimated credit losses based upon its historical experience. In addition, the Group will make provision based on the aging analysis of the trade and retention receivables. At 31 March 2014, the carrying amounts of trade receivables and retention receivables are in aggregate of approximately HK$25,146,000, net of impairment losses of approximately HK$51,230,000 (2013: carrying amounts in the aggregate of HK$26,065,000, net of impairment losses of approximately HK$45,558,000).

Impairment loss recognised in respect of disposal receivables and other receivables

The policy for provision for impairment loss of disposal receivables (Note 24) and other receivables (Note 29) of the Group is determined by management based on the evaluation of collectability and aging analysis of such receivables. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each receivable. At 31 March 2014, the carrying amount of the disposal receivables is HK$15,388,000, net of impairment loss of HK$27,947,000 (2013: carrying amount of HK$3,000,000, net of impairment loss of HK$23,600,000). As at that date, the carrying amount of other receivables is HK$4,921,000, net of impairment loss of approximately HK$75,836,000 (2013: carrying amount of HK$19,517,000, net of impairment loss of HK$37,875,000).

Impairment loss recognised in respect of inventories

Inventories are written down to net realisable value based on an assessment of their realisability. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will have impact on the carrying value of inventories and impairment loss/reversal of impairment on inventories for the period in which such estimate is changed. As at 31 March 2014, the carrying amount of inventories is approximately HK$9,470,000 (2013: HK$15,420,000). Impairment loss on inventories amounted to HK$5,950,000 (2013: HK$22,799,000) has been charged to profit or loss in respect of the year.

Depreciation of plant and equipment

Plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual values. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period.

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions for the period in which such determination is made.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(b) Key sources of estimation uncertainty *(Continued)*

Warranty provision

The Group makes warranty provision based on information available as at the date of approval of the consolidated financial statements indicating that it is probable that the Group will be required to settle the present obligations. As disclosed in Note 36, the Group estimates the provision based on past experience. The actual settlement of these warranty costs may differ from the estimation used by management. If the costs are settled for an amount greater than management's estimation, a future charge to consolidated statement of comprehensive income will result. Likewise, if the costs are settled for an amount that is less than the estimation, a future credit to consolidated statement of profit or loss and other comprehensive income will result.

Valuation of derivative financial instruments of convertible bonds/notes

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of the derivative financial instruments of convertible bonds/notes. Detailed information about the key assumptions used in the determination of the fair value of these derivative financial instruments is set out in Note 40. The directors believe that the techniques and assumptions used are appropriate in determining the fair value of the derivative financial instruments of the convertible bonds/notes.

6. CAPITAL RISK 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 optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from that of the prior year.

The capital structure of the Group consists of debts, which includes convertible bonds/notes as disclosed in Note 40, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Group review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital and will balance its overall capital structure through issues of new shares and debts, repayment of existing debts and payment of dividends.

7. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2014 **HK$'000**	2013 HK$'000
Financial assets		
Available-for-sale investments, at cost less impairment	**4,864**	4,864
Financial assets at FVTPL	**493**	519
Loans and receivables, at amortised cost		
Disposal receivables	**15,388**	3,000
Trade and other receivables	**30,067**	45,582
Pledged bank deposits	**288**	1,248
Bank balances and cash	**6,386**	9,725
	57,486	64,938
Financial liabilities		
Financial liabilities at amortised cost		
Trade and other payables	**86,006**	64,891
Amount due to a shareholder	**–**	17,435
Bank borrowings	**17,654**	–
Promissory note payable	**10,000**	10,124
Convertible bonds/notes	**22,076**	14,287
Amount due to noteholder	**15,000**	–
Obligations under finance leases	**477**	2,360
	151,213	109,097
Derivative financial instruments of convertible bonds/notes, at FVTPL	**2**	379
	151,215	109,476

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include available-for-sale investments, financial assets at FVTPL, disposal receivables, trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables, amount due to a shareholder, bank borrowings, promissory note payable, convertible bonds/notes, amount due to noteholder, derivative financial instruments of convertible bonds/notes and obligations under finance leases. Details of these financial instruments are disclosed in respective notes.

Management monitors and manages the financial risks relating to the Group through internal risk assessment, which analyses exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. Management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

There has been no change in the Group's exposure to these kinds of risks or the manner in which the Group manages and measures these risks.

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

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates and equity prices.

Foreign currency risk

Foreign currency risk refers to the risk associated with movements in foreign currency rates which will affect the Group's financial results and its cash flows. Management considers that the Group is not exposed to significant foreign currency risk as the majority of its operations are in the PRC with their functional currency of RMB.

For the two years ended 31 March 2014 and 2013, the Group mainly earned revenue in RMB and incurred costs in HK$ and RMB. Although the Group currently does not have any foreign currency hedging policies, it manages its foreign currency exposure by ensuring that the revenue earned in RMB are used to pay for RMB denominated costs. Funds raised from financing activities which are mainly denominated in HK$ are used to pay for HK$ expenses.

The directors do not expect the fluctuation in the exchange rate of RMB to HK$ to have any material adverse effect on the operation of the Group, accordingly no sensitivity analysis is presented.

Interest rate risk

The Group is exposed to interest rate risk in relation to its variable-rate bank deposits, bank borrowings, promissory note payable and obligations under finance leases. The pledged bank deposits, bank balances and bank borrowings bearing interests at variable rates expose the Group to cash flow interest rate risk. Promissory note payable, amount due to noteholder and obligations under finance leases bearing interest at fixed rates expose the Group to fair value interest rate risk.

The directors consider that the Group's exposure to interest rate risk of bank deposits, which are short term in nature, is insignificant, accordingly no sensitivity analysis is presented.

Sensitivity analysis

If interest rates have been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2014 would increase/decrease by approximately HK$66,000. This is mainly attributable to the Group's exposure to interest rates on its bank borrowings which carried interest at floating rates.

The Group had no bank borrowings outstanding at 31 March 2013, accordingly, there would have been no impacts on the results of the Group for the year ended 31 March 2013 if interest rates on bank borrowing had been changed.

The sensitivity analysis above has been determined based on the exposure to interest rates for bank borrowings as at the end of the reporting period. The analysis is prepared assuming the bank borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Price risk

The Group is exposed to equity price risk through its investment in listed equity securities. As the Group's exposure to price risk is insignificant, sensitivity analysis is not presented.

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For the year ended 31 March 2014

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

Credit risk

As at the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group in the event of the counterparties' failure to perform their obligations is the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group closely monitors the collectability of trade debtors at the end of the reporting period to ensure that the amounts are recoverable. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 11% (2013: 15%) and 29% (2013: 47%) of the total trade receivables are due from the Group's largest customer and the five largest customers respectively and are attributable to the systems development business segment. In addition, the Group has also concentration of credit risk regarding the disposal receivables and other receivables as detailed in Notes 24 and 29 respectively.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies and authorised banks in the PRC.

None of the Group's financial assets are secured by collateral or other credit enhancements.

Liquidity risk

As at 31 March 2014, the Group had recorded net current liabilities and net liabilities of approximately HK$93,566,000 (2013: HK$11,948,000). Based on the measures and arrangements made subsequent to 31 March 2014, as detailed in Note 2, the directors are of the view that the Group is able to operate as a going concern for the foreseeable future.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and to mitigate the effects of fluctuation in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants, if any.

The following tables details the Group's remaining contractual maturity for its non-derivative financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

In addition, the following tables detail the Group's expected maturity for its non-derivative financial assets. The tables have been drawn up based on the undiscounted contractual cash flows of the financial assets including interest that will be earned on those assets. The inclusion of information on these non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

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

Liquidity risk *(Continued)*

	Within 1 year or on demand HK$'000	1-2 years HK$'000	2-3 years HK$'000	3-4 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
At 31 March 2014						
Non-derivative financial assets						
Available-for-sale investments	4,864	–	–	–	4,864	4,864
Disposal receivables	1,500	16,200	–	–	17,700	15,388
Trade and other receivables	30,067	–	–	–	30,067	30,067
Financial assets at fair value through profit or loss	493	–	–	–	493	493
Pledged bank deposits	288	–	–	–	288	288
Bank balances and cash	6,386	–	–	–	6,386	6,386
	43,598	16,200	–	–	59,798	57,486
Non-derivative financial liabilities						
Trade and other payables	86,006	–	–	–	86,006	86,006
Amount due to a shareholder	–	–	–	–	–	–
Bank borrowings	17,763	–	–	–	17,763	17,654
Promissory note payable	10,000	–	–	–	10,000	10,000
Convertible bonds/notes (excluding derivative financial instruments)	–	–	30,000	–	30,000	22,076
Amount due to noteholder	15,000	–	–	–	15,000	15,000
Obligations under finance leases	453	38	–	–	491	477
	129,222	38	30,000	–	159,260	151,213

	Within 1 year or on demand HK$'000	1-2 years HK$'000	2-3 years HK$'000	3-4 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
At 31 March 2013						
Non-derivative financial assets						
Available-for-sale investment	4,864	–	–	–	4,864	4,864
Disposal receivables	3,000	–	–	–	3,000	3,000
Trade and other receivables	45,582	–	–	–	45,582	45,582
Financial assets at fair value through profit or loss	519	–	–	–	519	519
Pledged bank deposits	1,248	–	–	–	1,248	1,248
Bank balances and cash	9,725	–	–	–	9,725	9,725
	64,938	–	–	–	64,938	64,938
Non-derivative financial liabilities						
Trade and other payables	64,891	–	–	–	64,891	64,891
Amount due to a shareholder	17,435	–	–	–	17,435	17,435
Bank borrowings	–	–	–	–	–	–
Promissory note payable	10,400	–	–	–	10,400	10,124
Convertible bonds/notes (excluding derivative financial instruments)	15,000	–	–	–	15,000	14,287
Obligations under finance leases	1,205	1,205	101	–	2,511	2,360
	108,931	1,205	101	–	110,237	109,097

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

Liquidity risk *(Continued)*

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

9. FAIR VALUE

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The Group's financial assets at fair value through profit or loss and derivative financial instruments of convertible bonds/notes are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

	Fair value as at 31 March		**Fair value hierarchy**	**Valuation technique(s) and key inputs**
	2014	2013		
	HK$'000	HK$'000		
Financial assets				
Financial assets at fair value through profit or loss	**493**	519	Level 1	Quoted bid prices in an active market
Financial liabilities				
Derivative financial instruments of convertible bonds/notes	**2**	379	Level 2	Binomial Option Pricing Model (2013: Black-Scholes Option Pricing Model) key inputs are detailed in Note 40

There were no transfer of the financial assets and financial liabilities between the levels in both of the years presented.

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors consider that the carrying amounts of financial assets and financial liabilities at amortised cost in the consolidated financial statements approximate their fair values. The fair values, which are included in Level 3 categories, have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflect the credit risk of counterparties.

(iii) Reconciliation of Level 3 fair value measurements

The financial assets at fair value through profit or loss and the derivative financial instruments of convertible bonds/notes are measured at fair value on Level 1 and Level 2 fair value measurement. Reconciliation of Level 3 fair value measurement is not presented.

10. REVENUE AND OTHER INCOME AND GAINS

Revenue, which is also the turnover of the Group, represents income from systems development and professional services rendered and software licensing, net of sales related taxes.

	2014 HK$'000	2013 HK$'000
Revenue from provision of		
Systems development services	**39,119**	45,541
Professional services	**10,183**	6,316
Software licensing (Note a)	**–**	–
Total revenue	**49,302**	51,857
Other income and gains		
Interest income from bank deposits	**36**	61
Imputed interest income on disposal receivables	**2,235**	–
Exchange gain	**300**	–
Value added tax refunded (Note b)	**2,110**	2,091
Rental income	**122**	122
Sundry income	**103**	–
Gain on disposal of financial assets at fair value through profit or loss	**22**	72
Gain on disposal of subsidiaries (Note 44)	**6,387**	–
Gain on disposal of plant and equipment	**1,295**	–
Gain on change in fair value of derivative financial instruments of convertible bonds/notes (Note 40)	**17,056**	2,295
Reversal of impairment loss in respect of:		
– trade receivables (Note 29(a))	**2,318**	2,149
– retention receivables (Note 29(b))	**–**	273
– other receivables (Note 29(c))	**2,389**	841
Total other income and gains	**34,373**	7,904

Notes:

a. A subsidiary of the Company, 鑫約福(上海)貿易有限公司 ("Fullmark Shanghai"), entered into a co-operation agreement with a shareholder of the Group's associate (the "Contracting Party") in March 2010, pursuant to which (i) Fullmark Shanghai and the Contracting Party have agreed to jointly develop the Chinese version of the InsureLink System owned by the Group (Note 21), (ii) Fullmark Shanghai shall licence the InsureLink System and provide related technical support services to the Contracting Party and the end-users of the InsureLink System; and (iii) Fullmark Shanghai and the Contracting Party shall jointly promote the licensing of the InsureLink System to other companies in the People's Republic of China (the "PRC"). Pursuant to the co-operation agreement, Fullmark Shanghai shall be entitled to receive 75% of the revenue from such licensing business and the Contracting Party guaranteed that the revenue to be received by Fullmark Shanghai shall not be less than RMB20,000,000 per annum.

   The guaranteed revenue from the Contracting Party of RMB20,000,000 for each of the years ended 31 March 2014 and 31 March 2013 pursuant to the co-operation agreement was not received by the Group. As it is not probable that the economic benefits associated with the revenue from the Contracting Party will flow to the Group, such income for the year has not been recognised.

b. A tax concession was granted by the PRC tax authorities to the Company's subsidiary, Beijing Tongfang Electronic Science & Technology Limited ("Beijing Tongfang") for the sales of certain self-developed computer software products. Under this concession, Beijing Tongfang is entitled to a refund of value added tax paid in excess of an effective rate of 3%. The value added tax refunded is included in other income and gains.

11. SEGMENT INFORMATION

The Group has adopted HKFRS 8 "Operating Segments" which requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker for the purpose of allocating resources to segments and assessing their performance.

For management purposes, the Group is currently organised into three operating divisions – systems development, professional services and insurance brokerage business.

Systems development	–	Provision of systems development, maintenance and installation as well as consulting service and software licensing.
Professional services	–	Provision of information technology engineering and technical support services.
Insurance brokerage business	–	Provision of brokerage services.

(a) Segment revenues and results

The following is an analysis of the Group's revenues and results by reportable segments.

	Year ended 31 March							
	Systems development		Professional services		Insurance brokerage business		Consolidated	
	2014	2013	**2014**	2013	**2014**	2013	**2014**	2013
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
TURNOVER								
Revenue from external customers	**39,119**	45,541	**10,183**	6,316	**-**	–	**49,302**	51,857
RESULT								
Segment results	**(36,604)**	(140,645)	**3,769**	(10,038)	**-**	–	**(32,835)**	(150,683)
Interest income							**2,271**	61
Unallocated income							**27,978**	2,417
Unallocated expenses							**(193,952)**	(107,628)
Finance costs							**(8,179)**	(3,289)
Share of profit/(loss) of associate							**51**	(85)
Loss before tax							**(204,666)**	(259,207)

There were no sales between the reportable segments for both of the years ended 31 March 2014 and 2013.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 4. Segment results represents the results of each segment without allocation of interest income, central administration costs and directors' remunerations, finance costs, and share of results of associates. This is the measure reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance.

11. SEGMENT INFORMATION *(Continued)*

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments.

	At 31 March							
	Systems development		Professional services		Insurance brokerage business		Consolidated	
	2014	2013	**2014**	2013	**2014**	2013	**2014**	2013
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
ASSETS								
Segment assets	**35,286**	70,706	**7,883**	7,995	**–**	–	**43,169**	78,701
Unallocated corporate assets								
– Plant and equipment							**66**	755
– Intangible assets							**6,555**	9,500
– Interests in associates							**18,156**	18,105
– Available-for-sale investments							**4,864**	4,864
– Disposal receivables							**15,388**	3,000
– Deposits paid for acquisition of subsidiaries							**–**	40,000
– Deposits paid for acquisition of investment							**20,126**	25,000
– Inventories							**9,470**	15,420
– Other receivables, deposits and prepayments							**14,483**	31,405
– Financial assets at fair value through profit or loss							**493**	519
– Pledged bank deposits							**288**	1,248
– Bank balances and cash							**6,386**	9,725
– Assets classified as held for sale							**–**	20,500
Total assets							**139,444**	258,742
LIABILITIES								
Segment liabilities	**45,745**	57,693	**18,355**	3,017	**–**	–	**64,100**	60,710
Unallocated corporate liabilities								
– Other payables							**48,074**	33,698
– Amount due to a shareholder							**–**	17,435
– Bank borrowings							**17,654**	–
– Promissory note payable							**10,000**	10,124
– Convertible bonds/notes							**22,076**	14,287
– Derivative financial instruments of convertible bonds/notes							**2**	379
– Amount due to noteholder							**15,000**	–
– Obligations under finance leases							**477**	2,360
– Income tax payable							**8,565**	6,262
Total liabilities							**185,948**	145,255

11. SEGMENT INFORMATION *(Continued)*

(b) Segment assets and liabilities *(Continued)*

For the purposes of monitoring segment performance and allocating resources between segments:

- all major assets are allocated to reportable segments other than interests in associates, available-for-sale investments, disposal receivables, deposits paid for acquisition of subsidiaries and investment, inventories, other receivables, deposits and prepayments, financial assets at FVTPL, pledged bank deposits, bank balances and cash and assets classified as held for sale. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and

- all major liabilities are allocated to reportable segments other than amount due to a shareholder, bank borrowings, promissory note payable, convertible bonds/notes, derivative financial instruments of convertible bonds/notes, amount due to noteholder, obligations under finance leases and income tax payable. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

(c) Geographical information

For the two years ended 31 March 2014 and 2013, over 90% of the Group's revenue are derived from customers and operations based in the PRC and, accordingly, no further analysis of the Group's revenue by geographical location.

Information about the Group's assets presented based on the location is as below:

	2014 **HK$'000**	2013 HK$'000
Hong Kong	**66,775**	104,016
PRC	**72,669**	154,726
	139,444	258,742

11. SEGMENT INFORMATION *(Continued)*

(d) Other segment information

Amounts included in the measure of segment profit or loss or segment assets:

	For the year ended 31 March									
	Systems development		Professional services		Insurance brokerage business		Unallocated		Consolidated	
	2014	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Other segment information										
Depreciation of plant and equipment	**380**	165	**76**	11	**–**	–	**758**	1,878	**1,214**	2,054
Amortisation of intangible assets	**–**	27,465	**–**	–	**–**	2,986	**1,000**	500	**1,000**	30,951
Impairment loss recognised in respect of:										
– intangible assets	**25,000**	109,716	**–**	–	**–**	5,473	**1,945**	–	**26,945**	115,189
– available-for-sale investments	**–**	–	**–**	–	**–**	–	**102,507**	20,736	**102,507**	20,736
– disposal receivables	**–**	–	**–**	–	**–**	–	**1,347**	23,600	**1,347**	23,600
– deposits paid for acquisition of subsidiaries	**–**	–	**–**	–	**–**	–	**20,000**	–	**20,000**	–
– deposit paid for acquisition of investment	**–**	–	**–**	–	**–**	–	**4,874**	–	**4,874**	–
– inventories	**–**	13,149	**–**	–	**–**	–	**5,950**	9,650	**5,950**	22,799
– trade receivables	**10,486**	8,454	**259**	530	**–**	–	**–**	5	**10,745**	8,989
– other receivables	**39,406**	9,275	**–**	1,131	**–**	–	**–**	–	**39,406**	10,406
– assets classified as held for sale	**–**	–	**–**	–	**–**	–	**–**	4,266	**–**	4,266
Research and development expenditure	**–**	–	**–**	–	**–**	–	**–**	16,000	**–**	16,000
(Gain)/loss on disposal of:										
– plant and equipment	**6**	–	**1**	–	**–**	–	**(1,302)**	77	**(1,295)**	77
– available-for-sale investment	**–**	–	**–**	–	**–**	–	**–**	1,183	**–**	1,183
Loss/(gain) on change in fair value of:										
– financial assets at fair value through profit or loss	**–**	–	**–**	–	**–**	–	**200**	4	**200**	4
– promissory note payable	**–**	–	**–**	–	**–**	–	**–**	114	**–**	114
– derivative financial instruments of convertible bonds/notes	**–**	–	**–**	–	**–**	–	**(17,056)**	(2,295)	**(17,056)**	(2,295)
Reversal of impairment loss in respect of:										
– trade receivables	**(2,318)**	(2,149)	**–**	–	**–**	–	**–**	–	**(2,318)**	(2,149)
– retention receivables	**–**	(273)	**–**	–	**–**	–	**–**	–	**–**	(273)
– other receivables	**(1,639)**	(841)	**–**	–	**–**	–	**(750)**	–	**(2,389)**	(841)
Gain on disposal of financial assets at fair value through profit or loss	**–**	–	**–**	–	**–**	–	**(22)**	(72)	**(22)**	(72)
Gain on disposal of subsidiaries	**–**	–	**–**	–	**–**	–	**(6,387)**	–	**(6,387)**	–
Additions to non-current assets (Note)	**2,016**	2,037	**436**	201	**–**	–	**367**	38,516	**2,819**	40,754

Note: Non-current assets excluded financial instruments.

(e) Information about major customers

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

	Revenue generated from	**2014** **HK$'000**	2013 HK$'000
Customer A	System development	**10,663**	NIA*

* Revenue from the customer A for the corresponding prior year did not contribute over 10 % of the total revenue for that year.

12. OTHER LOSSES AND EXPENSES

	2014 HK$'000	2013 HK$'000
Research and development expenditure (Note below)	–	16,000
Impairment loss recognised in respect of:		
– Intangible assets (Note 21)	26,945	115,189
– Available-for-sale investments (Note 23)	102,507	20,736
– Disposal receivables (Note 24(a))	1,347	23,600
– Deposits paid for acquisition of subsidiaries (Note 25(b))	20,000	–
– Deposit for acquisition of investment (Note 27)	4,874	–
– Inventories (Note 28)	5,950	22,799
– Trade receivables (Note 29(a)	10,745	8,989
– Other receivables (Note 29(c))	39,406	10,406
– Assets classified as held for sale (Note 34)	–	4,266
Loss on disposal of available-for-sale investment (Note 23(d))	–	1,183
Loss on change in fair value of financial assets at FVTPL	200	4
Loss on change in fair value of promissory note payable (Note 39)	–	114
	211,974	223,286

Note: The research and development expenditure for the year ended 31 March 2013 represents deposits paid for acquisition of intangible assets made in prior years, details of which are set out in Note 26.

13. FINANCE COSTS

	2014 HK$'000	2013 HK$'000
Interest on bank borrowings repayable within one year	1,200	934
Imputed interest on promissory note payable (Note 39)	1,138	210
Imputed interest on convertible bonds/notes (Note 40)	5,022	1,961
Interest on amount due to noteholder (Note 41)	496	–
Finance costs on finance leases	323	184
	8,179	3,289

14. INCOME TAX EXPENSE

	2014 HK$'000	2013 HK$'000
Current tax		
– PRC Enterprise Income Tax	2,353	1,324

14. INCOME TAX EXPENSE *(Continued)*

(i) No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profit for the year.

(ii) Under the Law of the PRC on Enterprise Income Tax ("EIT Law") and Implementation Regulation of the EIT Law, the standard tax rate applicable to PRC Enterprise Income Tax is 25%.

The income tax expense can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2014 **HK$'000**	2013 HK$'000
Loss before tax	**(204,666)**	(259,207)
Tax at the applicable tax rate of 25% (2013: 25%)	**(51,167)**	(64,802)
Tax effect of income not taxable for tax purposes	**(6,845)**	(620)
Tax effect of expenses not deductible for tax purposes	**58,956**	64,622
Tax effect of tax losses and other deductible temporary differences not recognised	**1,325**	2,124
Others	**84**	–
Income tax expense	**2,353**	1,324

Details of deferred taxation are set out in Note 46.

15. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

	2014 **HK$'000**	2013 HK$'000
Staff costs		
Salaries and other benefits	**3,596**	6,431
Retirement benefits scheme contributions	**366**	1,144
	3,962	7,575
Auditors' remuneration	**650**	560
Amortisation of intangible assets	**1,000**	30,951
Depreciation of plant and equipment	**1,214**	2,054
Loss on disposal of plant and equipment	**–**	77
Operating lease charges in respect of land and buildings	**684**	488

16. DIVIDENDS

No dividend was paid or proposed during the year ended 31 March 2014, nor has any dividend been proposed since the end of the reporting date (2013: Nil).

17. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year attributable to owners of the Company of HK$207,019,000 (2013: HK$260,531,000) and on the weighted average number of 1,016,769,000 (2013: 479,439,000) ordinary shares in issue during the year.

Diluted loss per share is not presented because the Group sustained a loss for both of the years presented and the impact of conversion of convertible bonds/notes and exercise of share options and warrants, if any, is regarded as anti-dilutive.

18. STAFF COSTS (EXCLUDING DIRECTORS' EMOLUMENTS)

	2014 **HK$'000**	2013 HK$'000
Salaries and other benefits	**2,491**	5,141
Retirement benefits scheme contributions	**366**	1,113
	2,857	6,254

Hong Kong

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution retirement plan administered by independent trustees, the assets of the scheme are held separately from those of the Group in funds under the control of trustees. Contributions are made based on a percentage of the employees' relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's contributions vest fully with the employees when payments are made.

PRC, other than Hong Kong

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement scheme operated by the PRC government. The subsidiaries are required to contribute a certain percentage of the payroll of its employees to the retirement benefit scheme. The only obligations of the Group with respect to the retirement benefit scheme is to make the specific contribution.

At the end of the reporting period, no forfeited contributions may be used by the employer to reduce the existing level of contributions.

19. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

	2014 **HK$'000**	2013 HK$'000
Directors' fees	**1,105**	1,163
Salaries and other benefits	**–**	127
Retirement benefits scheme contributions	**–**	31
	1,105	1,321

19. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

(a) Directors' emoluments *(Continued)*

The emoluments paid or payable to each of the directors were as follows:

	For the year ended 31 March 2014			
	Fees HK$'000	Salaries and other benefits HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive directors:				
Mr. Liu Bo	120	–	–	120
Mr. Han Fangfa	120	–	–	120
Mr. Zhang Jinshu	120	–	–	120
Ms. Ju Lijun	120	–	–	120
Ms. Huang Miaochan	120	–	–	120
Non-executive directors and Independent non-executive directors:				
Dr. Pan Jin	60	–	–	60
Mr. Dai Yuanxin	1	–	–	1
Ms. Xiao Yongzhen	60	–	–	60
Mr. Chan Yee Sze	120	–	–	120
Mr. Xu Jingbin	120	–	–	120
Ms. Hu Yun	120	–	–	120
Mr. Tan Heming	24	–	–	24
	1,105	–	–	1,105

19. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

(a) Directors' emoluments *(Continued)*

The emoluments paid or payable to each of the directors were as follows:

	For the year ended 31 March 2013			
	Fees HK$'000	Salaries and other benefits HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive directors:				
Mr. Liu Bo	120	–	–	120
Mr. Han Fangfa	120	–	–	120
Mr. Zhang Jinshu (appointed on 26 October 2012)	52	–	–	52
Ms. Ju Lijun	120	–	–	120
Ms. Huang Miaochan	120	–	–	120
Mr. Chan Yun Sang (resigned on 25 December 2012)	147	127	31	305
Mr. Ip Ho Ming (resigned on 27 February 2013)	54	–	–	54
Ms. Wong Sau Wai, Serena (resigned on 27 February 2013)	54	–	–	54
Non-executive directors and independent non-executive directors:				
Dr. Pan Jin	60	–	–	60
Mr. Dai Yuanxin (appointed on 25 July 2012)	1	–	–	1
Ms. Xiao Yongzhen (appointed on 26 October 2012)	26	–	–	26
Mr. Chan Yee Sze (appointed on 9 February 2013)	17	–	–	17
Mr. Xu Jingbin	120	–	–	120
Ms. Hu Yun	120	–	–	120
Mr. Tan Heming (appointed on 31 December 2012)	6	–	–	6
Mr. Tang Sze Lok (resigned on 9 February 2013)	26	–	–	26
	1,163	127	31	1,321

19. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

(b) Senior management's emoluments

Of the five individuals with the highest emoluments in the Group, one (2013: one) was a director of the Company whose emoluments included in the disclosures in note a above.

The emoluments of the remaining four (2013: four) highest paid individuals were as follows:

	2014 HK$'000	2013 HK$'000
Salaries and other benefits	**892**	1,142
Retirement benefits scheme contributions	**85**	67
	977	1,209

Their emoluments were within the following band:

	Number of individuals 2014	2013
Nil – HK$1,000,000	**4**	4

(c) No emoluments were paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the two years ended 31 March 2014 and 2013. No bonuses were paid by the Group to the directors or the five highest paid individuals which are discretionary or are based on the Group's performance during the two years ended 31 March 2014 and 2013.

20. PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Computer and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
COST					
At 1 April 2012	1,859	86	4,853	6,878	13,676
Exchange realignment	6	1	16	15	38
Additions	7	2	7	2,238	2,254
Disposals	(120)	–	(366)	(10)	(496)
At 31 March 2013	1,752	89	4,510	9,121	15,472
Exchange realignment	32	–	78	59	169
Additions	350	–	17	2,452	2,819
Disposals	(350)	–	–	(3,668)	(4,018)
Derecognised on disposal of subsidiaries	–	(18)	(11)	–	(29)
At 31 March 2014	1,784	71	4,594	7,964	14,413
ACCUMULATED DEPRECIATION					
At 1 April 2012	1,784	62	3,983	3,682	9,511
Exchange realignment	6	–	15	4	25
Provided for the year	1	10	155	1,888	2,054
Eliminated on disposals	(45)	–	(298)	(5)	(348)
At 31 March 2013	1,746	72	3,855	5,569	11,242
Exchange realignment	31	–	69	11	111
Provided for the year	54	6	98	1,056	1,214
Eliminated on disposals	(52)	–	–	(3,600)	(3,652)
Derecognised on disposal of subsidiaries	–	(14)	(2)	–	(16)
At 31 March 2014	1,779	64	4,020	3,036	8,899
CARRYING AMOUNTS					
At 31 March 2014	5	7	574	4,928	5,514
At 31 March 2013	6	17	655	3,552	4,230

The above items of plant and equipment are depreciated on a straight-line basis over their estimated useful lives, less their residual values, as follows:

Leasehold improvements	Over the shorter of lease terms or 5 years
Furniture and fixtures	5 years
Computer and office equipment	5 years
Motor vehicles	$3^1/_3$ to 8 years

The motor vehicles which were held under finance leases have been fully depreciated at 31 March 2014. The carrying amount of the motor vehicles at 31 March 2013 includes an amount of HK$666,000 in respect of assets held under finance leases as at that date.

21. INTANGIBLE ASSETS

	InsureLink System HK$'000	Technical know-how HK$'000	Licence HK$'000	Total HK$'000
COST				
At 1 April 2012	149,784	35,045	29,864	214,693
Exchange realignment	571	134	114	819
Additions	–	10,000	–	10,000
Reclassified as held for sale (Note 34)	–	–	(29,978)	(29,978)
At 31 March 2013	150,355	45,179	–	195,534
Derecognised on disposal of subsidiaries (Note 44(a))	–	(35,179)	–	(35,179)
At 31 March 2014	150,355	10,000	–	160,355
ACCUMULATED AMORTISATION AND IMPAIRMENT				
At 1 April 2012	21,220	2,044	2,240	25,504
Exchange realignment	81	8	9	98
Amortisation for the year	25,713	2,252	2,986	30,951
Impairment loss recognised and included in other losses and expenses (Note 12)	78,341	31,375	5,473	115,189
Reclassified as held for sale (Note 34)	–	–	(10,708)	(10,708)
At 31 March 2013	125,355	35,679	–	161,034
Amortisation for the year	–	1,000	–	1,000
Impairment loss recognised and included in other losses and expenses (Note 12)	25,000	1,945	–	26,945
Eliminated on disposal of subsidiaries (Note 44(a))	–	(35,179)	–	(35,179)
At 31 March 2014	150,355	3,445	–	153,800
CARRYING AMOUNTS				
At 31 March 2014	–	6,555	–	6,555
At 31 March 2013	25,000	9,500	–	34,500

Notes:

(a) InsureLink System

(i) In the year ended 31 March 2013, the directors conducted a review of the remaining useful life of the InsureLink System and, considered it appropriate to revise the remaining useful life from approximately 7 years to 5 years. The revised useful life of the InsureLink System has been adopted for that year on a prospective basis.

(ii) Having conducted an evaluation of commercial viability of the InsureLink System under the prevailing circumstances, the directors are of the view that the InsureLink System is unable to generate any significant economic benefits to the Group in the current and future years. Accordingly, impairment loss on this intangible asset amounted to HK$25,000,000 (2013: HK$78,341,000) has been recognised in the profit or loss in respect of the year.

21. INTANGIBLE ASSETS *(Continued)*

Notes:*(Continued)*

(b) Technical know-how

(i) The carrying amount of the technical know-how at 31 March 2014 represents the cost less amortisation of the internet electronic air-ticket and payment system acquired from a company related to a former director of the Company for a consideration of HK$10,000,000 during the year ended 31 March 2013. Subsequent to the end of the reporting period, on 20 April 2015, the Group entered into an agreement with a third party for the disposal of this technical know-how for a consideration of HK$7,000,000 as detailed in Note 52(k). An impairment loss of HK$1,945,000 (2013: Nil) has been recognised on this intangible asset in profit or loss in respect of the year which is determined based on the present value of the sale proceeds estimated to be approximately HK$6,555,000 at the date of its disposal by applying the discount rate of 12% per annum.

(ii) For the year ended 31 March 2013, an impairment loss amounted to HK$31,375,000 was recognised in profit or loss in respect of that year on the technical know-how relating to the development and application of computer hardware and software, system integration, and provision of related technology consultancy services. During the year, the Company entered into an agreement with a third party for the disposal of the subsidiary which holds this technical know-how (Note 44(a)).

(iii) The technical know-how is amortised on a straight line basis over its estimated useful life of 10 years. The carrying amount of the technical know-how at 31 March 2014 is amortised over its remaining useful life of approximately 8 years.

(c) Licence

As referred to in Note 34, the Group entered into an agreement on 28 March 2013 for the disposal of 51% equity interest in 上海景福. Impairment loss amounted to HK$5,743,000 has been recognised for the prior year to write down the licence held by 上海景福 to its estimated fair value less cost to sell of HK$19,270,000 which has been reclassified and included in assets classified as held for sale.

22. INTERESTS IN ASSOCIATES

	2014 **HK$'000**	2013 HK$'000
Unlisted investments, at cost	**18,009**	18,009
Share of post-acquisition profits	**147**	96
	18,156	18,105
Movements during the year are as follows:		
At the beginning of year	**18,105**	45,973
Share of profits/(losses) for the year	**51**	(85)
Transferred to available-for-sale investment (Note below)	**–**	(27,783)
At the end of year	**18,156**	18,105

Note:

In prior years, the Group held 20% equity interest in a PRC entity, 上海萬全保險經紀有限公司(「上海萬全」) which was classified as an associate of the Group. Management is of the view that, due to the Group's minority shareholding in 上海萬全, the Group was unable to exercise significant influence over this entity, accordingly this entity was not regarded as the Group's associate as from 1 April 2012 and equity accounting method has not been applied for the Group's investment in this entity from that date. The carrying amount of the investment in 上海萬全 amounted to HK$27,783,000 has been reclassified and included in available-for-sale investments (Note 23).

22. INTERESTS IN ASSOCIATES *(Continued)*

As at 31 March 2014, the Group had interests in the following associate:

Name of entity	Form of entity	Country of registration and operations	Class of shares held	Proportion of nominal value of issued capital held by the Group		Proportion of voting power held		Principal activity
				2014	2013	**2014**	2013	
東大保險代理股份有限公司	Incorporated	PRC	Registered capital	**24.9%**	24.9%	**24.9%**	24.9%	Provision of insurance agency services

Included in the cost of investments in associates is goodwill of HK$14,957,000 (2013: HK$14,888,000) arising on acquisition of associates.

The summarised financial information in respect of the Group's associates are set out below:

	2014 HK$'000	2013 HK$'000
Total assets	**13,016**	14,129
Total liabilities	**(168)**	(1,207)
Net assets	**12,848**	12,922
Group's share of net assets of associates	**3,199**	3,217
Revenue	**9,598**	10,293
Total profit/(loss) for the year	**205**	(342)
Group's share of profit/(loss) of associate	**51**	(85)
Group's share of other comprehensive income of associate	**–**	–

23. AVAILABLE-FOR-SALE INVESTMENTS

	2014 HK$'000	2013 HK$'000
Unlisted equity securities, at cost	**27,317**	27,317
Less: Impairment loss recognised	**(22,453)**	(22,453)
	4,864	4,864
Movements during the year:		
Balance at beginning of the year	**4,864**	25,600
Acquisition of equity investment (Note b)	**102,507**	–
Transferred from interests in associates (Note e)	**–**	27,783
Impairment losses recognised and included in other losses and expenses (Note 12)	**(102,507)**	(20,736)
Eliminated on disposal of investment (Note d)	**–**	(27,783)
Balance at end of the year	**4,864**	4,864

Notes:

(a) The unlisted equity securities at 31 March 2014 represent the Group's 1.6% (2013: 1.6%) and 100% (2013: Nil) equity interests in 全網通科技股份有限公司 (I.P. Tone Technology Company Limited ("IP Tone")), and Tirack Holdings Corporation ("Tirack") respectively, IP Tone was incorporated in Taiwan with limited liability engaging principally in internet telecommunication services in Taiwan. Tirack was incorporated in the Republic of Vanuatu and, together with its subsidiaries, are inactive.

(b) During the year, the Group completed the acquisition of 100% equity interest in Tirack (Note 25(a)). The consideration of HK$110,000,000 was satisfied by the payment in cash of HK$25,000,000 made by the Company and the convertible bonds with the principal amount HK$85,000,000 issued by the Company. The fair value of the investment in Tirack upon its initial recognition was estimated to be HK$102,507,000, comprising the cash paid of HK$25,000,000 and the fair value of the convertible bonds of HK$77,507,000 at the date of issue (Note 40(a)).

As referred to in Note 5(a), the directors are of the view that the Group cannot control or exercise significant influence over Tirack. The investment in Tirack is classified as available-for-sale investment which is stated at cost less any identified impairment loss.

(c) Following the completion of the Group's acquisition of the entire equity interest in Tirack, the Group is unable to provide financial support, as originally planned, to enable Tirack and its subsidiary ("Tirack Group") to carry out their principal operations of sale of air tickets, hotel reservations and travel products online in the PRC and the Tirack Group ceased its principal operations and becomes inactive. Impairment loss amounted to HK$102,507,000 (2013: Nil) on the cost of investment in Track has been recognised in respect of the profit or loss for the current year. On 20 April 2015, the Group entered into an agreement with a third party, under which the third party is given the offer to acquire the entire equity interest in Tirack for a consideration of HK$100,000 as referred to in Note 52(k).

For the year ended 31 March 2013, having reviewed the projected cash flows to be derived by the IP Tone, the directors considered it appropriate to recognise an impairment loss on investment in this entity amounted to HK$20,736,000 in the profit or loss in respect of that year.

(d) In August 2012, the Group's 20% equity interest of 上海萬全 was disposed of, details of which are set out in Note 24. The loss on disposal amounted to HK$1,183,000, which represents the excess of the carrying amount of the investment of HK$27,783,000 over the disposal receivable of HK$26,600,000, has been recognised in the consolidated financial statements and included in other losses and expenses (Note 12).

(e) As referred to in Note 22, the Group's investment in 20% equity interest of 上海萬全 with the carrying amount of HK$27,783,000 was reclassified to available-for-sale investments.

24. DISPOSAL RECEIVABLES

	2014 HK$'000	2013 HK$'000
Proceeds receivable from disposal of:		
– a subsidiary (Note a)	**16,735**	–
– available-for-sale investment (Note b)	**26,600**	26,600
	43,335	26,600
Less: Impairment losses recognised	**(27,947)**	(23,600)
	15,388	3,000
Less: amount receivable within one year and included in current assets	**(1,425)**	(3,000)
Amount shown under non-current assets	**13,963**	–

Movements in impairment loss recognised:

	2014 HK$'000	2013 HK$'000
Balance at beginning of the year	**26,600**	–
Impairment loss recognised in respect of proceeds receivable from disposal of		
– a subsidiary	**1,347**	–
– available-for-sale investment	**–**	26,600
Balance at end of the year	**27,947**	26,600

Notes:

(a) As referred to in Note 34(a), the Group completed the disposal of its 51% equity interest in a subsidiary, 上海景福保險經紀有限公司(「上海景福」) during the current year. The proceeds receivable of HK$16,735,000 represents the present value of the disposal receivable totalled RMB15,000,000 by applying the discount rate of 12% per annum and based on the terms of settlement as detailed in Note 34(b).

Subsequent to the end of the reporting date, on 16 February 2015, the Company entered into a deed of settlement with the purchaser, under which the outstanding receivable is revised from RMB15,000,000 to HK$17,700,000 and is payable by the purchaser by seven instalments as detailed in Note 52(h). Impairment loss on the disposal receivable amounted to HK$1,347,000 (2013: Nil) has been recognised and was included in other losses and expenses (Note 12). The impairment loss is determined based on the present value of the receivable estimated to be HK$15,846,000 at the date of the deed of settlement by applying the discount rate of 12% per annum.

(b) In August 2012, the trustee in respect of 20% equity interest in 上海萬全 (Note 23) held by the Group disposed of such equity interest to an outside party without the consent given by the Group. In September 2013, the Company entered into an agreement with the trustee in September 2013 for the settlement of the disputes relating to the disposal, under which the trustee has agreed to pay settlement fees at the aggregate of HK$30,000,000 to the Group by four equal instalments in cash on a quarterly basis commencing from 9 December 2013. The present value of the settlement fees of HK$26,600,000 , which is estimated by applying the discount rate of 12% per annum, has been recognised as the receivable arising from the disposal. Up to the end of the reporting period, the settlement fees to the extent of HK$3,000,000 were received by the Group with the remaining balance of HK$27,000,000 overdue. For the year ended 31 March 2013, impairment loss has been recognised in full in respect of the unsettled disposal receivable with the carrying amount of HK$23,600,000 which was included in other losses and expenses (Note 12).

25. DEPOSITS PAID FOR ACQUISITION OF SUBSIDIARIES

	2014 **HK$'000**	2013 HK$'000
Deposits paid for possible acquisition of		
– 100% equity interest in Tirack Holdings Corporation (Note a)	**–**	20,000
– 100% equity interest in Fame Thrive Limited (Note b)	**20,000**	20,000
	20,000	40,000
Less: Impairment loss recognised (Note b)	**(20,000)**	–
	–	40,000

Notes:

(a) For the year ended 31 March 2013, the Company entered into a sale and purchase agreement with a third party for the acquisition of the entire equity interest in Tirack Holdings Corporation ("Tirack") for a consideration of HK$110,000,000, of which a deposit of HK$20,000,000 was paid by the Company up to 31 March 2013. The acquisition of Tirack was completed on 2 April 2013 and the deposit paid was reclassified to form part of the cost of investment in Tirack (Note 23(b)).

(b) In 2012, the Company entered into a memorandum of understanding for the possible acquisition of the entire equity interest in Fame Thrive Limited ("Fame Thrive"), under which a refundable deposit of HK$20,000,000 was paid by the Group. Subsequent to 31 March 2014, negotiations for the acquisition have terminated and the Group has demanded immediate repayment of the deposits paid of HK$20,000,000.

Having considered that the contracting party, to which the deposit of HK$20,000,000 was paid, is in significant financial difficulty, the directors are of the view that recoverability of the deposit paid is remote and consider it appropriate to recognise an impairment loss of HK$20,000,000 (2013: Nil) which was included in other losses and expenses (Note 12).

26. DEPOSITS PAID FOR ACQUISITION OF INTANGIBLE ASSETS

	2014 HK$'000	2013 HK$'000
Deposits paid for the acquisition of technical know-how	–	16,000
Less: charged as other expenses (Note 12)	–	(16,000)
	–	–

The deposits paid represent payments made by the Group for the development of technical know-how in respect of computer applications. Under the terms of the relevant acquisition agreements, such deposits can be refunded in full upon the request of the Group. As the development of the technical know-how has taken for a considerately long period of time, the directors are of the view that the technical know-how may not be eventually developed which will generate probable future economic benefits to the Group. Under these circumstances, the recoverability of the deposits paid cannot be assured with reasonable certainty and such deposits paid amounted to HK$16,000,000 have been charged to the profit or loss for the year ended 31 March 2013 and included in research and development expenditure (Note 12).

27. DEPOSIT PAID FOR ACQUISITION OF INVESTMENT

	2014 HK$'000	2013 HK$'000
Deposit paid for possible acquisition of not more than 20% equity interest in Gold Depot Limited ("Gold Depot")	25,000	25,000
Less: Impairment loss recognised (Note below)	(4,874)	–
	20,126	25,000

The refundable deposit of HK$25,000,000 was paid for the possible acquisition of equity interest in Gold Depot. Subsequent to 31 March 2014, negotiations for the acquisition have terminated and the Group has demanded immediate repayment of the deposits paid. On 7 November 2014, the Company entered into a settlement agreement with the relevant contracting party, under which refund of the deposit paid is payable by the contracting party in cash by seven instalments as detailed in Note 52(d). Impairment loss of HK$4,874,000 (2013: Nil) on the deposit paid has been recognised in the profit or loss in respect of the year which is determined based on the present value of refundable deposit estimated to be HK$18,900,000 at the date of the settlement agreement by applying the discount rate of 12% per annum.

28. INVENTORIES

	2014 HK$'000	2013 HK$'000
Cost of inventories acquired:		
Raw cottons (Note a)	**15,820**	15,820
Printing presses (Note b)	**9,250**	9,250
Software (Note c)	**13,149**	13,149
	38,219	38,219
Less: Impairment loss recognised	**(28,749)**	(22,799)
	9,470	15,420

Movements in impairment losses on inventories are as follows:

	2014 HK$'000	2013 HK$'000
At beginning of the year	**22,799**	–
Impairment loss recognised for the year (Note 12)	**5,950**	22,799
At end of the year	**28,749**	22,799

Notes:

(a) During the year ended 31 March 2013, a third party purchased certain raw cottons from a PRC entity (the "PRC Enterprise") and then sold such raw cottons to the Company for a consideration of HK$15,820,000. The PRC Enterprise is controlled by Mr. Dai Yuanxin, who was appointed as a director of the Company after the raw cottons were purchased by the Company. These raw cottons, which were held by the Company for resale purposes, were kept under the custody of the PRC Enterprise free of charge.

Subsequent to the end of the reporting period, the raw cottons were sold to a third party in December 2014 for the consideration of HK$10,000,000, as detailed in Note 52(e). The directors consider it appropriate to recognise impairment loss on such raw cottons of HK$5,950,000 (2013: HK$800,000) to the profit or loss in respect of the year, which is determined based on the present value of the sale proceeds estimated to be HK$9,070,000 at the date of sale by applying the discount rate of 12% per annum.

(b) In May 2012, the Group purchased certain printing presses from a third party for an aggregate consideration of HK$9,250,000 for resale purposes. Impairment loss on these printing press amounted to HK$8,850,000 was recognised in respect of the year ended 31 March 2013.

Subsequent to the end of the reporting period, the Group sold the printing press in December 2014 to a third party for a consideration of HK$400,000, as detailed in Note 52(e).

(c) The software represents the rights to use certain computer software which were acquired by a subsidiary of the Company for resale purpose during the year ended 31 March 2012. In light of the rapid computer technology development, the directors are of the view that the related computer software acquired has been obsolete and impairment loss on such rights to use computer systems has been fully made in the year ended 31 March 2013.

29. TRADE AND OTHER RECEIVABLES

	2014 HK$'000	2013 HK$'000
Trade and bills receivables	**70,303**	69,241
Less: Impairment loss recognised	**(50,281)**	(44,627)
	20,022	24,614
Retention receivables	**6,073**	2,382
Less: Impairment loss recognised	**(949)**	(931)
	5,124	1,451
Other receivables	**80,757**	57,392
Less: Impairment loss recognised	**(75,836)**	(37,875)
	4,921	19,517
	30,067	45,582

Notes:

(a) Trade and bills receivables

Trade receivables are due for settlement in accordance with the terms of the underlying agreements with the customers. Trade receivables with balances that are more than 9 months overdue are requested for settlement of all outstanding balances before any further credit is granted.

Impairment loss is recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of customers.

An aged analysis of trade and bills receivables based on dates of invoices, net of impairment loss recognised, is as follows:

	2014 HK$'000	2013 HK$'000
0-30 days	**6,074**	9,859
31-90 days	**3,683**	3,023
Over 90 days	**10,265**	11,732
	20,022	24,614

29. TRADE AND OTHER RECEIVABLES *(Continued)*

(a) Trade and bills receivables *(Continued)*

Movements in impairment losses on trade receivables are as follows:

	2014 **HK$'000**	2013 HK$'000
At beginning of the year	**44,627**	37,710
Exchange realignment	**487**	77
Recognised during the year (Note 12)	**10,745**	8,989
Reversal during the year (Note 10)	**(2,318)**	(2,149)
Derecognised on disposal of subsidiaries	**(3,260)**	–
At end of the year	**50,281**	44,627

Trade receivables amounted to approximately HK$50,281,000 at 31 March 2014 (2013: HK$44,627,000) were individually determined to be impaired and impairment loss on these receivables has been made in full. The Group does not hold any collateral over these balances.

An analysis of trade and bills receivables at 31 March 2014 and 31 March 2013 not impaired is as follows:

			Past due but not impaired		
	Total	**Neither past due nor impaired**	**Not more than 90 days**	**More than 90 days but less than 1 year**	**Over 1 year**
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
31 March 2014	20,022	1,231	8,526	8,371	1,894
31 March 2013	24,614	5,620	7,262	11,732	–

Trade and bills receivables that were neither past due nor impaired relate to a wide range of customers who has no recent history of default. Trade and bills receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, 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 fully recoverable. The Group does not hold any collateral over these balances.

(b) Retention receivable

Retention receivables, net of impairment loss recognised, amounted to approximately HK$5,124,000 as at 31st March 2014 (2013: HK$1,451,000) are due for settlement after a period of more than 12 months.

Movements in impairment losses of retention receivables are as follows:

	2014 **HK$'000**	2013 HK$'000
At beginning of the year	**931**	1,201
Exchange realignment	**18**	3
Reversal during the year (Note 10)	**–**	(273)
At end of the year	**949**	931

Retention receivables amounting to approximately HK$949,000 at 31 March 2014 (2013: HK$931,000) were individually impaired and impairment loss on these receivables has been made in full. The Group does not hold any collateral over these balances.

29. TRADE AND OTHER RECEIVABLES *(Continued)*

(c) Other receivables

	2014 HK$'000	2013 HK$'000
Advances to third parties	**77,459**	51,213
Advances to staff of the Group	**3,298**	6,179
	80,757	57,392
Less: Impairment loss recognised	**(75,836)**	(37,875)
	4,921	19,517

The other receivables are unsecured, interest free and repayable on demand.

Movements in impairment losses of other receivables are as follows:

	2014 HK$'000	2013 HK$'000
At beginning of the year	**37,875**	28,179
Exchange realignment	**1,057**	131
Recognised during the year (Note 12)	**39,406**	10,406
Reversal during the year (Note 10)	**(2,389)**	(841)
Derecognised on disposal of subsidiaries	**(113)**	–
At end of the year	**75,836**	37,875

Other receivables amounted to approximately HK$75,836,000 at 31 March 2014 (2013: HK$37,875,000) were individually impaired and impairment loss on these receivables has been made in full. The Group does not hold any collateral over these balances.

30. DEPOSITS AND PREPAYMENTS

Included in deposits and prepayments is a refundable deposit amounted to HK$10,000,000 (2013: HK$10,000,000) paid to a third party relating to the provision of services by the third party in respect of seeking business opportunity in the PRC.

31. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK

	2014 HK$'000	2013 HK$'000
Contracts in progress at the end of the reporting period:		
Contract costs incurred plus recognised profits less recognised losses	**147,943**	202,990
Less: Progress billings	**(158,611)**	(205,936)
	(10,668)	(2,946)
Analysed for reporting purposes as:		
Amounts due from customers for contract work	**10,274**	18,882
Amounts due to customers for contract work	**(20,942)**	(21,828)
	(10,668)	(2,946)

At 31 March 2014, retentions held by customers for contract works, net of impairment loss recognised, amounted to approximately HK$5,124,000 (2013: HK$1,451,000) (Note 29(b)).

32. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2014 **HK$'000**	2013 HK$'000
Equity securities listed in the PRC, at fair value	**493**	519

The financial assets are held for trading purposes. The fair values of these financial assets are based on quoted market prices.

33. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

The Group's bank deposits of approximately HK$288,000 (2013: HK$1,248,000) were pledged to banks to secure performance bond issued for the Group (Note 48 (a)).

At 31 March 2014, bank balances and cash comprise of cash held by the Group and short-term deposits with an original maturity of three months or less.

Bank balances and pledged bank deposits at 31 March 2014 carry interest at the average interest rates of 0.35% per annum (2013: 0.35% per annum).

At 31 March 2014, the Group's bank balances and cash and pledged bank deposits denominated in RMB amounted to an aggregate of approximately HK$6,671,000 (2013: HK$9,653,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

34. ASSETS CLASSIFIED AS HELD FOR SALE

On 28 March 2013, the Group entered into an agreement with the purchaser (a third party) for the disposal of the Company's 51% equity interest in a subsidiary, 上海景福保險經紀有限公司(「上海景福」, formerly known as 青島博達保險經紀有限公司) for a cash consideration of RMB20,000,000. 上海景福 was principally engaged in the provision of insurance brokerage services. The assets of 上海景福 as at 31 March 2013 are analysed as follows:

	31.3.2013 HK$'000
Intangible assets (Note 21)	19,270*
Trade and other receivables	5,496
Less: Impairment loss recognised (Note (b) below)	(4,266)
	20,500

* The intangible assets represent insurance brokerage licence owned by 上海景福.

Notes:

(a) Completion of the disposal took place in October 2013 and part of the consideration amounted to RMB5,000,000 was received by the Group and the assets classified as held for sale were transferred out upon disposal (Note 44(b)).

(b) On 3 July 2014, the Company and the purchaser reached an agreement for the revision of terms of settlement of the outstanding disposal consideration, under which the outstanding consideration of RMB15,000,000 will be paid by the purchaser to the Company in five equal instalments of RMB3,000,000, each of which falls due on 31 December 2014, 28 February 2015, 31 March 2015, 31 May 2015 and 30 June 2015 respectively. The present value of the disposal consideration is estimated to be HK$20,500,000 by applying the discount rate of 12% per annum and based on the revised terms of settlement and an impairment loss for the year ended 31 March 2013 of HK$4,266,000 (2012: Nil) has been recognised and included in other losses and expenses (Note 12).

35. TRADE AND OTHER PAYABLES

	2014 HK$'000	2013 HK$'000
Trade payables	**33,053**	21,326
Amount due to a former shareholder (Note 37)	**17,754**	–
Accrued expenses and other payables	**35,199**	43,565
	86,006	64,891

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

	2014 HK$'000	2013 HK$'000
0-30 days	**15,558**	2,388
31-90 days	**336**	2,619
Over 90 days	**17,159**	16,319
	33,053	21,326

The average credit period granted by the suppliers of the Group is 30-90 days (2013: 30-90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

36. WARRANTY PROVISION

	2014 HK$'000	2013 HK$'000
At beginning of the year	**–**	31
Utilisation of provision	**–**	(25)
Reversal of unused provision	**–**	(6)
At end of the year	**–**	–

The Group provides warranties to its customers on systems development in accordance with the terms and conditions as stipulated in contracts, under which defective works are rectified. The amount of warranty provision is the directors' best estimation of the Group's liability under one to two year warranty granted based on the past experience of the level of defective works.

37. AMOUNT DUE TO A SHAREHOLDER

The amount due to an entity, which was a registered shareholder of the Company in prior years, is unsecured, interest free and repayable on demand. During the year, such entity ceased to be the Company's registered shareholder, the amount due has been reclassified and included in trade and other payables (Note 35).

38. BANK BORROWINGS

	2014 **HK$'000**	2013 HK$'000
Bank borrowings due within one year	**17,654**	–

The effective interest rate on the Group's bank borrowings was 7.2% (2013: 7.568%) per annum.

The Group's bank borrowings, which are denominated in RMB, were secured by certain properties owned by an independent third party.

39. PROMISSORY NOTE PAYABLE

On 12 July 2012, the Company issued a promissory note with an aggregate principal amount of HK$10,000,000 to Mr. Dai Yuanxin, a director of the Company. The note was interest free and was wholly payable on 11 January 2013, being the date which is 6 months after the date of the issue of the note. The fair value of the promissory note at the date of issue was estimated to be HK$9,584,000 based on the effective interest rate of 8.69 % per annum.

In January 2013, the Company entered into an agreement with the director for the revision of terms of the promissory note, under which the maturity date of the note has been extended to 11 January 2014 and interest is chargeable on the note at 1% per month. The fair value of the promissory note at the date of revision of the note terms was estimated to be HK$10,114,000 based on the effective interest rate of 9.69% per annum.

The promissory note remained unsettled at 31 March 2014. Movements of the promissory note payable during the year are as follows:

	2014 **HK$'000**	2013 HK$'000
At beginning of the year	**10,124**	–
Proceeds received from issue of promissory note	**–**	10,000
Gain on change in fair value of promissory note at date of issue	**–**	(416)
Fair value of promissory note at date of issue	**–**	9,584
Loss on change in fair value of promissory note upon revision of note terms	**–**	530
Interest charge for the year (Note 13)	**1,138**	210
Interest payable on promissory note included in trade and other payables	**(1,262)**	(200)
At end of the year	**10,000**	10,124
Net loss on change in fair value of promissory note payable recognised in profit or loss (Note 12)	**–**	114

Subsequent to the end of the reporting period, on 15 January 2015, the Company and the noteholder entered into a deed of settlement, under which the noteholder agreed for the settlement of the promissory note together with accrued interests thereon amounted to an aggregate of HK$13,040,000 by five instalments as detailed in Note 52(f).

40. CONVERTIBLE BONDS/NOTES AND DERIVATIVE FINANCIAL INSTRUMENTS OF CONVERTIBLE BONDS/NOTES

	Convertible bonds/notes		Derivative financial instruments of convertible bonds/notes	
	2014	2013	**2014**	2013
	HK$'000	HK$'000	**HK$'000**	HK$'000
2013 Convertible Bonds	**22,076**	–	**2**	–
2012 Convertible Notes	**–**	14,287	**–**	379
	22,076	14,287	**2**	379
Amounts included in current liabilities	**–**	(14,287)	**–**	(379)
Amounts included in non-current liabilities	**22,076**	–	**2**	–

(a) 2013 Convertible Bonds

On 2 April 2013, the Company issued convertible bonds with an aggregate principal amount of HK$85,000,000 ("2013 Convertible Bonds") for the acquisition of the entire equity interest in Tirack Holdings Corporation ("Tirack"). The 2013 Convertible Bonds are interest free and will be mature on 1 April 2016 ("2013 CB Maturity Date") which is the third anniversary of the date of issue. The 2013 Convertible Bonds entitle the holder thereof to convert the bonds into shares at any time after the date of issue up to the 2013 CB Maturity Date at the conversion price of HK$0.175 per share ("2013 CB Convertible Option"). The Company is entitled an option to early redeem at any time from 2 April 2013 to the 2013 CB Maturity Date the outstanding 2013 Convertible Bonds at their principal amount ("2013 CN Redemption Option"). Unless previously converted, redeemed and cancelled, the 2013 Convertible Bonds are redeemed at 100% of the outstanding principal amount at the 2013 CB Maturity Date.

During the year, the 2013 Convertible Bonds with the principal amount of HK$55,000,000 were converted into 314,285,712 ordinary shares of the Company at the conversion price of HK$0.175 per share. As at 31 March 2014, the 2013 Convertible Bonds with the principal amount of HK$30,000,000 (2013:Nil) remained outstanding.

The 2013 Convertible Bonds contain a debt component and derivative component (including 2013 CN Conversion Option and the 2013 CN Redemption Option). The 2013 CN Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments on the basis that the 2013 Convertible Bonds are denominated in Hong Kong dollar, a foreign currency of the Company.

The fair value of the debt component of the 2013 Convertible Bonds was estimated to be HK$53,688,000 on the initial recognition date. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The effective interest rate of the debt component is 16.55% per annum. The derivative component is measured at fair value at the date of issue and in subsequent periods with changes in fair value recognised in profit or loss.

40. CONVERTIBLE BONDS/NOTES AND DERIVATIVE FINANCIAL INSTRUMENTS OF CONVERTIBLE BONDS/NOTES

(a) 2013 Convertible Bonds *(Continued)*

The fair value of the 2013 CB Conversion Option and 2013 CN Redemption Option at the date of issue and at 31 March 2014 is calculated using Binomial Option Pricing Model. Major parameters adopted in the calculation of fair value are set out below:

	2 April 2013 (date of issue)	**31 March 2014**
Share price	HK$0.142	HK$0.017
Conversion price	HK$0.175	HK$0.175
Risk-free rate	0.223%	0.454%
Option life	3.001 years	2.006 years
Volatility	88.589%	60.254%
Dividend yield	0%	0%

Risk free interest rate was estimated based on the yields of the Hong Kong government bonds and treasury bills.

The volatility of the underlying shares during the life of the options was estimated based on the average historical price of the shares of the comparable companies, excluding outliers, over the expected bond period.

The dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment in the next two years of the Company.

Movements of the debt component and derivative component of the 2013 Convertible Bonds during the year are as follows:

	Debt component HK$'000	**Derivative component** HK$'000	**Total** HK$'000
At 1 April 2012 and 31 March 2013	–	–	–
Issue of the 2013 Convertible Bonds	53,688	23,819	77,507
Imputed interest for the year (Note 13)	4,309	–	4,309
Conversion during the year	(35,921)	(7,140)	(43,061)
Gain on change in fair value for the year (Note 10)	–	(16,677)	(16,677)
At 31 March 2014	22,076	2	22,078

40. CONVERTIBLE BONDS/NOTES AND DERIVATIVE FINANCIAL INSTRUMENTS OF CONVERTIBLE BONDS/NOTES *(Continued)*

(b) 2012 Convertible Notes

On 3 May 2012, the Company issued Hong Kong dollar denominated convertible notes with principal amount of HK$15,000,000 ("2012 Convertible Notes") to a third party. The 2012 Convertible Notes, which were unsecured and interest free, were mature on 2 August 2013 ("2012 CN Maturity Date") which is fifteen months from the date of issue of the 2012 Convertible Notes. The 2012 Convertible Notes entitled the holder thereof to convert the notes into shares at any time after the date of issue up to the 2012 CN Maturity Date at the initial conversion price of HK$0.25 per share ("2012 CN Conversion Option"). The Company was entitled an option to early redeem at any time from 3 May 2012 to the 2012 CN Maturity Date the outstanding 2012 Convertible Notes at their principal amount. Unless previously converted, redeemed and cancelled, the Convertible Notes were redeemed at 100% of the outstanding principal amount on the 2012 CN Maturity Date.

The 2012 Convertible Notes contain a debt component and derivative component (including 2012 CN Conversion Option and redemption option ("2012 CN Redemption Option")). The 2012 CN Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments on the basis that the 2012 Convertible Notes are denominated in Hong Kong dollar, a foreign currency of the Company.

The fair value of the debt component of the 2012 Convertible Notes was estimated to be HK$12,326,000 on the initial recognition date. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The effective interest rate of the debt component is 21.7% per annum. The derivative component is measured at fair value at the date of issue and in subsequent periods with changes in fair value recognised in profit or loss.

40. CONVERTIBLE BONDS/NOTES AND DERIVATIVE FINANCIAL INSTRUMENTS OF CONVERTIBLE BONDS/NOTES *(Continued)*

(b) 2012 Convertible Notes *(Continued)*

The fair value of the 2012 CN Conversion Option at the date of issue and at 31 March 2013 is calculated using the Black-Scholes Option Pricing Model. Major parameters adopted in the calculation of fair value are set out below:

	3 May 2012 (date of issue)	31 March 2013
Share price	HK$0.255	HK$0.148
Conversion price	HK$0.25	HK$0.25
Risk-free rate	0.174%	0.065%
Option life	1.25 years	5 months
Volatility	93.943%	53.316%
Dividend yield	0%	0%

Risk free interest rate was estimated based on the yields of the Hong Kong government bonds and treasury bills.

The volatility of the underlying shares during the life of the options was estimated based on the historical price of the Company.

The dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment in the next two years of the Company.

The fair value of the 2012 CN Redemption Option at date of issue and at 31 March 2013 was insignificant.

The 2012 Convertible Notes, which were not converted into new shares of the Company during the maturity period, remained unsettled and have been reclassified to amount due to noteholder on their maturity date of 2 August 2013.

Movements of the debt component and derivative component of the 2012 Convertible Notes during the year are as follows:

	Debt component HK$'000	**Derivative component** HK$'000	**Total** HK$'000
At 1 April 2012	–	–	–
Issue of the 2012 Convertible Notes	12,326	2,674	15,000
Imputed interest for the year (Note 13)	1,961	–	1,961
Gain on change in fair value (Note 10)	–	(2,295)	(2,295)
At 31 March 2013	14,287	379	14,666
Imputed interest for the year (Note 13)	713	–	713
Reallocated to amount due to noteholder (Note 41)	(15,000)	–	(15,000)
Gain on change in fair value (Note 10)	–	(379)	(379)
At 31 March 2014	–	–	–

41. AMOUNT DUE TO NOTEHOLDER

	2014 HK$'000	2013 HK$'000
Unsecured amount due to noteholder	15,000	–

Following the maturity of the 2012 Convertible Notes on 2 August 2013 (Note 40(b)), the amount due to the noteholder of HK$15,000,000 under these notes remained unsettled. Such amount is unsecured and carries interest at 5% per annum. Interest payable on the amount due to noteholder amounted to HK$496,000 has been included in trade and other payables.

42. OBLIGATIONS UNDER FINANCE LEASES

The Group leased certain of its motor vehicles under finance leases. The average lease term is 5 years. Interest rates on obligations under the finance leases are fixed at respective contract dates ranging from 2.5% to 4.5% per annum. The Group has options to purchase the motor vehicles for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

	Minimum lease payment		Present value of minimum lease payment	
	2014 HK$'000	2013 HK$'000	2014 HK$'000	2013 HK$'000
Amounts payable under finance leases:				
Within one year	453	1,205	439	1,096
In more than one year and not more than two years	38	1,205	38	1,164
In more than two years and not more than five years	–	101	–	100
	491	2,511	477	2,360
Less: Future finance charges	(14)	(151)	N/A	N/A
Present value of lease obligations	477	2,360	477	2,360
Less: Amounts due for settlement within 12 months			(439)	(1,096)
Amounts due for settlement after 12 months			38	1,264

The Group's obligations under finance leases are secured by the lessors' title to the leased assets.

43. SHARE CAPITAL

	Number of shares	Nominal amount HK$'000
Authorised:		
Ordinary shares of HK$0.05 each at 1 April 2012, 31 March 2013 and 31 March 2014	4,000,000,000	200,000
Issued and fully paid:		
Ordinary shares of HK$0.05 each at 1 April 2012	316,938,145	15,847
Issue of shares upon share placements (Note a)	395,000,000	19,750
Ordinary shares of HK$0.05 each at 31 March 2013	711,938,145	35,597
Issue of shares upon:		
– conversion of convertible bonds (Note b)	314,285,712	15,714
– share placement (Note c)	57,000,000	2,850
Ordinary shares of HK$0.05 each at 31 March 2014	1,083,223,857	54,161

Notes:

(a) During the year ended 31 March 2013, the Company allotted and issued 395,000,000 ordinary shares of HK$0.05 each to certain placees for an aggregate cash consideration of HK$51,140,000 (before expenses), as follows:

Date of issue	Number of ordinary shares issued	Subscription price per share HK$	Consideration received (before expenses) HK$'000
18 September 2012	260,000,000	0.115	29,900
21 November 2012	39,000,000	0.20	7,800
21 December 2012	24,000,000	0.14	3,360
17 March 2013	72,000,000*	0.14	10,080
	395,000,000		51,140

* On 28 December 2012, the Company entered into a share placing agreement with a third party, under which the third party has agreed to place, on a best effort basis, a maximum of 250,000,000 new shares of the Company at an issue price of HK$0.14 per share during the period from 8 February 2013 to 30 April 2013 (further extended to 30 June 2013). On 17 March 2013 and 10 April 2013, 72,000,000 and 57,000,000 new shares of the Company of HK$0.05 each were issued at the price of HK$0.14 per share pursuant to the share placing agreement. In addition, pursuant to the above placing agreement, the contracting parties have agreed for the issue of 70,000,000 new shares of the Company to certain placees at an issue price of HK$0.14 per share, which was cancelled subsequently.

43. SHARE CAPITAL *(Continued)*

Notes: *(Continued)*

(b) Portion of 2013 Convertible Bonds (see Note 40(a)) with the principal amount of HK$55,000,000 were converted into new shares of the Company during the year ended 31 March 2014 at the conversion price of HK$0.175 per share, as follows:

Date of conversion	Principal amount of the convertible bonds converted HK$'000	Number of ordinary shares issued '000
10 April 2013	25,000	142,857
3 July 2013	10,000	57,143
29 August 2013	20,000	114,286
	55,000	314,286

(c) On 10 April 2013, the Company allotted and issued 57,000,000 ordinary shares of HK$0.05 each to certain placees at the subscription price of HK$0.14 per share for a cash consideration of HK$7,980,000 (before expenses) (Note (a) above).

(d) The ordinary shares issued during the years ended 31 March 2014 and 2013 rank pari passu with the then existing ordinary shares of the Company in all respects.

44. DISPOSAL OF SUBSIDIARIES

Disposal took place during the year ended 31 March 2014

(a) On 7 January 2014, the Company disposed of 100% equity interest in a subsidiary, Joint Bridge Investments Limited ("Joint Bridge"), to a third party, for a consideration of HK$7.8. Joint Bridge through its subsidiaries, was engaged in software development and investment holding.

Consideration for the disposal:

	HK$'000
Consideration receivable	–

44. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal took place during the year ended 31 March 2014 *(Continued)*

(a) *(Continued)*

Analysis of assets and liabilities at the date of disposal over which control was lost:

	HK$'000
Property, plant and equipment	13
Trade and other receivables	793
Deposits and prepayments	167
Bank balances and cash	76
Trade and other payables	(3,912)
Receipts in advance	(420)
Income tax payable	(239)
Net liabilities disposed of	(3,522)

Gain on disposal of subsidiaries

	HK$'000
Consideration received	–
Net liabilities disposed of	3,522
Gain on disposal	3,522

Net cash outflow on disposal of subsidiaries

	HK$'000
Consideration received in cash	–
Less: Bank balances and cash disposed of	(76)
	(76)

(b) As referred to Note 34, in October 2013 the Group completed the disposal of its 51% equity interest in a subsidiary, 上海景福保險經紀有限公司(「上海景福」, formerly known as 青島博達保險經紀有限公司)for a consideration of RMB20,000,000 (equivalent to HK$25,200,000). 上海景福 was principally engaged in the provision of insurance brokerage services.

Consideration for the disposal:

	HK$'000
Consideration received in cash	6,300
Consideration receivable	14,200
	20,500

44. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal took place during the year ended 31 March 2014 *(Continued)*

(b) *(Continued)*

Analysis of assets and liabilities at the date of disposal over which control was lost:

	HK$'000
Assets classified as held for sale	
Intangible assets	19,270
Trade and other receivables	5,496
Less: Impairment loss recognised	(4,266)
Net assets disposed of	20,500

Gain on disposal of subsidiaries

	HK$'000
Consideration	20,500
Net assets disposed of	(20,500)
Non-controlling interests	2,693
Cumulative exchange gain in respect of the subsidiary	172
Gain on disposal	2,865

Net cash inflow on disposal of subsidiaries

	HK$'000
Consideration received in cash	6,300

No disposal of subsidiaries took place during the year ended 31 March 2013.

45. SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 22 October 2003 for the primary purpose of providing incentives to selected participants, including directors and eligible employees. Under the Scheme, the Board of Directors of the Company may grant option to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

At 31 March 2014, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 1,145,000 (2013: 1,145,000), representing 0.11% (2013: 0.16%) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

A nominal consideration of HK$1 is payable on the grant of an option. Options may be exercised at any time from the date of grant of the share option to the last day of the ten-year period after grant date. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

No share options were granted during each of the years ended 31 March 2014 and 31 March 2013.

45. SHARE-BASED PAYMENT TRANSACTIONS *(Continued)*

Movements during the year of share options granted are as follows:

Year ended 31 March 2014

	Date of grant	Exercise price HK$	Exercisable period	Number of share options granted: Outstanding at 1 April 2013	Movements during the year: Granted	Exercised	Forfeited	Expired	Outstanding at 31 March 2014
Directors and employees	5/7/2010	2.8	5/7/2010-4/7/2015	-	-	-	-	-	-
	5/7/2010	2.8	5/7/2010-4/7/2015	-	-	-	-	-	-
	6/7/2010	2.78	6/7/2010-5/7/2015	1,145,000	-	-	-	-	1,145,000
	20/10/2010	1	20/10/2010-23/2/2013	-	-	-	-	-	-
				1,145,000	-	-	-	-	1,145,000
Weighted average exercise price				HK$2.78	-	-	-	-	HK$2.78

Year ended 31 March 2013

	Date of grant	Exercise price HK$	Exercisable period	Number of share options granted: Outstanding at 1 April 2012	Movements during the year: Granted	Exercised	Forfeited	Expired	Outstanding at 31 March 2013
Directors and employees	5/7/2010	2.8	5/7/2010-4/7/2015	800,000	–	–	(800,000)	–	–
	5/7/2010	2.8	5/7/2010-4/7/2015	800,000	–	–	(800,000)	–	–
	6/7/2010	2.78	6/7/2010-5/7/2015	1,145,000	–	–	–	–	1,145,000
	20/10/2010	1	20/10/2010-23/2/2013	6,000,000	–	–	–	(6,000,000)	–
				8,745,000	–	–	(1,600,000)	(6,000,000)	1,145,000
Weighted average exercise price				HK$1.56	–	–	HK$2.8	HK$1	HK$2.78

46. DEFERRED TAXATION

Under the EIT Law, withholding tax is imposed on dividends in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards (the “Post-2008 Earnings”). Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the Post-2008 Earnings amounted to approximately HK$1,168,000 (2013: HK$3,870,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

47. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

(a) Capital commitments contracted but not provided for in respect of acquisition of:

	2014 **HK$'000**	2013 HK$'000
Intangible assets	**–**	4,000
Acquisition of a subsidiary	**–**	90,000
	–	94,000

(b) Commitments under operating leases

The Group as lessee

The Group leased certain of its office premises under operating leases. Leases for properties were negotiated for a term ranging from one to two years and rentals were fixed, with an option to renew the lease. At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2014 **HK$'000**	2013 HK$'000
Within one year	**49**	586
In the second to fifth years inclusive	**–**	49
	49	635

48. CONTINGENT LIABILITIES

(a) At 31 March 2014, the Group's bank deposits of approximately HK$288,000 (2013: HK$1,248,000) were pledged to banks in favour of guarantees of approximately HK$288,000 (2013: HK$1,248,000) given by the banks to certain customers on the performance of contracts under systems development. The directors consider that it is not probable that a claim will be made against the Group under any of the above bank guarantees.

(b) On 12 March 2012, a High court Action No.1861 of 2011 was commenced by Joint China Value Investment Fund Limited against the Company regarding a dishonoured cheque amounted to HK$16,500,000 issued by the Company. The Company has contested the case vigorously. Having sought legal advices, the directors believe that the Company has a strong defence against the allegation and the legal action would not result in a material loss to the Group, accordingly no provision for liabilities in this respect has been made in the consolidated financial statements.

(c) On 19 April 2006, a High court Action No. 858 of 2006 was commenced by Chan Kar Kui, Wong Calvin Ting Chi, Chan Wai Phan, Chan Man Wan and Kwok King Chuen (the "Plaintiffs") against the Company for damages together with interests and costs in relation to specific performance under the agreement entered into between the Plaintiffs and the Company's former director, To Cho Kei, on behalf of the Company, in 2000 to purchase from the Plaintiffs all their shareholdings in Epplication.Net Limited ("Epplication.Net") at a consideration of HK$6,800,000, being twice of the actual amount that the Plaintiffs expended on Epplication.Net, by way of transfer or allotment of the shares of the Company of the equivalent value, or alternatively. The Company has filed a defence denying the allegation as the Company has no record of any agreement for the purchase of the Plaintiffs' shareholdings in Epplication.Net and the Plaintiffs have not produced any documentary evidence to support their claim. The action has been dormant since the end of 2008. The directors believe that the Company has a strong defence in this action, accordingly, no provision for liabilities has been made in the consolidated financial statements.

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	NOTES	2014 HK$'000	2013 HK$'000
Non-current Assets			
Plant and equipment		–	–
Investments in subsidiaries		–	–
Investments in associates		–	–
Disposal receivables		13,963	–
Deposits paid for acquisition of subsidiaries		–	40,000
Deposit paid for acquisition of investment		20,126	25,000
		34,089	65,000
Current Assets			
Inventories		–	15,120
Amounts due from subsidiaries	(a)	12	5
Trade and other receivables		–	29
Disposal receivables		1,425	3,000
Deposits and prepayments		10,128	10,000
Bank balances		–	11
		11,565	28,165
Current Liabilities			
Amounts due to subsidiaries	(a)	–	5,529
Other payables		11,032	7,421
Promissory note payable		10,000	10,124
Convertible bonds/notes		–	14,287
Derivative financial instruments of convertible bonds/notes		–	379
Amount due to noteholder		15,000	–
		36,032	37,740
Net Current Liabilities		(24,467)	(9,575)
		9,622	55,425
Capital and Reserves			
Share capital		54,161	35,597
Share premium and reserves	(b)	(66,617)	19,828
Total (Deficit)/Equity		(12,456)	55,425
Non-current Liabilities			
Convertible bonds/notes payable		22,076	–
Derivative financial instruments of convertible bonds/notes		2	–
		22,078	–
		9,622	55,425

Notes:

(a) Amounts due from/(to) subsidiaries

The amounts are unsecured, non-interest bearing and repayable on demand.

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Notes: *(Continued)*

(b) Share premium and reserves

	Share Premium HK$'000	Capital reserve HK$'000 (Note i)	Share option reserve HK$'000 (Note ii)	Exchange translation reserve HK$'000	Warrant reserve HK$'000 (Note iii)	Accumulated losses HK$'000	Total HK$'000
At 31 March 2012	356,466	1,200	12,269	602	–	(43,312)	327,225
Loss for the year	–	–	–	–	–	(338,637)	(338,637)
Other comprehensive income	–	–	–	1,082	–	–	1,082
Total comprehensive income/ (expense) for the year	–	–	–	1,082	–	(338,637)	(337,555)
Issue of shares upon placement of shares	31,390	–	–	–	–	–	31,390
Share issue expenses	(2,379)	–	–	–	–	–	(2,379)
Issue of warrants	–	–	–	–	1,147	–	1,147
Forfeiture and expiration of share options granted	–	–	(10,459)	–	–	10,459	–
At 31 March 2013	385,477	1,200	1,810	1,684	1,147	(371,490)	19,828
Loss for the year	–	–	–	–	–	(118,817)	(118,817)
Other comprehensive income	–	–	–	284	–	–	284
Total comprehensive income/ (expense) for the year	–	–	–	284	–	(118,817)	(118,533)
Issue of shares upon							
– placement of shares	5,130	–	–	–	–	–	5,130
– conversion of convertible bonds	27,347	–	–	–	–	–	27,347
Share issue expenses	(389)	–	–	–	–	–	(389)
At 31 March 2014	417,565	1,200	1,810	1,968	1,147	(490,307)	(66,617)

Notes:

(i) Capital reserve

The capital reserve represents waiver of amount due to a shareholder of the Company during the year ended 31 March 2003. As the waived amount was in substance equivalent to a capital contribution to the Company, hence, it was accounted for as capital reserve.

(ii) Share option reserve

The share option reserve relates to share options granted to employees under the Company's employee share option scheme. Further information about share-based payments to employees is set out in Note 45.

(iii) Warrant reserve

Warrant reserve represents proceeds received from the issue of warrants of the Company. The reserve will be transferred to share capital and share premium account upon exercise of the warrants.

On 3 April 2012, the Company issued 57,380,000 units of non-listed warrants at an issue price of HK$0.02 per unit. Each unit of warrants entitles the holder thereof to subscribe for one ordinary share of the Company at the subscription price of HK$0.19 per share during the period of three years commencing from the date of issue of the warrants.

50. PRINCIPAL SUBSIDIARIES

The following list contains only the particulars of the Company's subsidiaries at 31 March 2014 and 2013 which principally affect the results or assets of the Group as the directors are of the opinion that a complete list of all the subsidiaries will be of excessive length.

Name of subsidiary	Place of incorporation/ establishment	Place of operations	Class of shares held	Issued share capital/ registered capital	Kind of legal entity	Proportion of nominal value of issued capital/registered capital held by the Company				Proportion of voting power held		Principal activities
						Directly		Indirectly				
						2014 %	2013 %	**2014 %**	2013 %	**2014 %**	2013 %	
Tongfang Electronic Company Limited	British Virgin Islands ("BVI")	BVI	Ordinary shares	US$65	Limited liability company	**100%**	100%	**-**	–	**100%**	100%	Investment holding
Tongfang Electronic (Hong Kong) Company Limited	Hong Kong	Hong Kong	Ordinary shares	HK$100,000	Limited liability company	**-**	–	**100%**	100%	**100%**	100%	Investment holding
Beijing Tongfang Electronic Science & Technology Co., Ltd	PRC	PRC	Contributed capital	US$4,300,000	Wholly owned foreign enterprise	**-**	–	**100%**	100%	**100%**	100%	Research, development and provision of integrated management information system
Trend Brilliant Limited	Hong Kong	Hong Kong	Ordinary shares	HK$10,000	Limited liability company	**100%**	100%	**-**	–	**100%**	100%	Investment holding
Fullmark Management Limited	BVI	BVI	Ordinary shares	US$1	Limited liability company	**-**	–	**100%**	100%	**100%**	100%	Investment holding
Fullmark Management Limited	Hong Kong	Hong Kong	Ordinary shares	HK$1	Limited liability company	**-**	–	**100%**	100%	**100%**	100%	Investment holding
鑫約福(上海)貿易有限公司	PRC	PRC	Contributed capital	US$4,943,659	Limited liability company	**-**	–	**100%**	100%	**100%**	100%	Software development
上海景福保險經紀有限公司 (「上海景福」)	PRC	PRC	Contributed capital	RMB5,000,000	Limited liability company	**-**	–	**-**	51%	**-**	51%	Provision of insurance brokerage services
High Pacific Limited	BVI	BVI	Ordinary shares	US$2	Limited liability company	**-**	–	**100%**	100%	**100%**	100%	Investment holding
Joint Bridge Investments Limited	BVI	BVI	Ordinary shares	US$100	Limited liability company	**-**	100%	**-**	–	**-**	100%	Software development and investment holding
Most Power International Limited	Hong Kong	Hong Kong	Ordinary shares	HK$100	Limited liability company	**-**	–	**-**	100%	**-**	100%	Investment holding
北京楷峰科技有限公司	PRC	PRC	Contributed capital	RMB2,194,150	Limited liability company	**-**	–	**-**	100%	**-**	100%	Software development

None of the subsidiaries had any debt securities outstanding at 31 March 2014 and 31 March 2013 or at the time during the years ended on those dates.

51. RELATED PARTY TRANSACTIONS

All material transactions and balances with related parties have been disclosed elsewhere in the consolidated financial statements.

The key management personnel of the Group comprises all directors of the Company. Details of their emoluments are disclosed in Note 19. The remuneration of the directors of the Company is determined by the remuneration committee having regard to the performance of the individuals and market trends.

52. EVENTS AFTER THE REPORTING PERIOD

In addition to those disclosed in other notes to the consolidated financial statements, the following events took place subsequent to 31 March 2014:

(a) On 4 April 2014, the Company was served with a petition issued by a third party, Metal Winner Limited ("MWL"), under which MWL claimed that the Company was indebted to MWL in the sum of HK$5,700,000 and petitioned that the Company be wound up. In March 2015, the Company obtained a court decision under which the action taken by MWL was dismissed.

In addition, the Company has taken legal proceedings (the "Injunction Proceedings") against certain third parties seeking an injunction to restrain these third parties from presenting any petition for the winding-up of the Company or to apply to substitute MWL as petitioner in the winding-up proceedings (the "Restrained Acts"). The third parties gave an undertaking to the court not to do the Restrained Acts until the Injunction Proceedings are resolved.

(b) On 15 April 2014, a bank loan of RMB15,000,000 was granted to and utilised by a subsidiary of the Company. The bank loan, which is secured by pledge of certain properties owned by a third party, is repayable on or before 15 May 2015.

(c) On 14 July 2014, the Company disposed of its 100% equity interest in a subsidiary, Dongda Finance Limited to a third party, who was appointed as the director of the Company on 15 August 2014, for a consideration of HK$1. The disposed subsidiary was inactive during the current year and up to the date of its disposal.

(d) On 7 November 2014, the Company entered into a settlement agreement with the relevant contracting party, under which refund of the deposit paid of HK$25,000,000 for possible acquisition of equity interest in Gold Depot is payable by the contracting party in cash by seven instalments, being the first three instalments of HK$3,000,000 each, which fall due on 30 April 2015, 31 July 2015 and 31 October 2015 respectively, and the remaining four instalments of HK$4,000,000 each, which fall due on 31 January 2016, 30 April 2016, 31 July 2016 and 31 October 2016 respectively. Up to the date of approval of these consolidated financial statements, the first instalment of HK$3,000,000 was received by the Group with the other instalments totalled HK$22,000,000 remained unsettled.

(e) On 8 December 2014 and 22 December 2014, the Group sold its inventories of printing press and raw cottons for the cash consideration of HK$400,000 and HK$10,000,000 respectively. The consideration for the sale of printing press is receivable by the Group by instalments, being HK$250,000 and HK$150,000 which fall due on 31 December 2014 and 30 June 2015 respectively. The consideration for the sale of raw cottons of HK$10,000,000 is receivable by the Group by instalments, being HK$2,500,000, HK$4,000,000, HK$2,000,000 and HK$1,500,000 which fall due on 30 June 2015, 30 September 2015, 31 December 2015 and 31 March 2016 respectively. Up to the date of approval of these consolidated financial statements, the consideration of sale of printing press was received in full by the Group. For that of raw cotton, HK$2,080,000 was received by the Group with totalled HK$7,920,000 remained unsettled.

(f) On 15 January 2015, a deed of settlement was entered into between the Company and the promissory note holder, under which, the noteholder agreed for the repayment of the promissory note (Note 39) together with accrued interests amounted to an aggregate of HK$13,040,000 by five instalments, being HK$2,000,000, HK$2,000,000, HK$3,000,000, HK$3,000,000 and HK$3,040,000 which fall due on 30 April 2015, 30 June 2015, 31 August 2015, 31 October 2015 and 31 December 2015 respectively.

52. EVENTS AFTER THE REPORTING PERIOD *(Continued)*

(g) On 3 February 2015, a judgment of High Court Action No.1398/2014 was issued, pursuant to which the trustee as referred to in Note 24(b) is obliged to pay the outstanding settlement fee of HK$19,500,000 (representing the outstanding balance of the first three instalments) together with interests thereon.

(h) On 16 February 2015, the Company entered into a deed of settlement with the purchaser of 上海景福 (Note 24(a)), under which the outstanding disposal receivable is revised from RMB15,000,000 to HK$17,700,000 which is payable by the purchaser by seven instalments, being HK$1,000,000, HK$500,000, HK$500,000, HK$1,000,000, HK$4,700,000, HK$5,000,000 and HK$5,000,000, on which fall due on 18 February 2015, 27 February 2015, 30 April 2015, 30 June 2015, 30 September 2015, 31 December 2015 and 31 March 2016 respectively.

(i) On 30 March 2015, the Group acquired certain listed equity securities from a third party for a consideration of HK$32,500,000 which is satisfied by the promissory note with the principal amount of HK$32,500,000 issued by the Company. The promissory note is unsecured, carries interest at 12% per annum and will be mature on 30 September 2015.

(j) On 1 April 2015, all the warrants referred to in Note 50(iii) were fully converted into 57,380,000 new shares of the Company at the subscription price of HK$0.19 per share, giving rise to a proceed of approximately HK$10,902,000 (before expense).

(k) On 20 April 2015, the Group entered into an agreement with a third party for the disposal of the technical know-how (Note 21(b)(i)) for a cash consideration of HK$7,000,000, a deposit of which amounted to HK$700,000 was received by the Group. The outstanding cash consideration of HK$6,300,000 is payable by the third party by six instalments, being HK$1,000,000, HK$1,000,000, HK$1,000,000, HK$1,000,000, HK$1,000,000 and HK$1,300,000 which fall due on 30 June 2015, 30 August 2013, 30 October 2015, 31 December 2015, 28 February 2016 and 31 March 2016 respectively. Under the agreement, the third party is given the offer for the acquisition of the entire equity interest in Tirack (Note 23) for a cash consideration of HK$100,000 within two years from the date of the agreement.

(l) On 21 April 2015, the Company entered into an agreement with a third party, under which loan facility to the extent of HK$50,000,000 is granted to the Company for a period of two years from the date of the agreement. The loan carries interest at 1.25% per month and is secured by the floating charge over all the assets of the Company. This loan has not been utilised up to the date of approval of these consolidated financial statements.

(m) On 28 April 2015, a subsidiary of the Company entered into an agreement with a third party for the acquisition of 100% equity interest in Wilco Printing Co., Limited ("Wilco") and loan made to Wilco by its director for an aggregate consideration of HK$1,537,029, subject to adjustment as stipulated in the agreement. Wilco is principally engaged in the provision of printing services and solutions on advertisement, brochure and bound books to customers mainly in Hong Kong. Completion of the acquisition took place on 28 April 2015. As the purchase consideration and the fair value of certain assets and liabilities of Wilco as at the date of acquisition are currently not determined, accordingly, goodwill on this acquisition is yet to be measured.

FIVE YEAR SUMMARY

	For the year ended 31 March				
	2014	2013	2012	2011	2010
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Turnover	**49,302**	51,857	80,902	50,167	68,583
(Loss) profit before tax	**(204,666)**	(259,207)	(19,044)	(47,298)	3,147
(Loss) profit for the year	**(207,019)**	(260,531)	(22,852)	(47,550)	3,644
Attributable to:					
Owners of the Company	**(207,019)**	(260,531)	(22,790)	(47,550)	3,644
Non-controlling interests	**–**	—	(62)	—	—
	(207,019)	(260,531)	(22,852)	(47,550)	3,644

	As at 31st March				
	2014	2013	2012	2011	2010
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**139,444**	258,742	450,591	352,468	130,648
Total liabilities	**(185,948)**	(145,255)	(128,272)	(115,939)	(74,973)
	(46,504)	113,487	322,319	236,529	55,675
(Deficit)/equity attributable to owners of the Company	**(46,504)**	110,794	319,636	236,529	55,675
Non-controlling interests	**–**	2,693	2,683	—	—
	(46,504)	113,487	322,319	236,529	55,675