PROVIEW INTERNATIONAL HOLDINGS LIMITED

唯冠國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

Annual Report 2014

* *for identification purpose only*

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors
Ms. Sun Min *(Chairman and Chief Executive Officer)*
Mr. Yu Genming
Mr. Han Su
Mr. Chang I-Sun
Mr. Lu Gui-fang

PRINCIPAL REGISTRAR

Codan Services Limited
Clarendon House
2 Church Street
PO Box HM1022
Hamilton HM DX
Bermuda

AUDITOR

ZHONGHUI ANDA CPA Limited

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Room 2708, 27/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

STOCK CODE

0334

Report of the Directors

The board (the "Board") of directors (the "Directors") of Proview International Holdings Limited (the "Company") herein presents its report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 30 June 2014.

RESULTS

The Group's consolidated loss for the year ended 30 June 2014 amounted to approximately HK$22.0 million as compared with the loss of approximately HK$4.8 million for the corresponding year ended 30 June 2013. Such increase of the loss was mainly due to increase in legal and professional fees for the year ended 30 June 2014 as compared to the corresponding year ended 30 June 2013.

SEGMENT INFORMATION

The Group has no revenue generated for the year (2013: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2014, the Group's total net liabilities and financial guarantee liabilities amounted to approximately HK$3,319.4 million and approximately HK$2,810.0 million respectively. As at 30 June 2014, the Group's current assets and current liabilities amounted to approximately HK$4 thousand and approximately HK$3,319.4 million respectively. As at 30 June 2014, the Group had no borrowing and a zero gearing ratio (30 June 2013: Nil), which is defined as net debt (total borrowings net of cash and bank balances) over total equity, is resulted. The majority of the Group's assets and liabilities were denominated in Hong Kong and RMB dollars, and the exposure to foreign exchange risk is insignificant to the Group.

ASSETS AND LIABILITIES

As at 30 June 2014, the Group had total assets of approximately HK$4 thousand (2013: HK$4 thousand), total liabilities of approximately HK$3,319.4 million (2013: HK$3,297.4 million). The net liabilities of the Group as at 30 June 2014 were HK$3,319.4 million (2013: HK$3,297.4 million).

SIGNIFICANT INVESTMENTS AND ACQUISITION

On the basis of the available books and records, the Group did not have any significant investment nor did it make any material acquisition or disposal of subsidiaries and associates throughout the year ended 30 June 2014.

CHARGES ON GROUP ASSETS

As at 30 June 2014, the Group has no charged asset (2013: Nil).

RESERVES

As at 30 June 2014, the Company did not have any reserves available for distribution. Details of movements in the reserves of the Company and the Group during the year are set out in note 16 to the financial statements and in the consolidated statement of changes in equity, respectively.

RESUMPTION PROPOSAL

On 30 November 2012, the Company submitted to Listing (Review) Committee of the Stock Exchange (the "Listing (Review) Committee") the revised resumption proposal (the "Revised Resumption Proposal"), which sets out, inter alia, the proposed acquisition (the "Acquisition") of TCL Display Technology (Huizhou) Company Limited (the "TCL Display") by the Company. TCL Display is principally engaged in the manufacturing of LCD modules for use mainly in mobile phones, which technology is in line with existing business of the Group. Pursuant to Rule 14.06(5) of the Rule Governing the Listing Securities on the Main Board of the Stock Exchange, the Acquisition constitutes a very substantial acquisition of the Company.

On 1 February 2013, the listing sub-committee of the directors of the Stock Exchange (the "Listing Committee") decided the Acquisition constitutes a reverse takeover and the Company should submit a new listing application to enable the Listing Committee to consider the Revised Resumption Proposal.

Apart from the Acquisition, the Revised Resumption Proposal includes, among other things, (i) the Capital Restructuring; (ii) the Debt Restructuring by way of the Schemes involving issurance of the Bonds A, which constitutes a connected transaction; (iii) the Offer; and (vi) the Open Offer. For details, please refer to the Company's circular dated 30 June 2014 (the "Circular"). Capitalised terms used above shall have the same meanings as defined in the Circular.

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group does not engage in interest rate or foreign exchange speculative activities.

CAPITAL STRUCTURE

The share capital of the Company comprises only ordinary shares. As at 30 June 2014, the Company had in issue 772,008,992 ordinary shares (2013: 772,008,992 shares). During the year, no new shares were issued.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The details of capital commitments and contingent liabilities are set out in notes 18 and 20 to the financial statements respectively.

EMPLOYEE INFORMATION

As at 30 June 2014, the Group employed a total of 3 (2013: 9) full-time employees, apart from the existing Directors.

The Group's emolument policies are formulated on the basis of the performance of individual employees and are reviewed annually.

DIRECTORS' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2014, to the best knowledge of the current Directors of the Company, interests and short positions held by the Directors in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of Securities and Futures Ordinance (the "SFO")), as notified to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long positions in the shares of HK$0.10 each of the Company

Name of Director	Nature of interest	Number of shares held	Approximate percentage of issued share capital
Mr. Lu Gui-fang	Beneficial owner	460,000	0.06%

Save as disclosed above and to the best knowledge of the current Directors of the Company, as at 30 June 2014, the Directors were not aware of any Directors, chief executives of the Company or any of their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations.

SHARE OPTIONS

To the best knowledge of the current Directors of the Company, there is insufficient information and document including the share option scheme of the Company to meet all the disclosure requirements under the Listing Rules. The share option scheme adopted by the Company on 12 February 2003 ("Share Option Scheme") expired on 11 February 2013. However, the options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of issue. As at 30 June 2014, there is no outstanding options granted under the Share Option Scheme.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2014, to the best knowledge of the current Directors of the Company, the interests and short positions of the shareholders holding more than 5% of the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of the SFO were as follows:

Long positions in the shares of HK$0.10 each of the Company

Name of substantial shareholder	Nature of interest	Number of shares held	Approximate percentage of issued share capital
T.C.L. Industries Holdings (H.K.) Limited ("TCL Industries")	Beneficial owner	111,562,724	14.45%
TCL Corporation ("TCL Corp")	Interest in controlled corporation *(Note 1)*	111,562,724	14.45%
Rally Praise Limited	Beneficial owner	120,000,000	15.54%
Empire City International Limited ("Empire City")	Interest in controlled corporation *(Note 2)*	120,000,000	15.54%
Mr. Lau Tom Ko Yuen ("Mr. Lau")	Interest in controlled corporation *(Note 2)*	120,000,000	15.54%
San-Chih Asset International Holding Corp. ("San Chih")	Beneficial owner	125,190,000	16.22%
San Chih Assets Development Company Limited ("San Chih Assets")	Interest in controlled corporation *(Note 3)*	125,190,000	16.22%
Tatung Company	Interest in controlled corporation *(Note 3)*	125,190,000	16.22%

Notes:

1. TCL Industries was wholly-owned by TCL Corp.

2. Rally Praise Limited was wholly-owned by Empire City which was in turn wholly-owned by Mr. Lau.

3. San Chih was wholly-owned by San Chih Assets which was in turn wholly-owned by Tatung Company.

Save as disclosed above and to the best knowledge of the current Directors of the Company, as at 30 June 2014, the Directors were not aware of any person (other than Directors) who had interests or short positions in the shares, underlying shares or debentures of the Company which were recorded in the register required to be kept under Section 336 of the SFO.

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

To the best knowledge of the current Directors of the Company, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year under review.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the current Directors of the Company, there is sufficient public float as required under the Listing Rules.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors are required to give an annual confirmation of their independence to the Company pursuant to rule 3.13 of the Listing Rules. During the year, the Company had no independent non-executive Director.

SUSPENSION OF TRADING

Trading in the shares on the Main Board of the Stock Exchange has been suspended since 2 August 2010, and will remain suspended until further notice.

Corporate Governance Report

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group is committed to achieve high standard of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability.

To the best knowledge of the current Directors of the Company, the Company had applied the principles as set out in the Corporate Governance Code ("CG Code") contained in Appendix 14 of the Listing Rules.

Due to the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange, the Directors are unable to comment as to whether the Company had complied with the CG Code throughout the year ended 30 June 2014. On 30 November 2012, the Company submitted to Listing (Review) Committee of the Stock Exchange the revised resumption proposal. The particulars of the resumption proposal are set out in the report of the directors, the Company's announcement dated 30 May 2014 and the Company's circular dated 30 June 2014.

BOARD OF DIRECTORS

The Board is responsible for overall management of the Company's business, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The Board also reserves for its decision on all major matters of the Company, including: the approval and monitoring of major policy matters, overall strategies and budgets, internal control and risk management systems, materials transactions, financial information, appointment of Directors and other significant financial and operational matters.

The day-to-day management, administration and operation of the Company are delegated to the executive Directors. The delegated functions and work tasks are reviewed from time to time.

The Board currently comprises five executive Directors, namely Ms. Sun Min (chairman and chief executive officer), Mr. Lu Gui-fang, Mr. Chang I-Sun, Mr. Han Su and Mr. Yu Genming.

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Sun Min currently serves as the chairman and the chief executive officer of the Company.

Corporate Governance Report

The attendance records of the Directors for the board and general meetings of the Company for the year are as follows:

	No. of Meetings attended/No. of Meetings held	
Executive Directors	**Board**	**Annual General Meeting**
Ms. Sun Min (chairman and chief executive officer)	5/5	0/0
Mr. Lu Gui-fang	5/5	0/0
Mr. Chang I-Sun	2/5	0/0
Mr. Han Su	5/5	0/0
Mr. Yu Genming	5/5	0/0

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term. During the year, the Company has no non-executive Director.

The Board should be responsible for performing the corporate governance duties set out under the code provision D.3.1 of the CG Code. During the year, the Board had not carried out any review on the policies and practices on corporate governance of the Company.

During the year, the Directors do not have any director training.

During the year, the Company has no company secretary.

NON-COMPLIANCE WITH RULES 3.10(1), 3.10(2), 3.10A AND 3.21 OF THE LISTING RULES

During the year and as at the date of this report, the Company has no independent non-executive Director ("INED") to constitute the audit committee of the Company and meet the requirements under rules 3.10(1), 3.10(2), 3.10A and 3.21 of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

To the best knowledge of the current Directors of the Company, the Company had adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standards set out in the Model Code. Trading in the securities of the Company was suspended since 2 August 2010. The Company has confirmed, having made specific enquiry of the Directors, all the Directors complied with the required standard set out in the Model Code during the year.

AUDIT COMMITTEE

During the year, there is no member of the audit committee.

The main duties of the audit committee include the following:

– To review the financial statements and reports and consider any significant or unusual items raised by external auditor before submission to the Board.

– To review the relationship with the external auditor by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor.

– To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and associated procedures.

The audit committee provides supervision on the internal control system of the Group and reports to the Board on any material issues and makes recommendations to the Board.

There is no independent non-executive Director to be the member of the audit committee of the Company. No audit committee meeting was held during the year.

The Company's audited financial results for the year ended 30 June 2014 have not been reviewed by the audit committee of the Company. However, the audited financial results and the financial statements of the Company for the year ended 30 June 2014 have been reviewed by the Board.

REMUNERATION COMMITTEE

During the year, there is no member of the remuneration committee.

The remuneration committee has primary objectives include making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and the senior management. The remuneration committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

No remuneration committee meeting of the Company was held during the year.

Details of the remuneration of each of the Directors of the Company for the year ended 30 June 2014 are set out in the note 10 to the financial statements of the Company.

NOMINATION COMMITTEE

To the best knowledge of the current Directors of the Company, no record for the establishment of nomination committee of the Company was found.

All Directors of the Company are responsible for making recommendations to the Board on nomination and appointment of Directors and Board succession, with a view to appoint to the Board individuals with suitable experience and capabilities to maintain and improve the competitiveness of the Company. Where vacancies on the Boards exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, including the independence status in the case of an independent non-executive Director, the Company's needs and other relevant statutory requirements and regulations.

To the best knowledge of the current Directors of the Company, during the year, no nomination committee meeting of the Company was held and no record of board meeting of the Company held for performing the aforesaid function was found.

INTERNAL CONTROL

The Board has overall responsibility for the system of internal controls of the Group and for reviewing its effectiveness. During the year, the Board had not carried out any evaluation or assessment of the effectiveness of the Group's internal control system.

AUDITOR

ZHONGHUI ANDA CPA Limited was appointed as auditor of the Company on 12 September 2013 by the board of the Company.

Audit services	HK$300,000
Non-audit services	HK$350,000

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for overseeing the preparation of the financial statements which give a true and fair view of the financial position of the Group. The respective responsibilities of the Directors and the auditor of the Company in respect of the preparation of the financial statements are set out in the independent auditor's report of this annual report.

SHAREHOLDERS' RIGHT

Shareholders should refer to the bye-laws of the Company for the procedures to convene a special general meeting of the Company and put forward proposals at general meetings.

Shareholders may make enquiries to the Board by writing to the Company at the Company's head office in Hong Kong at Room 2708, 27/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

INVESTOR RELATIONS

The Board is committed to provide information about the Group's performance to shareholders through the publication of interim results and annual results.

During the year, there had been no significant change in the Company's constitutional documents.

Biographical Details of the Directors

EXECUTIVE DIRECTORS

Ms. Sun Min, aged 49, was appointed as an executive director, Chairman and Chief Executive Officer of the Company in 2011. She is a partner and practicing lawyer of Guangdong Wuwei Law Firm (廣東五維律師事務所) from 2002 to now. Ms. Sun has over 20 years experience in the legal industry. Ms. Sun holds a bachelor of law degree from East China University of Political Science and Law.

Mr. Yu Genming, aged 43, was appointed as an executive director of the Company in 2011, and was temporarily appointed as Chief Executive Officer of the Company in 2011. He is an accountant in China. In early he graduated from the department of economic management of Xi'an Technological University. Currently he is a free senior management consultant, has acted as senior management of financial management, operation management, strategic management, human resources management and comprehensive management direction in several listed, state-owned and private enterprises, his experience in the service industry covers over 10 industries, including chemical engineering, machinery, electronics, illumination, furniture, beer, print, real estate and etc.

Mr. Han Su, aged 41, was appointed as an executive director of the Company in 2011. He is a practicing lawyer of Guangdong Dena Law Firm. Mr. Han is with more than 9 years experience in the legal industry. Mr. Han holds a bachelor degree in law from Hua Zhong Normal University.

Mr. Chang I-Sun, aged 61, was appointed as an executive director of the Company in 2011. He was the general manager of 台灣荃隆塑膠五金電子廠 for the years from 2003 to 2008. Mr. Chang holds a master degree in electronic engineering from 私立中原大學研究所. He has over 30 years experience in electronic engineering and management of factories. Mr. Chang was also a vice general manager of Proview Technology (Shenzhen) Co. Ltd. in the period of 1996 to 2000.

Mr. Lu Gui-fang, aged 50, joined the Group in October 1993, and was appointed as an executive director of the Company in 2010. He was the Director of the Finance Department of Proview Technology (Shenzhen) Co., Ltd. and the Vice President of the Administration Division of Proview Led Lighting (Shenzhen) Co. Ltd., the subsidiaries of the Company. He had resigned from subsidiaries of the Company on 30 November 2010. He is currently the general manager of Financial Management Center of a property management company in Shenzhen. Prior to joining the Group, he had held positions in the finance department of various companies incorporated in the People's Republic of China. Mr. Lu graduated from Hunan College of Finance & Economics in 1990, and Mr. Lu was conferred an accountant certificate from the Ministry of Finance People's Republic of China in 1996. He has over 24 years experience in enterprise financial management.

TO THE SHAREHOLDERS OF
PROVIEW INTERNATIONAL HOLDINGS LIMITED
唯冠國際控股有限公司
(incorporated in Bermuda with limited liability)

We were engaged to audit the consolidated financial statements of Proview International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 19 to 45, which comprise the consolidated statement of financial position as at 30 June 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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, 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 HKICPA. 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 basis for disclaimer of opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

(1) Opening balances and corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 30 June 2013 (the "2013 Financial Statements"), which form the basis for the corresponding figures presented in the current year's consolidated financial statements were disclaimed because of the significance of the possible effect of the limitations on the scope of our audit and the material uncertainty in relation to going concern, details of which are set out in our auditor's report dated 26 June 2014. Accordingly, we were then unable to form an opinion as to whether the 2013 Financial Statements gave a true and fair view of the state of affairs of the Group as at 30 June 2013 and of the Group's results and cash flows for the year then ended.

(2) Deconsolidation of the subsidiaries

The subsidiaries of the Company were deconsolidated from the Group since 1 January 2010. No sufficient evidence has been provided to satisfy ourselves as to whether the Company had lost control of these subsidiaries since 1 January 2010 and throughout the years ended 30 June 2014 and 2013. Accordingly, no sufficient evidence has been provided to satisfy ourselves, in relation to the deconsolidated subsidiaries, as to the completeness of the transactions of the Group for the year ended 30 June 2014 and the Group's financial position as at that date.

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(3) Transactions, income and expense items for the year

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the transactions of the Group for the year ended 30 June 2014. There are no other satisfactory audit procedures that we could adopt to satisfy ourselves that the income and expenses items are properly accounted for in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2014 and that these items are properly disclosed in the financial statements.

(4) Accruals and other payables

No direct confirmation and other sufficient evidence have been received by us up to the date of this report in respect of the accruals and other payables totaling approximately HK$480,801,000 as at 30 June 2014 as included in note 13 to the financial statements of approximately HK$509,408,000 as at 30 June 2014.

(5) Financial guarantee liabilities

No direct confirmation and other sufficient evidence have been received by us up to the date of this report in respect of the financial guarantee liabilities as disclosed in note 14 to the financial statements of approximately HK$2,810,000,000 as at 30 June 2014.

(6) Commitments and contingent liabilities

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities as at 30 June 2014.

(7) Related party transactions and disclosure

No sufficient evidence has been provided to satisfy ourselves as to the existence, accuracy and completeness of the disclosures of the related party transactions and balances for the year ended 30 June 2014 as required by Hong Kong Accounting Standard ("HKAS") 24 "Related Party Disclosures".

(8) Other disclosures in the consolidated financial statements

No sufficient evidence has been provided to satisfy ourselves as to the accuracy and completeness of the disclosures as required in relation to HKAS 19 "Employee Benefits" for the contribution expenses and accruals as disclosed in notes 8 and 17 to the financial statements; and

Any adjustments to the figures as described from points 1 to 8 above might have a significant consequential effect on the Group's results for the two years ended 30 June 2013 and 2014, the Group's cash flows for the two years ended 30 June 2013 and 2014 and the financial position of the Group as at 30 June 2013 and 2014, and the related disclosures thereof in the consolidated financial statements.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the financial statements which explains that a proposal for the resumption of trading in the Company's shares and the restructuring of the Group (the "Resumption Proposal") has been submitted to The Stock Exchange of Hong Kong Limited to pursue a restructuring of the Company.

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

DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY THE FINANCIAL STATEMENTS

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis as described above, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Group as at 30 June 2014 and of the Group's results and cash flows for the year then ended in accordance with HKFRSs. In all other respects, in our opinion the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Sze Lin Tang
Practising Certificate Number P03614

Hong Kong, 8 October 2014

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2014

	Notes	**2014** **HK$'000**	2013 HK$'000
Turnover	7	**–**	–
Administrative expenses		**(22,008)**	(4,853)
Loss before tax	8	**(22,008)**	(4,853)
Income tax expense	9	**–**	–
Loss for the year attributable to:			
Owners of the Company		**(22,008)**	(4,853)
Other comprehensive income for the year, net of tax		**–**	–
Total comprehensive expenses for the year		**(22,008)**	(4,853)
Loss per share			
Basic and diluted (HK cents per share)	12	**(2.85)**	(0.63)

Consolidated Statement of Financial Position

As at 30 June 2014

	Notes	**2014 HK$'000**	2013 HK$'000
Current assets			
Other receivables		**4**	4
Current liabilities			
Accruals and other payables	13	**509,408**	487,400
Financial guarantee liabilities	14	**2,810,000**	2,810,000
		3,319,408	3,297,400
NET LIABILITIES		**(3,319,404)**	(3,297,396)
Capital and reserves			
Share capital	15	**77,200**	77,200
Reserves	16	**(3,396,604)**	(3,374,596)
TOTAL EQUITY		**(3,319,404)**	(3,297,396)

Approved by:

Sun Min	**Han Su**
Director	*Director*

Consolidated Statement of Changes in Equity

For the year ended 30 june 2014

	Share capital HK$'000	Share premium HK$'000	Contributed surplus HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 July 2012	77,200	316,692	40,824	(3,727,259)	(3,292,543)
Loss for the year	–	–	–	(4,853)	(4,853)
Other comprehensive income for the year	–	–	–	–	–
Total comprehensive expenses for the year	–	–	–	(4,853)	(4,853)
At 30 June 2013	77,200	316,692	40,824	(3,732,112)	(3,297,396)
At 1 July 2013	**77,200**	**316,692**	**40,824**	**(3,732,112)**	**(3,297,396)**
Loss for the year	**–**	**–**	**–**	**(22,008)**	**(22,008)**
Other comprehensive income for the year	**–**	**–**	**–**	**–**	**–**
Total comprehensive expenses for the year	**–**	**–**	**–**	**(22,008)**	**(22,008)**
At 30 June 2014	**77,200**	**316,692**	**40,824**	**(3,754,120)**	**(3,319,404)**

Consolidated Statement of Cash Flows

For the year ended 30 June 2014

	2014 **HK$'000**	2013 HK$'000
Cash flows from operating activities		
Loss before tax and operating cash flows before working capital changes	**(22,008)**	(4,853)
Change in other receivables	**–**	(4)
Change in accruals and other payables	**22,008**	4,857
Net cash used in operating activities	**–**	–
Net change in cash and cash equivalents	**–**	–
Cash and cash equivalents at beginning of year	**–**	–
Cash and cash equivalents at end of year	**–**	–

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is 2708, 27/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and have been suspended for trading since 2 August 2010.

The Company is an investment holding company.

2. BASIS OF PREPARATION

Trading in the shares of the Company (the "Shares") has been suspended since 2:30 p.m. on 2 August 2010 at the request of the Company.

After the suspension, the whereabouts of Mr. YANG Long-san Rowell ("Mr. YANG"), the former Chairman; Chief Executive Officer and Executive Director could not be confirmed, and the legal proceedings have been held by the Company against Ms. HUI Siu-ling Elina ("Ms. HUI"), the former Acting Chairman, Chief Executive Office and Executive Director, for her breach of the fiduciary duties owed to the Company and the whereabouts of the Company's books of accounts, documents, records, seals, chops and other things of the Company had been and were in the prossession, custody, power and/or control of them. Given that the Board had difficulties in exercising the authority and control over most of its key subsidiaries and encountered a series of litigation and debts claims as stated below, the Board considered that, for the benefit of the creditors and the shareholders of the Company (the "Shareholders") as a whole, it was appropriate and necessary to propose a scheme of arrangment in Bermuda and Hong Kong to resolve the claims of the Company's unsecured creditors, other than those who have preferential claims.

In early 2010, one of the subsidiaries of the Group as appeared in the Group's 2009 financial statements - Ningbo Prowell Electronic Co., Ltd. was closed down by 寧波市北倫區人民法院 (the "Ningbo Court") and its corresponding assets had been disposed out in the various auctions by September 2011 for repayment of its bank borrowings and trade liabilities due.

On 20 May 2010, Apple Inc. and IP Application Development Limited filed a lawsuit against the Company, certain subsidiaries of the Group as appeared in the Group's 2009 financial statements, namely, Proview Electronics Company Limited and Proview Technology (Shenzhen) Co. Ltd. ("PTS"), and Mr. YANG, claiming the ownership of 2 Trademarks' "IPAD" and "(i)IPAD" and a compensation of Rmb4 million as costs and expenses incurred by Apple Inc. and IP Application Development Limited for the relevant investigation and legal actions, both in Hong Kong and the People's Republic of China (the "PRC").

Following the series of arbitration, the dispute raised by Apple Inc. and IP Application Development Limited was settled and Apple Inc. had to pay US$60 million to the account designated by the Higher People's Court of Guangdong Province for subrogating the IPAD Trademark on 25 June 2012. The US$60 million was used to settle the claims of the creditors of PTS eventually.

2. BASIS OF PREPARATION (CONTINUED)

On 7 June 2011, the Company had been placed in the second delisting stage by the Stock Exchange pursuant to Practice Note 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Company was required to submit a viable resumption proposal to address the following issues at least 10 business days before 6 December 2011:

(1) demonstrate that the Company has a sufficient level of operations or has assets of sufficient value as required under Rule 13.24 of the Listing Rules;

(2) demonstrate that the Company has sufficient working capital for at least 12 months from resumption date;

(3) publish all outstanding financial results and address any audit qualifications; and

(4) demonstrate that the Company has adequate and effective internal controls, in particular, to meet obligations under the Listing Rules.

Given the time constraints and the failure in satisfying the requirements as stipulated by the Stock Exchange, the Company was placed into the third stage of the delisting procedures in accordance with Practice Note 17 to the Listing Rules on 30 December 2011. A Resumption Proposal was submitted on 13 June 2012.

Progress of the Company's Resumption of Shares Trading issues is detailed in the Going Concern section below.

On 14 September 2011, the Company has commenced a legal proceeding against Ms. HUI and Ms. WANG Pik Lan ("Ms. WANG") in the Court of First Instance of the High Court of Hong Kong Special Administrative Region ("HKSAR") for (i) ordering their account and deliver up to the Company what books of accounts, documents, records, seals, chops and other things of the Company had been and were in the possession, custody, power and/or control of them and the whereabouts and what had become of the same; (ii) against Ms. HUI equitable compensation for breach of her fiduciary duties owed to the Company and her damages for breach of the duty to exercise due care and skill as director of the Company; and (iii) against Ms. WANG equitable compensation or damages for breaches of her duty of fidelity and good faith, her duties to exercise due care and skill and her dishonest assistance of the breach of fiduciary duties on the part of Ms. HUI; and (iv) damages for conversion, causing loss by unlawful means, conspiracy to injure the economic interests of the Company.

Chasing back on 30 November 2009, two of the Group's then subsidiaries, namely, Proview Technology (Wuhan) Co., Ltd. ("Proview Wuhan") and PTS entered into a Settlement Agreement with EMC Corporation from which withdrawn all outstanding litigations, claims and other related actions; and Proview Wuhan had agreed to dispose the EMC Trademarks and its related domain name to EMC Corporation for a monetary consideration.

2. BASIS OF PREPARATION (CONTINUED)

On 25 September 2012, Wuhan Economic Development Investment Company Limited (武漢經開投資有限公司) ("武漢經開") filed an application for arbitration against Proview Wuhan for the termination of the Agreement for the reason that the transfer of EMC Trademarks to EMC Corporation under the Settlement Agreement had not been consented or authorised by 武漢經開. 武漢經開 demanded (i) return of the investment (ii) compensation of Rmb1 million and (iii) costs of the arbitration to be borne by Proview Wuhan.

After a series of hearing, the Wuhan Arbitration Commission（武漢仲裁委員會）(the "Arbitration Commission") decided that Proview Wuhan had breached the Agreement by disposing the EMC Trademarks without 武漢經開's consent or authorisation. On 8 August 2013, Proview Wuhan received a decision from the Arbitration Commission dated 9 July 2013 from which Proview Wuhan was ordered to (i) return the investment of Rmb36 million paid by 武漢經開 under the Agreement (below) and (ii) pay the costs of arbitration of Rmb218,200.

The agreement in previous paragraph referred to the Agreement made in June 2002 among PTS, 武漢經開, Wuhan Industrial State-owned Investment Company Limited（武漢工業國有投資有限公司）("武漢工業"), Proview Technology (PRC) Limited, Wuhan Star Information Company Limited（武漢恆星信息產業有限公司）and Proview Wuhan (formerly: Wuhan Hang Guan Electronics Company Limited（武漢恆冠電子有限公司）) for the sale of EMC Trademarks. According to that Agreement, the EMC Trademarks had been transferred to Proview Wuhan as legal owner with beneficial interests of the EMC Trademarks being vested as to 18% in 武漢經開, 20% in 武漢工業, and 62% in Proview Technology (PRC) Limited.

On 4 May 2014, an application was made by 武漢經開 to Wuhan People's Court of the PRC for the liquidation of Proview Wuhan. The application was heard by the Wuhan People's Court on 14 May 2014 and accepted on 4 June 2014, pursuant to which the Wuhan People's Court has appointed a liquidation administrator for Proview Wuhan.

On 10 January 2014, the High Court of United Kingdom (the "Court") granted a winding up order (the "Order") against Proview International (UK) Limited ("Proview UK") upon a winding-up petition presented to the Court on 31 October 2013 by a director of Proview UK. Pursuant to the Order, Proview UK was wound up and an official receiver has been appointed as the liquidator by the Court.

On 21 April 2014, 廣東省深圳市鹽田區人民法院 ("Yantian Court") issued an enforcement order against Proview Technology (Shenzhen) Co., Ltd. ("PTS"), Proview Optronics (Shenzhen) Co., Ltd. ("POS") and Proview Wuhan, Proview Lighting Investment Corporation, A Linked Limited, Delighton Limited, the Company and Mr. YANG (collectively the "Claimed Persons"). Under a settlement agreement between the Claimed Persons and 中國民生銀行股份有限公司深圳分行 (the "Bank") on 12 November 2010, PTS owed the Bank a principal loan amount of approximately Rmb198 million with interest thereon at the rate of 10% per annum above the rate quoted by the People's Bank of China as well as the litigation costs (the "Debts").

Each of POS, Proview Wuhan, Proview Lighting Investment Corporation, A Link Limited, Delighton Limited, the Company and Mr. YANG agreed to be jointly and severally liable for the Debts. As security for the Debts, PTS pledged its rights on trademark "PROVIEW（唯冠）" and POS provided floating charge on all its raw materials, semi-finished goods and finished goods. Pursuant to the Order, certain trademarks "美格" and "MAG" registered in the name of Delighton Limited with value assessed at approximately Rmb5.2 million by a valuer appointed by Yantian Court, together with another trademark, will be put up for auction to repay the Debts.

2. BASIS OF PREPARATION (CONTINUED)

Loss of access to books and records of the Group

The Directors have used their best endeavors to locate all the financial and business records of the Group. As the access to most of the books and records of its subsidiaries have either been lost or seized by relevant liquidators or courts and most of the former accounting personnel of the Group have left. The Directors are unable to obtain sufficient information to satisfy themselves regarding the treatment of various transactions and balances of the Group for the years ended 30 June 2014 and 2013.

The financial statements have been prepared based on the available books and records maintained by the Group. However, in view of the lack of evidence described above, the Directors are unable to ascertain that the opening balances and corresponding figures of the Group for the years ended 30 June 2014 and 2013 have been properly reflected in the books and records and in the financial statements.

Any adjustment arising from the matters described above might have a significant consequential effect on the Group's results and financial position for the year ended 30 June 2014 and the related disclosures thereof in the financial statements.

Also, as a result of the matters described above, the corresponding figures shown in the financial statements may not be comparable with the figures for the current year.

Deconsolidation of subsidiaries

The financial statements have been prepared based on the books and records currently maintained by the Group. However, due to the lost of contact with ex-directors, the asset freezing orders initiated by the creditors and the liquidation of certain subsidiaries, the Directors considered that the control over the following subsidiaries had been lost since 1 January 2010. The results, assets and liabilities and cash flows of these subsidiaries were therefore deconsolidated from the financial statements of the Group since 1 January 2010:

- Essex Monitor (H.K.) Company Limited
- Gaintle Limited
- Delighton Limited
- Ningbo Prowell Electronic Co., Ltd. ("NPE")
- Proview Electronica do Brasil Ltda. ("PEB")
- Every Wonder Limited
- Proview Electronics Co., Ltd. ("PEC")
- Proview Group (L) Limited
- Proview Industrial Limited
- Proview Group Limited
- Proview International (UK) Limited ("Proview UK")
- Proview Product Europe S.A.
- PGL Europe B.V.
- Proview Optronics (Shenzhen) Co., Ltd. ("POS")
- Proview Services Limited
- Proview Technology (PRC) Limited
- Proview Technology (Wuhan) Co., Ltd. ("Proview Wuhan")
- Proview Technology (Shenzhen) Co., Ltd. ("PTS")
- Proview Technology, Inc.
- Proview Led Lighting (Shenzhen) Co., Ltd. ("PLL") (formerly: Yoke Technology (Shenzhen) Co., Ltd.)

2. BASIS OF PREPARATION (CONTINUED)

Going concern

The Group incurred a loss attributable to equity holders of the Company of approximately HK$22,008,000 for the year ended 30 June 2014 (2013: HK$4,853,000) and as at 30 June 2014 the Group had net liabilities of approximately HK$3,319,404,000 (2013: HK$3,297,396,000) respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

On 14 July 2011, a winding-up petition pursuant to section 72(3) of the Bermuda Companies Act 1981 (the "Act") was issued against the Company (the "Petition") for, among other things, its failure to hold its annual general meeting ("AGM") as required by section 71 of the Act. On 26 August 2011, a Winding-up Order was made by the Bermuda Court on an ex parte basis and the Official Receiver became Provisional Liquidator.

On 23 September 2011, the Company, the Investor and an Escrow Agent entered into an Escrow Agreement for implementing the Restructuring Proposal towards the Company. On 29 September 2011, the Bermuda Court ordered that the Winding-up Order be set aside and the Petition be dismissed by reason of, amongst other things, the lack of standing of the Petitioner, the lack of proper notice to the Board and material non-disclosure by the Petitioner.

In September and October 2011, the Company made application to the Courts of Bermuda and Hong Kong respectively for convening creditors meeting (the "Schemes"). The Bermuda Court ordered that a meeting with all creditors of the Company be convened for the purpose of considering the Bermuda scheme and if appropriate, approving it. However by an order of the Hong Kong Court dated 1 November 2011, the hearing for the ex parte originating summons for leave to convene the creditors' meeting for approval of the Hong Kong scheme be adjourned sine die with liberty to restore.

On 30 December 2011, the Stock Exchange placed the Company in the third stage of delisting procedures under Practice Note 17 of the Listing Rules.

On 30 November 2012, the Company's financial advisor submitted a Revised Resumption Proposal on behalf of the Company to the Listing (Review) Committee of the Stock Exchange, in compliance with Rule 13.24 of the Listing Rules since the First Resumption Proposal made on 13 June 2012 was considered not viable as decided by Listing (Review) Committee on 14 September 2012.

On 1 February 2013, the Listing (Review) Committee decided that the Revised Resumption Proposal dated 30 November 2012 constituted "new information" for the purpose of Rule 2B.11(5) of the Listing Rules and the Acquisition contemplated under the Revised Resumption Proposal as a Reverse Takeover under Rule 14.06(6)(a) of the Listing Rules. Accordingly, the Company would be treated as if it were a new listing applicant under Rule 14.54 of the Listing Rules and the Company is required to submit a new listing application for the Revised Resumption Proposal to the Stock Exchange and addressing such issue of potential material dilution of the existing shareholders' interests in the Company after the Acquisition as well as addressing:

2. BASIS OF PREPARATION (CONTINUED)

Going concern (Continued)

i) the complaints against existing and former directors of the Company;

ii) publish the overdue financial results required under the Listing Rules; and

iii) demonstrate adequate internal control system is in place.

On 28 February 2014, the Company (i) made the new listing application to the Stock Exchange, and (ii) provided to the Stock Exchange information to address the material dilution issue and information to demonstrate that the Company would meet all applicable Listing Rules regarding the above outstanding issues addressed by the Stock Exchange towards the Company.

Pursuant to the Revised Resumption Proposal, the Company entered into an Acquisition Agreement on 28 February 2014 (as supplemented by the Supplemental Acquisition Agreement entered into on 30 May 2014) to acquire effective interest in the entire equity interest in TCL Display Technology (Huizhou) Company Limited ("TCL Display") through the acquisition of 1 share in TCL Intelligent Display Electronics Limited and collectively 1,000,001 shares in Taixing Investment Limited ("Sale Shares") which constitutes a connected transaction and reverse takeover involving new listing application. As part of the Revised Resumption Proposal, the Company proposed to:

i) carry out the restructuring of its share capital, involving the Capital Reduction, the Share Consolidation, the Share Premium Reduction and the increase in Authorised Capital.

ii) carry out the restructuring of its indebtedness and liabilities pursuant to the Schemes in Hong Kong and Bermuda contemporaneously, issuance of 5-year bonds in the aggregate principal amount of HK$60 million, to be issued by the Company to TCL Industries Holdings (H.K.) Limited.

The above acquisition of Sale Shares at an aggregate consideratiion of HK$550 million would be satisfied by (a) HK$340.5 million by issuance and allotment of an aggregate of 972,857,143 new shares at HK$0.35 each to be issued by the Company; (b) convertible bonds worth HK$199.5 million, which are convertible into 570 million of shares at the initial conversion price of HK$0.35 each; and (c) issuance of 3-years bond in the principal amount of HK$10 million.

Upon completion of the capital restructuring and issuance of new shares for acquisition, the mandatory unconditional cash offer (the "Offer") would be undertaken pursuant to Rule 26.1 of the The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong ("Takeover Code").

Upon completion of the Offer and under the circumstance that not all of the Offers have been accepted, an Open Offer for possible issue of a maximum of 108,089,254 Open Offer Shares by the Company would be undertaken. Details refer to the Company's circular dated 30 June 2014 (the "Circular").

On 27 June 2014, the Stock Exchange approved in-principle the Company's new listing application and confirmed that they have no further comments on the Circular. The Stock Exchange will grant a formal and final approval before the trading in the Company's shares commences, on the condition that:

2. BASIS OF PREPARATION (CONTINUED)

Going concern (Continued)

(1) the documentary requirements under Chapters 9 and 19 of the Listing Rules are followed; and

(2) the Listing Division is satisfied with the contents of the published version of the Circular.

As the approval is not yet a formal approval of the new listing application, the conditions stated by the Listing Division are not necessarily exhaustive. The Stock Exchange may impose additional conditions in the formal approval letter of the Stock Exchange if circumstances require. The Resumption is also subject to completion of all the transactions under the Circular.

The financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on or after 1 July 2013. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company's accounting policies, presentation of the financial statements and amounts reported for the current and prior periods.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires management to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 5 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in HK Dollars ("HK$"), which is the Company's functional and presentation currency.

b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation (Continued)

c) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

– Assets and liabilities for each statement of financial position presented are translated at the closing rate prevailing at the end of the reporting period;

– Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

– All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the separate component of equity. When a foreign operation is sold, such exchange differences are recognised in the consolidated profit or loss as part of the gain or loss on disposal.

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. 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 is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the carrying amount of the receivables and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the recoverable amount of the receivables can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and are subsequently measured at the higher of:

– the amount of the obligations under the contracts, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and

– the amount initially recognised less cumulative amortisation recognised in profit or loss on a straight-line basis over the term of the guarantee contracts.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Employee benefits

The Group contributes to defined contribution retirement benefit plans/state-managed retirement benefits schemes/Mandatory Provident Fund Scheme which are available to all employees where they are located. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

Taxation

Income tax represents the sum of the current tax and deferred tax.

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Related parties

A related party is a person or entity that is related to the Group.

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

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) a member of the key management personnel of the Group or of a parent of the Group.

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

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the end of the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the application of the Group's accounting policies, which are described in note 4 to the financial statements, the Directors 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.

In the process of applying the accounting policies, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

a) Going concern basis

These financial statements have been prepared on a going concern basis, the validity of which depends upon the Group being able to achieve a successful restructuring and continue its business. Details are explained in note 2 to the financial statements.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

Critical judgements in applying accounting policies (Continued)

b) Deconsolidation of subsidiaries

The financial statements have been prepared based on the books and records maintained by the Group. However, the Directors considered that the control over the Company's subsidiaries has been lost since 1 January 2010. The results, assets and liabilities and cash flows of these subsidiaries were deconsolidated from the financial statements of the Group since then. Details are explained in note 2 to the financial statements.

Key sources of estimation uncertainty

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, are discussed below.

a) Financial guarantee liabilities

The determination of the financial guarantee liabilities involves management's estimation. The Group assesses the probability and magnitude of the outflow of resources embodying economic benefits will be required to settle the obligations and if the expectation differs from the original estimate, such a difference may impact the carrying amount of the financial guarantee liabilities as at 30 June 2014.

b) Income tax

The Group may 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 in the period in which such determination is made.

6. FINANCIAL RISK MANAGEMENT

The Group has exposure to liquidity risk from its use of financial instruments. This note presents information about the Group's exposure to the aforesaid risk and the Group's objectives, policies and processes for measuring and managing risk.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. All financial liabilities of the Group are matured less than 1 month.

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group also monitors the current and expected liquidity requirements regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. Upon the discovery of any default, the Group would negotiate immediately with the relevant lenders for proper arrangement in order to maintain sufficient working capital.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts, where appropriate.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the statement of financial position approximate their respective fair values.

7. TURNOVER

The Group has no revenue generated for the year (2013: Nil).

8. LOSS BEFORE TAX

The Group's loss before tax is stated after charging the following:

	2014 **HK$'000**	2013 HK$'000
Directors' emoluments		
As directors	**–**	–
For management	**1,320**	1,464
	1,320	1,464
Staff costs including directors' emoluments		
Salaries, bonus and allowances	**1,512**	1,635
Auditor's remuneration	**300**	300

9. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made for the year ended 30 June 2014 as the Group did not generate any assessable profits arising in Hong Kong during the year.

The Company is incorporated in Bermuda and is exempted from taxation in Bermuda.

The reconciliation between the income tax expense and the loss before tax is as follows:

	2014 **HK$'000**	2013 HK$'000
Loss before tax	**(22,008)**	(4,853)
Notional tax expense on loss before tax, calculated at the rates applicable in the tax jurisdictions concerned (16.5%)	**(3,631)**	(801)
Tax effect of expenses that are not deductible	**3,631**	801
	–	–

10. DIRECTORS' EMOLUMENTS

The emoluments of each Director were as follows:

	Fees **HK$'000**	**Basic salaries, allowances and benefits in-kind** **HK$'000**	**Share-based payments** **HK$'000**	**Retirement benefit scheme contributions** **HK$'000**	**Total** **HK$'000**
Name of executive directors					
LU Gui-fang	**–**	**120**	**–**	**–**	**120**
CHANG I-Sun	**–**	**120**	**–**	**–**	**120**
HAN Su	**–**	**120**	**–**	**–**	**120**
YU Genming	**–**	**120**	**–**	**–**	**120**
SUN Min	**–**	**840**	**–**	**–**	**840**
Total for 2014	**–**	**1,320**	**–**	**–**	**1,320**

	Fees HK$'000	Basic salaries, allowances and benefits in-kind HK$'000	Share-based payments HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Name of executive directors					
LU Gui-fang	–	150	–	–	150
CHANG I-Sun	–	141	–	–	141
HAN Su	–	198	–	–	198
YU Genming	–	135	–	–	135
SUN Min	–	840	–	–	840
Total for 2013	–	1,464	–	–	1,464

10. DIRECTORS' EMOLUMENTS (CONTINUED)

During the years ended 30 June 2014 and 2013, no amounts were paid or payable to the directors as an inducement to join the Group or as a compensation for loss of office and no director waived any emoluments.

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals of the Group during the years ended 30 June 2014 and 2013 were all directors of the Company, details of whose emoluments are reflected in the analysis presented above.

During the years ended 30 June 2014 and 2013, no emoluments were paid or payable to the five highest paid individuals (including directors and other employees) as an inducement to join the Group or as a compensation for loss of office.

12. LOSS PER SHARE

Basic and diluted loss per share

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of approximately HK$22,008,000 (2013: HK$4,853,000) and the weighted average number of approximately 772,009,000 ordinary shares (2013: approximately 772,009,000 ordinary shares) in issue during the year.

13. ACCRUALS AND OTHER PAYABLES

	2014	2013
	HK$'000	HK$'000
Accruals and other payables (note (a))	**107,308**	87,739
Due to a director (note (b))	**5**	351
Due to deconsolidated subsidiaries (note (b))	**402,095**	399,310
	509,408	487,400

Notes:

(a) All amounts of the accruals and other payables as stated above were recognised based on the books and records of the Group made available to the Directors.

Included in other payables is an amount due to the Investor of which shall be borne at 5% interest on the outstanding loan commencing from the date completion of the Acquisition Agreement took place and repaid by the Company in the following manner:

i) as to 50% thereof within 12 months of Resumption; and
ii) as to 50% thereof within 18 months of Resumption ("Final Repayment Date")

(b) The amounts due to a director and deconsolidated subsidiaries are unsecured, non-interest bearing and have no fixed term of repayment.

14. FINANCIAL GUARANTEE LIABILITIES

The financial guarantee liabilities represented the borrowings due by the Company's subsidiaries which were deconsolidated from the consolidated financial statements of the Company since 1 January 2010. Since the Company provided corporate guarantee for these borrowings, the Company was therefore liable to the financial guarantee liabilities at the end of the reporting period.

15. SHARE CAPITAL

	2014		2013	
	Number of shares '000	**Amount HK$'000**	Number of shares '000	Amount HK$'000
Authorised:				
Ordinary shares of HK$0.1 each	**2,000,000**	**200,000**	2,000,000	200,000
Issued and fully paid:				
Ordinary shares of HK$0.1 each	**772,009**	**77,200**	772,009	77,200

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meeting of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

16. RESERVES

a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity.

b) Company

	Share premium HK$'000	**Contributed surplus** HK$'000	**Accumulated losses** HK$'000	**Total** HK$'000
At 1 July 2012	316,692	162,374	(3,848,809)	(3,369,743)
Loss for the year	–	–	(4,853)	(4,853)
At 30 June 2013	316,692	162,374	(3,853,662)	(3,374,596)
At 1 July 2013	**316,692**	**162,374**	**(3,853,662)**	**(3,374,596)**
Loss for the year	**–**	**–**	**(22,008)**	**(22,008)**
At 30 June 2014	**316,692**	**162,374**	**(3,875,670)**	**(3,396,604)**

16. RESERVES (CONTINUED)

c) Nature and purpose of reserves

(i) Share Premium

In accordance with Section 40 of the Bermuda Companies Act 1981, the share premium account of the Company is distributable to the shareholders of the Company in the form of fully paid bonus shares.

(ii) Contributed surplus

Contributed surplus represents the difference between the aggregate amount of the nominal values of the share capital of the subsidiaries acquired under the reorganisation scheme of the Group held in 1997 and the nominal value of the share capital of the Company issued in the Stock Exchange.

Under the Bermuda Companies Act 1981, the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if: (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

17. RETIREMENT BENEFIT SCHEMES

The Group is required to make contributions to state pension schemes in the PRC and defined contribution plans in Taiwan and Brazil based on certain percentages of the monthly salaries of the employees of its subsidiaries operating in the relevant locations. The Group has no other obligations under these pension schemes/plans other than the contribution payments.

18. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had no significant capital commitment.

19. LITIGATIONS

There are litigations being undertaken against and for the Group as at and after the end of the reporting period, details of which are summarised as follows:

(a) Apple Inc (1st Plaintiff) and IP Application Development Limited (2nd Plaintiff) vs the Company (1st Defendant); Proview Electronics Co. Ltd. (2nd Defendant); Proview Technology (Shenzhen) Co., Ltd. (3rd Defendant); YANG Long-san, Rowell (4th Defendant); and Yoke Technology (Shenzhen) Co. Ltd. (5th Defendant) – High Court Action 739 of 2010

On 25 June 2010, the Plaintiffs alleged that there was an agreement entered into in or about December 2009 between the 2nd Plaintiff and the Company, 2nd and 3rd Defendants in relation to the sale, transfer and assignment of certain Trademarks. It was given to understand that the 2nd Defendant was the sole propertier of such Trademarks. However, it found out that the 3rd Defendant instead is the registered proprietor of the Trademarks during the process of making application to the Trademarks Office of the PRC to assign the Trademarks from the 2nd Defendant to the 1st Plaintiff. As such, the 3rd Defendant has to execute a replacement assignment of the Trademarks in honouring the transfer and assign of the Trademarks to the 1st Plaintiff.

The Plaintiffs claimed (i) the specific performance of the agreement for the transfer and assignment of the Trademarks made between the counterparties as before; (ii) the declaration that the 3rd and/or 5th Defendant merely held the Trademarks on trust for the Plaintiff's benefits; (iii) including the Company as constructive trustee and liable to the Plaintiffs; (iv) the injunction against the Company, and all of the remaining Defendants from selling, transferring, disposing the Trademarks without the Plaintiff's consent, nor to make any oral or written representation to any person that they have any title or rights in the Trademarks; (v) damages for conspiracy, equitable compensation, interest and costs, etc.

On 25 June 2012, a settlement was reached in relation to a related proceedings taken out by the Plaintiffs against the 3rd Defendant in the PRC Shenzhen Court. The terms of the settlement resulted in the resolution of the dispute matter, including the current action.

By an order on 12 September 2012, it was ordered that all further proceedings in the action be stayed with liberty to the Plaintiffs to restore the same upon giving 21 days' notice in writing.

The proceedings were discontinued with the leave of the Court and prior injunction orders were discharged under order made by the Court on 9 July 2014.

(b) China Development Bank Corporation (Plaintiff) vs the Company (Defendant) – High Court Action 623 of 2011

On 28 December 2006, the Plaintiff entered into a loan agreement with Proview Technology (Shenzhen) Co., Ltd. for a loan of Rmb100 million. The Company and YANG Long-san, Rowell executed 2 separate deeds of guarantee both dated 28 December 2006 in favor of the Plaintiff for repayment of such loan within 30 days after demand from the Plaintiff. An extension agreement dated 17 September 2009 was signed by the Company, Proview Technology (Shenzhen) Co., Ltd. and YANG Long-san, Rowell as supplementary of the initial Loan Agreement. Despite a settlement agreement dated 10 September 2010 was entered among all 4 parties, Proview Technology (Shenzhen) Co., Ltd, YANG Long-san, Rowell has nonetheless failed to repay the loan.

19. LITIGATIONS (CONTINUED)

(b) *China Development Bank Corporation (Plaintiff) vs the Company (Defendant) – High Court Action 623 of 2011 (Continued)*

The Plaintiff thus claimed against the Company for the judgement debt, interest and costs for relief. Since the Company has not filed any Notice of Intention to defend, the Court entered the judgement for the Plaintiff on 7 June 2011 for (i) the judgement sum of approximately Rmb88 million; (ii) interest on the sum of Rmb80 million at Rmblending rate times 150% from 21 March 2011 to 7 June 2011, and (iii) at judgement rate of 8% thereafter and fix costs of HK$11,045.

The Plaintiff made 5 Garnishee Order to Show Cause on 19 August 2011 against 5 bankers of the Company. By an order on 28 September 2011, the Garnishee Order made against the HSBC was made absolute, i.e. approximately of HK$260,000 of the Company was garnisheed.

(c) *The Company (Plaintiff) vs Ms. HUI Siu-ling, Elina (1st Defendant) and Ms. WANG Pik-lan (2nd Defendant) – High Court Action 1564 of 2011*

On 14 September 2011, the Company commenced legal proceedings against HUI and WANG in the Court of First Instance of the High Court of HKSAR for their breach of duties and refusal to cooperating with the Board by: (i) failing and/or refusing to provide the documents, records, and accounts of the Company to the Board; (ii) changing the bank mandate for operating the bank accounts of the Company; and (iii) failing to notify the Company of the winding-up proceedings commenced against the Company in Bermuda, such that the Board had to incur substantial costs in contesting the Bermuda proceedings and setting aside the winding-up order.

On 24 February 2012, the Defendants defended that they were not handed over the proper control of management, business, operations, finance, accounts and affairs of the Group by the ex-chairman – YANG Long-san, Rowell, who was at all material time and in actual control of the said matters. It was denied that they had ever agreed to deliver such items to the Company.

The Company had not filed any Reply or provided any Answer to the Request for Further and Better Particulars of the Statement of Claim. In addition, by an order dated 27 April 2012, the Company's legal adviser – Henry Wai & Co. ceased to act as the Company's solicitors, the action had been dormant hitherto.

(d) *The Company applied under Order 102, Rule 2 of the Rules of the High Court of HKSAR and in accordance with Section 166(1) of the Companies Ordinance – High Court Miscellaneous Proceedings 1918 of 2011*

The Company filed an exparte originating summons to the Hong Kong Court on 20 September 2011 to convene a meeting of the creditors of the Company other than preferential creditors to consider, if thought fit, approve with or without modification a proposed scheme of arrangement. The Bermuda Court ordered that a meeting with all creditors of the Company be convened for the purpose of considering the Bermuda scheme and if appropriate, approving it.

By an order of the Hong Kong Court dated 1 November 2011, the hearing for the ex parte originating summons for leave to convene the creditors' meeting for approval of the Hong Kong scheme be adjourned sine die with liberty to restore. By an order dated 27 April 2012, the Company's legal adviser – Henry Wai & Co. ceased to act as the Company's solicitors.

19. LITIGATIONS (CONTINUED)

(e) *3M Hong Kong Limited (Plaintiff) vs the Company (Defendant) – District Court Civil Action 4675 of 2009*

Pursuant to an oral agreement and evidenced by a letter dated 25 November 2002, Proview Group (L) Limited – a then-subsidiariy of the Company had agreed to make purchase from the Plaintiff and the Company provided the Plaintiff with a continuing guarantee whereby in the event of default payment of Proview Group (L) Limited and the Company had to be immediately liable for settlement. Despite numerous demands, Proview Group (L) Limited failed to settle its outstanding dues to the Plaintiff.

The Plaintiff thereby claimed against the Company for: (i) the net outstanding sum of approximately US$30,000; (ii) interest; (iii) costs; and (iv) further or other relief. On 17 February 2011, the District Court of HKSAR ordered that the Plaintiff do have leave to wholly discontinue its claim with no order as to costs.

(f) *Henry Wai & Company (Plaintiff) vs the Company (Defendant) – District Court Civil Action 1694 of 2012*

On 23 May 2012, the Plaintiff filed a Statement of Claim for: (i) the sums of approximately HK$392,000 and US$43,000 being fees and disbursements of professional services rendered by the Plaintiff to the Company; (ii) interests of the said sums in the aforesaid; (iii) costs; and (iv) further or other relief.

As the Company had not filed any Notice of Intention to Defend, the District Court of HKSAR entered judgement for the Plaintiff on 13 September 2012 for: (i) the judgement sum of approximately HK$392,000 and US$43,000; (ii) interest on the respective sums at judgement rate of 8% from 23 May 2012 until payment and (iii) fix costs of approximately HK$7,000.

(g) *Capital Financial Press Limited (Claimant) vs the Company (Defendant) – Small Claim Tribunal 30860 of 2011*

On 27 October 2011, the Company was ordered to pay the Claimant (i) sum of HK$26,000; (ii) pre-judgement interest on the said sum at judgement rate from 1 August 2011 to 27 October 2011; (iii) costs in the sum of HK$120; and (iv) post judgement interest on the sum of the aforesaid together at the judgement rate from 27 October 2011 until payment.

(h) *High Court Miscellaneous Proceedings 1392 of 2014*

The Company filed an originating summons to the Hong Kong Court on 9 June 2014 for leave to convene a Scheme Meeting (as defined in the Circular) to consider, and if thought fit, approve the Hong Kong Scheme (as defined in the Circular).

The originating summons was heard by the Hong Kong Court on 12 August 2014, whereat the Hong Kong Court granted leave to the Company to convene the Scheme Meeting, and gave certain directions on the convening of such meeting.

19. LITIGATIONS (CONTINUED)

(i) *Supreme Court of Bermuda (Commercial Court) Civil Jurisdiction 2014: No. 235*

The Company filed an originating summons to the Bermuda Court on 20 June 2014 for leave to convene a Scheme Meeting (as defined in the Circular) to consider, and if thought fit, approve the Bermuda Scheme (as defined in the Circular). The originating summons was heard by the Bermuda Court on 3 July 2014, whereat the Bermuda Court granted leave to the Company to convene the Scheme Meeting, and gave certain directions on the convening of such meeting.

20. CONTINGENT LIABILITIES

A full search of the contingent liabilities of the Group and its deconsolidated subsidiaries has not been conducted. Upon the Schemes (as defined in the Circular) becoming effective, all claims against the Company will be subject to a formal adjudication process, dealt with and compromised under the provisions thereof.

Other than those disclosed in the litigations above, the Directors do not aware of any significant contingent liabilities of the Group at the end of the reporting period.

21. MATERIAL RELATED PARTY TRANSACTONS

In addition to the transactions/information disclosed elsewhere in these financial statements, during the year, the Group had the following transactions with related parties:

Related party	**Nature of transactions**	**2014 HK$'000**	2013 HK$'000
Key management personnel, including the Company's directors and all of the highest pay employees	Short-term benefits	**1,320**	1,464

22. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, there are certain updates on the Company's corporate development, changes of the Company's directors, litigation involved, and details of which are stated in notes 2, 10 and 19 to the financial statements and the related public announcements of the Company on the Stock Exchange.

23. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	**2014** **HK$'000**	2013 HK$'000
Total assets		**4**	4
Total liabilities		**(3,319,408)**	(3,297,400)
NET LIABILITIES		**(3,319,404)**	(3,297,396)
Capital and reserves			
Share capital	15	**77,200**	77,200
Reserves	16	**(3,396,604)**	(3,374,596)
TOTAL EQUITY		**(3,319,404)**	(3,297,396)

24. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 8 October 2014.

Five Year Financial Summary

The following table summarises the results, and the assets and liabilities of the Group for each of five years ended 30 June:

RESULTS

	For the years ended 30 June				
	2010	2011	2012	2013	**2014**
	HK$'000	HK$'000	HK$'000	HK$'000	**HK$'000**
Revenue	593,751	–	–	–	**–**
Loss before tax	(1,666,406)	(815)	(4,283)	(4,853)	**(22,008)**
Income tax expense	(45)	–	–	–	**–**
Loss for the year	(1,666,451)	(815)	(4,283)	(4,853)	**(22,008)**
Attributable to:					
Owners of the Company	(1,661,136)	(815)	(4,283)	(4,853)	**(22,008)**
Non-controlling interests	(5,315)	–	–	–	**–**
	(1,666,451)	(815)	(4,283)	(4,853)	**(22,008)**
Earnings per share:					
Basic and diluted (HK cents)	(215.17)	(0.11)	(0.11)	(0.63)	**(2.85)**

ASSETS AND LIABILITIES

	As at 30 June				
	2010	2011	2012	2013	**2014**
	HK$'000	HK$'000	HK$'000	HK$'000	**HK$'000**
Current assets	–	–	–	4	**4**
Total assets	–	–	–	4	**4**
Current liabilities	(3,287,445)	(3,288,260)	(3,292,543)	(3,297,400)	**(3,319,408)**
Total liabilities	(3,287,445)	(3,288,260)	(3,292,543)	(3,297,400)	**(3,319,408)**
Net liabilities	(3,287,445)	(3,288,260)	(3,292,543)	(3,297,396)	**(3,319,404)**
Equity attributable to:					
Owners of the Company	(3,287,445)	(3,288,260)	(3,292,543)	(3,297,396)	**(3,319,404)**