



ANNUAL
REPORT 2015



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*This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**") except for the matters in connection with the listing requirements for mineral, oil and gas companies. The Shareholders should note the Company's non-compliance with the listing requirements for mineral, oil and gas companies. The Company's Sponsor has not independently verified the contents of this annual report including the correctness of any of the figures used, statements or opinions made.*

This annual report has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this annual report including the correctness of any of the statements or opinions made or reports contained in this annual report.

*The contact person for the Sponsor is Mr. Liao H. K.
Telephone number: 6221 0271*

CORPORATE PROFILE



Infinio Group Limited (“Infinio” and together with its subsidiaries, the “Company”) is primarily engaged in the exploration and mining of gold mineral resources in Australia. The company is involved in operations in Australia, Indonesia and Singapore.

The Company completed the first step towards its transformation into a mining and resource company with the acquisition of the Birthday Mine in Western Australia. The Birthday Mine is a small gold mine comprising an area of 54.25 Ha in Western Australia. The company also holds a General Purposed Lease

(G77/123) adjoining the existing mining lease area. The company aims to bring the mine into operation in the current year and has been actively exploring other Mineral related business in the region.

With a view to build a new and stable earnings stream for the future, Infinio is continuing to seek investment opportunities to develop its portfolio of mineral and resource related operations.

Infinio is a Mineral Oil and Gas (“MOG”) company and is listed on the Catalist board of the SGX-ST.

LETTER TO SHAREHOLDERS

Dear Shareholders,

Infinio Group together with its subsidiaries completed its transformation into a mining company with the acquisition of the Birthday Mine. It remained another challenging year for the company as the Group embarked on its new business and also sought related business opportunities. The acquisition of the Birthday Mine marked a milestone in the Group's foray into the mining industry, however operations in general remained hampered by the limited funding available to the company.

The Group remained reliant on the equity linked note as the primary source of funding and this has been necessary to keep the company going, in absence of a major funding injection to enable the company to take a major step toward operational self-sufficiency.

Management recognises that the existing business requires significant funding to get operational however we have not been able to secure agreement on funding for projects. Accordingly the company continues to face difficulty in establishing or securing a stable business that can generate good cash flow.

The company continues to search for investors and projects which will enable the company to establish a stable business and develop new business opportunities. The management remains committed to the Group with a view to adopt a slow and steady growth approach.

Moving forward, the company still aims to grow through strategic investment and acquisitions and trading in the resource industry as well as any opportunities with a high chance of success.

LIM YEOW SUN
EXECUTIVE DIRECTOR



BOARD OF DIRECTORS



MR LIM YEOW SUN
EXECUTIVE DIRECTOR

MR LIM has previously represented BF Goodrich Aerospace as their exclusive representative in Indonesia for the aviation industry. He was also involved in minerals and resources trading and coal and gold related processing equipment, and has more than 30 years of experience in the jewellery industries. His network of contacts and prior experience in business development and resource trading stands him in good stead to help spearhead the Company's diversification of the business of the Group into mining-related businesses.



MR WONG KUAN KIT KEITH
EXECUTIVE DIRECTOR

MR WONG was formerly an Executive Director of Infinio Group up to 2010. He then joined a quartz mining company as Chief Operating Officer. He was also providing advisory services to an Australian listed company involved in the acquisition of several coal mines. He was reappointed as a Non-Executive Director of Infinio Group in October 2011 and has now returned on a fulltime basis.

Mr Wong has more than 15 years of experience in business and financial advisory. He was previously a consultant with KPMG business advisory and corporate finance, in charge of valuation and the mergers and acquisition group. He also director of a resource trading company.

Mr Wong holds a Bachelor of Arts (Accounting and Finance) from the University of Leeds in the UK and a Master of Business Administration (Finance) from the Leeds University Business School.



MR HONG SEONG SOO
NON-EXECUTIVE DIRECTOR

MR HONG has served as a Director of our Group since June 2003. He acted as the Group's Acting CEO and served as CEO of Infinio Korea Co., Ltd, the Group's wholly-owned subsidiary before his resignation as Executive Director of our group. He was re-appointed as a Non- Executive Director of the Group on 4 December 2012.

He has more than 20 years of international experience in Marketing and Project Management in the media content industry. He also has a broad range of expertise in strategic management, market development, operations, finance and human resource management. Both the Group and its subsidiaries have benefited from his strong worldwide network relationships in the industry, as well as his vast experience in multimedia education content, solution and delivery device. He is also a director of Gamespark Pte Ltd and Onegame Pte Ltd.

Mr Hong holds a Bachelor of Business Administration from Korea University.

BOARD OF DIRECTORS



MR ANDY KUN SWEE TIONG
INDEPENDENT DIRECTOR

MR KUN has served as an Independent Director of our Group since 4 June 2009 and currently chairs the Board's Nominating Committee.

He is currently the Director of Green Laurel Pte. Ltd. Mr Kun has vast experience in banking and finance and was with Singapore Banking Corporation Ltd (SBC Bank) in Cambodia for 21 years where he had held different management roles as well as President & CEO, and had been instrumental in transforming the bank into one of the country's most dynamic institutions in terms of banking, customer and community services. He retired from SBC Bank as Executive Chairman on 30 September 2013. Mr Kun had also served more than 20 years in the Association of Banks in Cambodia during which he had held various leadership roles including the position of Secretary General, Vice Chairman and Chairman. In addition, he was Chairman of the Cambodia Institute of Banking from 2003 – 2012, and a board member of the country's Rural Electrification Fund ran by the Ministry of Industry, Mines & Energy from 2006 – 2012.

Mr Kun holds a Bachelor of Commerce (Accounting and Finance) from Murdoch University in Australia.



MR CHOO SIEW LOHK
INDEPENDENT DIRECTOR

MR CHOO has served as an Independent Director of our Group since 31st March 2014.

Mr Choo is Managing Director of StarQuartet Resources Pte Ltd concentrating on minerals mining activities in Indonesia and Malaysia and has been an Executive Director for NewOcean Resources (Singapore) Pte Ltd, a subsidiary of NewOcean Energy Holdings Limited listed on Hong Kong Stock Exchange involving the sales and distribution of liquefied petroleum gas ("LPG") and oil products business.

He has 16 years of experience in global mineral commodities and mining projects primary in Asia.

Mr Choo holds a Bachelor of Science (Computer Engineering) from California State University of Long Beach in USA.



OPERATIONS REVIEW



It was another challenging year for the company as the Group Embarked on its new business. The acquisition of the Birthday Mine marked a milestone in the Group's foray into the Mining industry, however operations in general remained hampered by the limited funding available to the company.

The company continues to face difficulty in establishing or securing a stable business that can generate good cash flow.

Mining

With the acquisition of the Birthday Mine in 2014, the Company is an MOG company and it had undertaken to commission and complete the JORC report upon completion of the acquisition. However, while work has commenced with that intention, the Company has not yet been able to provide the needed resources confirmation in accordance with JORC guidelines for the completion of the JORC report.

The Company had announced on 16 June 2014 that the drilling program will commence that week and was to be conducted in two phases with a total of 29 holes planned and a total drill length of 3400m centred around the existing mine shaft. This was intended for the purposes of confirming the nature of the quartz vein mineralisation at depth and to identify resource targets. Reverse Circulation ("RC") drilling was used to test the extent of the mineralised quartz vein at the Birthday Mine. McKay Drilling was engaged by the Company for the needed drilling program. The drilling program was intended to:

- Determine the presence of mineralisation beyond the extents of the previously operating mine;

- Understand the geometry and controls on mineralisation;
- If sufficient mineralisation was identified, delineate a mineral resource in accordance with the JORC (2012) Edition Guidelines; and
- Utilise the drill results to form the basis of a development strategy for the project.

The initial drilling was carried out between 23 June 2014 to 2 July 2014. Unfortunately, due to funding constraints, the drilling program was put on hold since 2 July 2014 with the intention to recommence drilling later, pending further injection of funds. No reports were produced as the Company intended to finalise all planned drilling before carrying out the analysis and report on the resource. However, as funding problems persisted, in early September 2014, the Company requested a summary of findings from Geonomics Australia, a geological consultancy firm who provides geological services appointed by the Company for the purposes of inter alia preparation for JORC report, based on the limited drilling conducted. The Company carried out only 11 RC drill holes for a total length of 1,409m of drilling, out of the 29 holes planned initially. Due to significantly reduced drill holes, the Company was informed by the geological team that there was insufficient information to delineate any resource. Accordingly, no JORC report has been commissioned at this point.

Due to the limited drilling, there were significantly less findings than the Company had hoped for and the results returned from the drilling have indicated that mineralisation is particularly patchy and inconsistent. The best result

obtained from drilling was 1m @ 5.1g/t Au and according to Geonometrics Australia, "Mineralisation was confirmed to persist beyond the extents of the historical workings albeit at a lower grade than what was previously mined, the anomalous lower grade intercepts additionally confirm the perseverance of the structures along strike".

With the limited information the Company was only able to conclude that mineralisation was confirmed beyond the historical workings, albeit at a lower grade than what was previously mined. The anomalous lower grade intercepts additionally confirm the perseverance of the structures along the strike. Mineralisation appears particularly patchy and without further exploration or drilling, does not provide sufficient information required to define a mineral resource in compliance with JORC guidelines. An option proposed was further underground based drilling to test the extension of mineralisation. However, the summary of findings from Geonometrics Australia also highlighted the risk and the technical difficulties in connection with the underground based drilling.

Further discussion with various geologists also suggested that a better approach to the mining would be to drive excavation 40m to 50m further from the bottom of existing workings and to fan out several short diamond drill holes towards targeted areas. Pending further injection of funds, the Company has been unable to proceed with these mining plans.

The Directors are of the view that while mining is a high risk business, the mine remains a viable business if the requisite funding for the operations can be raised. The Company hopes to recommence work on the development work on the mine upon receipt of funding. The gold mines in the area are well known for high grade albeit patchy resources, accordingly the management believes that with proper targeting of the mineral resource, the gold can be mined at relatively lower cost as the higher grades gold ore typically require less cost to process and will generate higher gold yields. The Directors and Audit Committee are of the opinion, taken into consideration opinion from other geologists (whom they have consulted) that the lack of results or findings from the limited drilling should not be deemed as an indication of non-presence of a resource, rather the lack of drilling done vis-a-vis the drilling plan resulted in insufficient information generated and thus it is too preliminary to conclude. The mine site covers an area of approximately 54 hectares, however the actually drilling only covered a single line of approximately 200m in length. The RC drilling approach relies on drill holes located at approximately 20m intervals, hence the likely hood of achieving good results can only be increased with more drilling.

Time is needed for additional drilling, work and studies for the mine before the commissioning or completion of the JORC report and as this requires significant additional

funding, the Company is unable to comply with the Catalist Rules with respect to the needed disclosures. Accordingly, this Annual Report does not contain the required disclosures in accordance with MOG guidelines.

The Directors are considering an application to the Exchange, for an extension of the time to comply with requirements to meet the MOG requirements (including the required disclosure requirement in this Annual Report). Appropriate announcements will be made in due course on the status of application and updates for the said mine.

An application for extension has not been made as at the date of this Annual Report.

Shareholders are advised that in the absence of funding to be arranged, for inter alia the preliminary drilling for the preparation of, commissioning and completing of a JORC report to satisfy and comply with the Catalist Rules for MOG companies and the updates or results of such reports (including preliminary findings) on the mining activities, they should exercise caution in trading of the Company's securities.

Online gaming payments

The online payments business continued to operate on a fully outsourced basis during the year, contributing the only revenue of the group pending commencement of the other operations. However there was a slight decline in total revenue collected due to a slight reduction in online game payments from the territories covered by the license. The web portal license was initially acquired by Onegame for a period of 10 years from commencement of operations on 9 June 2005. Accordingly the license had expired this year on 9 June 2015 and will not be renewed as this is not in line with the strategic business for the Group. Hence, the revenue fees in relation to the online payment business will effectively cease.

For the year ended 31 March 2015, the revenue fees collected amounted to \$45,000 which is the only source of revenue for the Group. Other than the discontinuance of revenue from this business, there is no other significant financial impact on the balance sheet of the Group as the investment in Onegame had been fully amortised as at 31 March 2015.

Moving Forward

The company continues to search for investors and projects which will enable the company to establish a stable business and develop new business opportunities. The management remains committed to with a view to adopt a slow and steady growth approach.

Moving forward, the company aims to grow through strategic investment and acquisitions and trading in the resource industry as well as any opportunities with a high chance of success.

CORPORATE DIRECTORY

Board of Directors

Lim Yeow Sun	<i>Executive Director</i>
Wong Kuan Kit Keith	<i>Executive Director</i>
Hong Seong Soo	<i>Non-Executive Director</i>
Kun Swee Tiong Andy	<i>Independent Director</i>
Choo Siew Lohk	<i>Independent Director</i>

Nominating Committee

Kun Swee Tiong Andy	<i>Chairman</i>
Hong Seong Soo	<i>Member</i>
Choo Siew Lohk	<i>Member</i>

Audit Committee

Hong Seong Soo	<i>Chairman</i>
Kun Swee Tiong Andy	<i>Member</i>
Choo Siew Lohk	<i>Member</i>

Remuneration Committee

Hong Seong Soo	<i>Chairman</i>
Kun Swee Tiong Andy	<i>Member</i>
Choo Siew Lohk	<i>Member</i>

Company Secretary

Lee Bee Fong

Registered Office

80 Robinson Road #02-00
Singapore 068898
Tel: 6236 3333, Fax: 6236 4399

Place of Business

2 Leng Kee Road #03-04
Thye Hong Centre
Singapore 159086
Tel: 6336 2338, Fax: 6336 6929

Share Registrar and Share Transfer Office

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte Ltd)
80 Robinson Road #02-00
Singapore 068898

Independent Auditor

Foo Kon Tan LLP
(formerly known as Foo Kon Tan Grant Thornton LLP)
47 Hill Street #05-01
Singapore Chinese Chamber of
Commerce & Industry Bldg
Singapore 179365
Partner in Charge: Raymond Kong Chih Hsiang
Financial year appointed: 31 March 2015

Principal Bankers

United Overseas Bank Limited
Standard Chartered Bank

FINANCIAL REVIEW

The Group's revenue for the financial year ended 31 March 2015 ("FY2015") decreased by 8% to S\$45,000 as compared to S\$49,000, the same period of the immediately preceding year. The revenue contribution was mainly due to license fees received from the online games payments business which continues to operate albeit on a small scale, with its operations outsourced the operations have been profitable however the license in respect of the online payment portal expired on 9th June 2015, this business will cease from that date. Following the acquisition of the Birthday Gold Mine, the Company has conducted surveys and some exploratory drilling at the mine, but has not yet commenced significant mining operations.

The Group has been constantly seeking out new business opportunities in order to transform the company into a stable and sustainable one.

During the period under review, the Group has taken initiatives on cost management to consolidate resources. Administrative expenses increased mainly to contractor works in relation to the gold mine operation. External consultancy fees were reduced significantly from S\$0.217 million to S\$5,000 as the company employed full time executives rather than relying on external consultants, accordingly, employee compensation increased 89% from S\$0.361 million to S\$0.681 million. Legal and professional fees were also reduced by 46% to S\$0.119 million from S\$0.22 million as there were less corporate actions during the year.

With the commencement of the mining business, the Group had commenced surveys and some exploratory drilling at the Birthday Mine, however the results did not produce sufficient information on the resource

to commence a comprehensive mining plan. With the initial survey and exploration costs, amortization of the mining assets and the significant decline in gold price which resulted in the compression of valuations in the gold industry during the current financial year the management recognised an impairment loss of S\$1.2 million on the carrying amount of mining rights, the Group's net loss increased by 112% from S\$1.598 million in FY2014 to S\$3.394 million in FY2015. Progress in relation mining operations has been hampered by limited funding and the management has been in discussion with stakeholders and prospective investors to resolve this.

FINANCIAL POSITION AND CASH FLOW ANALYSIS

The Group's cash inflow for FY2015 was mainly from the proceeds raised from subscription monies received from the drawdown in respect of the 5% equity linked convertible redeemable notes, which amounted to a gross amount of S\$1.2 million in cash. As at 31 March 2015, the Group had cash and cash equivalents of S\$8,000.

Non-current assets reduced from S\$6.807 million as at 31 March 2014 to S\$4.911 million as a result of losses from disposal of quoted investments arising from conversion of PTFE loans to equity in the prior year, which were fully divested during the year and the impairment loss on mining right.

Current assets decreased from S\$0.322 million as at 31 March 2014 to S\$0.077 million as at 31 March 2015 as the nature of current business required some investment into mining exploration as well as slower funding drawdowns from the Equity Linked Notes ("ELN").

FINANCIAL REVIEW

Current liabilities reduced from S\$3.046 million as at 31 March 2014 to S\$2.734 million as at 31 March 2015. This was mainly due to a reduction in S\$0.4 million loans arising from the conversion of subscribed Equity Loan Notes that were not converted into ordinary shares as at the end of the previous financial year. Trade payables increased from S\$0.433 million to S\$0.57 million due mainly to increase professional and corporate expenses that remained unpaid. Other payables decreased from S\$1.743 million to S\$1.681 million, after the settlement of outstanding expenses as well as S\$0.4 million in relation to acquisition cost of Summit Light Ventures, from funds raised during the current financial year, this was offset by an increase in provisions for remuneration to directors which remained unpaid as at the year end.

The Group had negative working capital as at 31 March 2015 as there were liabilities outstanding mainly due to amounts unpaid arising from professional fees and company operating expenses.

Shareholders' equity was S\$2.254 million as at 31 March 2015 compared to S\$4.083 million as at 31 March 2014. The decrease was due to operating and impairment losses but partially mitigated by the issuance of new ordinary shares arising from conversion of S\$1.6 million in ELN.

CORPORATE GOVERNANCE STATEMENT

The Board of Directors (the "Board") of Infinio Group Limited (the "Company") is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (the "Group") and adopts practices based on the Code of Corporate Governance 2012 (the "Code") and the prevailing Section B: Rules of Catalist of the Listing Manual (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). As sound corporate governance ensures greater transparency, protecting and enhancing the interests of its shareholders as well as strengthening investors' confidence in its management and financial reporting, the Company will continually review its corporate governance processes to strive to fully comply with the Code.

The main corporate governance practices adopted by the Group and the Company are outlined below:–

1. BOARD MATTERS

Principle 1: The Board's Conduct of Affairs

Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and the Management remains accountable to the Board.

The Board sets strategic objectives and overall business direction of the Group, with a particular focus on identifying new core business, major investments, disposals and funding matters for the Group. The Board establishes a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the company's assets. The Board also manages the Group in the best interests of the shareholders as well as the interest of stakeholders and pursues the continual enhancement of the long-term shareholder value.

To assist the Board in executing its duties, the Board has delegated specific functions to the Audit Committee ("AC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC") of the Company.

The Board conducts regular scheduled meetings and attendance by Directors during the year was regular. Ad-hoc meetings are also arranged as and when the need arises. The Company's Articles of Association permit Directors to attend meetings through the use of audio-visual communication equipment.

CORPORATE GOVERNANCE STATEMENT

Attendance of the Directors at meetings of the Board and Board Committees, as well as the frequency of such meetings, are as follows:

Attendance at Meetings

Name	Board of Directors		Audit Committee		Remuneration Committee		Nominating Committee	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Wong Kuan Kit Keith ⁽¹⁾	4	4	2	2*	2	2*	2	2*
Lim Yeow Sun ⁽²⁾	4	4	2	–	2	1*	2	1*
Hong Seong Soo	4	4	2	2	2	2	2	2
Kun Swee Tiong Andy	4	4	2	2	2	2	2	2
Choo Siew Lohk ⁽³⁾	4	4	2	2	2	2	2	2
Teoh Hong Fu Mick ⁽⁴⁾	4	0	2	0	2	0	2	0

Notes:

(1) Mr Wong Kuan Kit Keith has been appointed as Executive Director on 1 April 2014.

(2) Mr Lim Yeow Sun has been appointed as Executive Director on 13 March 2014.

(3) Mr Choo Siew Lohk has been appointed as Independent Director since 31 March 2014.

(4) Teoh Hong Fu Mick resigned from the Board on 16 May 2014.

* Attendances by invitation

The profile of each Director and the relevant information as at the date of this Annual Report are set out on pages 3 and 4 of this Annual Report. All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company.

The Board oversees the business affairs of the Group, approves the financial objectives and the strategies to be implemented by Management and monitors the standards of performance and issues of policies directly. In addition to its statutory duties, the Board's principal functions are to:

- (a) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (b) supervise the overall management of the business and affairs of the Group, review management performance and approve the Group's corporate and strategic policies and direction;

CORPORATE GOVERNANCE STATEMENT

- (c) formulate and approve financial objectives of the Group and monitor its performance such as reviewing and approving of results announcements and approving of financial statements;
- (d) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the company's assets;
- (e) oversee the processes for evaluating the adequacy of internal controls and risk management including the review and approval of interested persons transactions;
- (f) assume responsibility for corporate governance and compliance with the Companies Act, Cap. 50 (the "Act") of Singapore and the rules and regulations of the revised regulatory bodies;
- (g) evaluate performance of Management;
- (h) review and approve the remuneration framework for the Board and key executives.
- (i) identify the key stakeholder groups and recognise that their perceptions affect the company's reputation;
- (j) set the company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
- (k) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Without abdicating its responsibility, the Board has delegated its authority to make decisions on certain matters to board committees, details of which are set out herein. Matters which are specifically reserved for the approval of the Board include, among others, any material acquisitions and disposals of assets, corporate or financial restructuring, share issuance and the proposing of dividends. Clear directions are also given to the Management on matters that must be approved by the Board. The Board's approval is required for matters that are likely to have a material impact on the Group's operations as well as matters other than in the ordinary course of business.

The Board has adopted a set of internal guidelines on the matters requiring Board approval. Certain functions have also been delegated to various Board Committees, namely the AC, the NC and the RC. Each Committee operates within clearly defined terms of reference and operating procedures, which would be reviewed on a regular basis.

New Directors are appointed by way of a Board Resolution, after the NC has approved their nomination. The Group has instituted an orientation program for new Directors to familiarise them with the Group's core business and governance practices. In addition, for newly appointed Director who does not have

CORPORATE GOVERNANCE STATEMENT

prior experience in a listed company, the Company will also enroll them for the Listed Company Director Programme organised by the Singapore Institute of Directors. Directors also given opportunities to visit the Group's operational facilities and meet with management staffs to obtain a better understanding of the Group's history, business operations, policies, strategic plans and objectives, as well as the duties and responsibilities as Directors. The Company will provide a formal letter to the newly appointed Director setting out his duties and responsibilities.

In order for the Board to fulfill its responsibilities, prior to Board Meetings, the Management will provide the Board with management accounts and the relevant background information and documents relating to items of business to be discussed at a Board Meeting before the scheduled Meeting. All Directors are regularly briefed on the business activities of the Group.

All Directors are updated regularly on the changes in company policies, board process, regulations, accounting standards, corporate governance and best practices in compliance with the relevant legislation and regulations including the Catalist Rules.

Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with regulatory changes, where these changes have an important bearing on the Company's or Director's disclosure obligations, the Board is updated regularly on these changes. All directors receive regular training, particularly on relevant new laws, regulations and changing commercial risks, from time to time. These training activities are arranged and funded by the Company. The Executive Director will brief all newly appointed Directors on the business activities of the Group and its strategic directions as well as the duties and responsibilities as Directors.

Briefings and updates provided to the members of the Board during the financial year under review were:-

- Update on business operations
- Update on audit findings for financial year ended 31 March 2015
- Update of potential acquisition and fund raising issue

Principle 2: Board Composition and Guidance

There should be a strong and independent element on the Board, which is able to exercise objective judgment on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.

As at the date of this report, the Board comprises two Executive Directors, one Non-Executive Director and two Independent Directors.

CORPORATE GOVERNANCE STATEMENT

The Independent Directors ("IDs") have confirmed that they do not have any relationship with the Company or its related companies and its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interests of the Company.

The NC reviews the independence of each Director annually. The NC adopts the Code's definition of what constitutes an Independent Director in its review.

The NC is of the view that the current composition of the Board exhibits a level of independence that sufficiently enables the Board to exercise objective judgment on corporate affairs independently from the Management. The NC is also of the view that no individuals or small groups of individuals dominate the Board's decision making processes. The Board has determined, taking into account the views of the NC, that each Independent Director is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, that director's judgement.

The Board is of the view that the size of the current Board comprising five Directors is appropriate, with reference to the scope and extent of the Group's operations. The Board considers that its composition of Directors is well-balanced, each Director having well-mixed knowledge, business network and commercial experience. Coupled with the independence element provided by the Independent Directors, the Board considers itself effective and capable of ensuring all corporate strategies are well directed while all proposals and significant issues brought to the Board by the executive management are thoroughly discussed and examined, focusing on the long term interests of the Group.

The Non-Executive Director aims to assist in the development of proposals on strategy by constructively challenging Management. The Non-Executive Director would also review the performance of the Management in the meetings.

To-date, none of the IDs of the Company has been appointed as a Director of the Company's principal subsidiaries. The Board and the Management are of the view that the current Board structures in the principal subsidiaries are well organised and constituted. None of the IDs have served on the Board beyond 9 years from the respective date of their first appointment. In the event any ID's tenure of service with the Company extends beyond 9 years, he/she should be subject to particularly rigorous review.

The Board and the Management will from time to time review the Board structures of the principal subsidiaries and will make an appropriate corporate decision to consider the appointment of the Independent Director, if necessary, into the principal subsidiaries.

The NC reviews the independence of each Director annually. The NC adopts the Code's definition of what constitutes an Independent Directors in its view.

CORPORATE GOVERNANCE STATEMENT

To facilitate a more effective check on Management, non-executive directors are encouraged to meet regularly without the presence of Management.

Principle 3: Chairman and Chief Executive Officer

There should be a clear division of responsibilities between the leadership of the Board and the Executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

The Company currently does not have a Chairman. The Chairman has not previously been appointed due to the Company's evolving business and changes in its management staffs. The Company may consider the appointment of a Chairman once the Company's core business has been stabilized.

As at the date of this report, there are two Executive Directors in the Company, namely Mr Lim Yeow Sun ("Mr Lim") who was appointed as the Executive Director of the Company on 13 March 2014 and Mr Wong Kuan Kit Keith ("Mr Wong") who was re-designated from Non-Executive Director to Executive Director on 1 April 2014. Mr Lim was previously involved in minerals and resources trading and coal and gold related processing equipment. His network of contacts and prior experience in business development and resource trading stands him in good stead to help spearhead the Group's diversification of the business activity into mining-related businesses. Mr Wong, prior to his appointment as Non-Executive Director of the Company on 20 October 2011, was an Executive Director of the Company (resigned on 5 February 2010) who is regarded having an in-depth understanding on the operational background of the Group. He possesses technical knowledge of current mining projects and he had assisted the Company in relation to its recent acquisition of the entire issued and paid up share capital of Summit Light Ventures Ltd. Mr Keith was also previously the Chief Operating Officer of a quartz mining company in Australia.

Both Mr Lim and Mr Wong have full responsibilities over the business directions and operational decisions of the Group. The IDs review all major decisions made by the Executive Directors. The NC periodically reviews their performances and their appointments to the Board whilst the RC periodically reviews their remuneration packages. With the existence of various Board Committees with power and authority to perform key functions, the Board is of the view that there are adequate safeguards in place against an uneven concentration of power and authority in a single individual.

Currently, the Company has two IDs, Mr Kun Swee Tiong Andy and Mr Choo Siew Lohk. The Company does not have a Lead ID as recommended under Recommendation 3.3 of the Code. The Board will consider such appointment when the need arises. In the absence of Lead ID, any concerns or queries by Shareholders may be sent to the Registered Office Address of the Company or the Company email address at feedback@infiniogroup.com.

CORPORATE GOVERNANCE STATEMENT

The IDs meet regularly without the presence of the Executive Directors. Thereafter, they provide feedback to the Executive Directors and the Management.

Principle 4: Board Membership

There should be a formal and transparent process for the appointment and re-appointment of Directors to the Board.

The NC comprises non-Executive Directors, a majority of whom including the Chairman, are independent. The members are Mr Kun Swee Tiong Andy (Chairman), Mr Hong Seong Soo and Mr Choo Siew Lohk.

The NC's written Terms of Reference describe its responsibilities, including:

- (a) deciding on how the Board's performance is to be evaluated and proposing objective performance criteria, subject to the approval by the Board;
- (b) determining on an annual basis whether or not a Director is independent, guided by the independent guidelines contained in the Code;
- (c) reviewing and recommending the nomination and re-nomination of Director having regard to the Director's contribution and performance;
- (d) reviewing and approving new employment of Director/related persons based on selection criteria such as incumbent's credentials and his/her skills and contributions required by the Company and the proposed terms of their employment; and
- (e) reviewing the training and professional development programmes for the Board.

The Company believes that Board's renewal must be an on-going process, to ensure good governance and to maintain relevance to the business as well as changing needs of the Group.

The search and nomination process for new Directors, if any, will be through search companies, contacts and recommendations that go through the normal selection process. New Directors are appointed after the NC has reviewed and nominated them for appointment. Such new Directors will submit themselves for re-election at the Annual General Meeting ("AGM") of the Company.

New Directors are appointed by way of a Board Resolution, after the NC has approved their nomination. In its search and selection process for new Directors, the NC taps on the resources of Directors' personal contacts and recommendations of potential candidates and appraises the nominees to ensure that

CORPORATE GOVERNANCE STATEMENT

the candidates possess relevant experience and have the calibre to contribute to the Group and its businesses, having regard to the attributes of the existing Board and the requirements of the Group. The Company's Articles of Association require one-third of the Directors (excluding the Managing Director) to retire and subject themselves to re-election by shareholders at every AGM. In other words, no Director stays in office for more than three years without being re-elected by shareholders. This will enable all shareholders to exercise their rights in selecting all Board members. Directors of or over 70 years of age are required to be re-elected every year at the AGM under Section 153(6) of the Companies Act, Cap. 50 before they can continue to act as Director.

The Board, through the delegation of its authority to the NC, has used its best efforts to ensure that Directors appointed to the Board possess the background, experience and knowledge in technology, business, finance and management skills critical to the Group's business and that each Director, through his unique contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

The NC recommended that the following Directors who are retiring at the forthcoming AGM to be nominated for re-election. The retiring Directors have offered themselves for re-election and the Board has accepted the recommendations of the NC.

Name	Article No. to retire under
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Mr Wong Kuan Kit Keith	– Article 107
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Mr Kun Swee Tiong Andy	– Article 107
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– Mr Wong Kuan Kit Keith, will, upon re-election as a Director, remain as the Executive Director of the Company.

– Mr Kun Swee Tiong Andy will, upon re-election as a Director, remain as the Chairman of the NC and a member of the NC and AC.

The NC has in place guidelines to address the competing time commitments that are faced when some of the Directors have multiple board representations which includes determining the maximum number of listed company board representations which any director may hold. None of the directors of the Company has any other listed company board representation for financial year ended 31 March 2015. In addition, the NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company and each Director is able to and has been adequately carrying out his/her duties as Director of the Company.

Each member of the NC abstains from voting on any resolutions and making any recommendation and/or participating in respect of matters in which he is interested.

CORPORATE GOVERNANCE STATEMENT

The date of Director's first appointment, last re-election and their past directorships in other listed companies over the preceding three years and other principal commitments are set out below:

Name of Director	Current position held	Date of first Appointment	Date of Last re-appointment	Past Directorships in Listed Companies	Other Principal Commitment if any
Lim Yeow Sun	Executive Director	13 March 2014	30 July 2014	–	–
Wong Kuan Kit Keith*	Executive Director	20 October 2011	30 July 2012	–	–
Hong Seong Soo	Non-Executive Director	30 July 2010	30 July 2014	–	–
Kun Swee Tiong Andy	Independent Director	04 June 2009	30 July 2013	–	–
Choo Siew Lohk	Independent Director	31 March 2014	30 July 2014	–	–

Note:

* Mr Keith was appointment as Non-Executive Director of the Company on 20 October 2011 and subsequently been re-designated as Executive Director of the Company on 1 April 2014.

Principle 5: Board Performance

There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each Director to the effectiveness of the Board.

The Non-Executive Director regularly reviews the performance of Management in meeting agreed goals and objectives and monitors the reporting of performance.

A formal review of the Board's performance will be undertaken collectively and individually by the Board annually. The NC will also review the Board's performance informally with inputs from the other Board members and the Executive Directors. The evaluation exercise is carried out annually by way of a Board Assessment Checklist, which is circulated to the Board members for completion and thereafter, for the NC to review and determine the actions required to improve the corporate governance of the Company and effectiveness of the Board and Committees of the Board as a whole.

CORPORATE GOVERNANCE STATEMENT

In view of the limited business operations of the Group at this point of time, performance criteria has not been set by the NC. This will be established once the business operations are in order.

Although the Directors are not evaluated individually, the factors taken into consideration with regards to the re-nomination of Directors for the current year are based on their attendances and contributions made at these meetings. Renewal or replacement of Directors does not necessarily reflect their contribution to-date, it may be due to the need to position and shape the Board in line with the needs of the Group and its business.

Principle 6: Access to Information

In order to fulfill their responsibilities, Directors should be provided with complete, adequate and timely information prior to Board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

In order to ensure that the Board is able to fulfill its responsibilities, Management is required to provide complete, adequate and timely information to the Board on Board affairs and issues that require Board's decision as well as on-going reports relating to operational and financial performance of the Company and the Group. Whenever appropriate, senior managers who can provide additional insight in the matters to be discussed are invited to attend the Board meeting.

The Board has separate and independent access to the senior management and the Company Secretary at all times. The Company Secretary also ensures good information flows within the Board and its board committees and between Management and non-executive directors, advising the Board on all governance matters, as well as facilitating orientation and assisting with professional development as required. Directors are entitled to request additional information from the Management for making of informed decisions and the Management shall provide the same in a timely manner. Information provided include board papers and related materials, background or explanatory information relating to matters to be brought before the Board, and copies of disclosure documents, budgets, forecasts and monthly internal financial statements. In respect of budgets, any material variance between the projections and actual results should also be disclosed and explained.

Where necessary, the Company will, upon the request of Directors (whether as a group or individually), provide them with independent professional advice, at the Company's expense, to enable them to discharge their duties.

The Company Secretary attends all Board meetings and is responsible for ensuring compliance of the Board procedures relevant rules and regulations governing the Company. The appointment and the removal of the Company Secretary are subject to the Board's approval as a whole.

CORPORATE GOVERNANCE STATEMENT

2. REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies

There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director should be involved in deciding his own remuneration.

Principle 8: Level and Mix of Remuneration

The level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate to attract, retain and motivate (a) the Directors to provide good stewardship of the Company, and (b) key management personnel to successfully manage the Company. However, companies should avoid paying more than is necessary for this purpose.

Principle 9: Disclosure on Remuneration

Each company should provide clear disclosure of its remuneration policy, level and mix of remuneration and the procedure for setting remuneration, in the Company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to Directors and key management personnel, and performance.

The RC comprises two IDs and one Non-Executive Director. The members are Mr Hong Seong Soo (Chairman), Mr Kun Swee Tiong Andy and Mr Choo Siew Lohk.

The Company notes the deviation from the Code in relation to the RC Chairman, who is currently a non-independent director. The company is focusing on establishing its core business and will review its board committees composition once the core business has been established.

The RC's written Terms of Reference describes its responsibilities, including:

- (a) reviewing and recommending a remuneration framework and determine specific remuneration packages for the Executive Director of the Company, to provide a greater degree of objectivity and transparency in determining the remuneration of Executive Director; and
- (b) conduct annual review of the remuneration packages of employees who are related to any Directors or any substantial shareholders of the Company, if any.

The RC's recommendations should be submitted for endorsement by the entire Board. The RC should

CORPORATE GOVERNANCE STATEMENT

cover all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, options, and benefits in kind.

The RC has access to expert professional advice on human resource matters whenever there is a need to consult externally. In its deliberations, the RC takes into consideration industry practices and norms in compensation, in addition to the Company's relative performance to the industry and the performance of the individual Directors. No remuneration consultant was appointed for FY2015.

The RC aims to be fair and avoid rewarding poor performance. The RC ensures that a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors and key management personnel. Although the recommendations are made in consultation with the Executive Directors, the remuneration packages are ultimately approved by the entire Board. No Director will be involved in deciding his own remuneration.

The RC reviews the Company's obligations arising in the event of termination of the Executive Director and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are fair, commensurate with performance and not overly generous.

The Company adopts a remuneration policy for employees comprising a fixed component and a variable component. The fixed component is in the form of a base salary. The variable component is in the form of a variable bonus that is linked to the performance of the Company and the individual. The remuneration policy is aligned with the interests of the shareholders and promotes long-term success of the Group.

Long-term incentive schemes are generally encourage for the Directors and key management personnel. The RC had reviewed the Directors and key management personnel who are eligible for benefit under the long-term incentive schemes. The long-term incentives scheme of the Company is Infinio Group Limited Share Option Scheme ("Scheme"). The time-based vesting characteristics of the Scheme help to strengthen the Group's ability to reward and retain the key management personnel. The details and important terms of the Scheme are disclosed in page 33 and 34 of this Annual Report.

The Executive Directors, namely Mr Lim and Mr Wong, have entered into a service agreement ("**Service Agreement**") with the Company dated 1 March 2014 and 31 March 2014, respectively. The Service Agreement covers the terms of employment, specifically salary and other benefits, termination clause, retirement and post-employment benefits. The Service Agreement is subject to annual renewal, to be reviewed by the Board in consultation with the RC on such terms and conditions as both parties may agree.

The remuneration of IDs should be determined by his contribution to the Company, taking into account factors such as effort and time spent as well as his responsibilities on the Board.

CORPORATE GOVERNANCE STATEMENT

Directors' Remuneration

The Company is aware of the requirement of full disclosure of the remuneration of each individual director and the key management personnel under the Code. In view of market competition and information sensitivity, the Board believes that disclosure of each director's and key management personnel's remuneration breakdown in remuneration bands, in percentage terms is sufficient.

The Executive Directors' remuneration consists of salary, allowances and bonuses. Directors' fees for IDs are subject to shareholders' approval at the AGM.

The following table shows the remuneration of each individual Director for the financial period under review:

The remuneration of each individual Director during the financial year under review is disclosed as follows on a named basis with a breakdown in percentage terms of each Directors' remuneration in bands of S\$250,000.

Remuneration Band and Name of Director	Salary* (%)	Bonus# (%)	Fees (%)	Benefits (%)
Above S\$250,000				
Below S\$250,000				
Wong Kuan Kit Keith	100	–	–	–
Lim Yeow Sun (Appointed on 13 March 2014)	100	–	–	–
Hong Seong Soo	–	–	100	–
Kun Swee Tiong Andy	–	–	100	–
Choo Siew Lohk (Appointed on 31 March 2014)	–	–	100	–
Teoh Hong Fu Mick (Resigned on 16 May 2014)	–	–	100	–

* Salary is inclusive of allowance, CPF and other emoluments

Bonus is inclusive of CPF

CORPORATE GOVERNANCE STATEMENT

Remuneration of Key Management Personnel

During the financial year under review, the Company has only two key management personnel, namely Mr Lim Yeow Sun and Mr Wong Kuan Kit Keith. None of the key executives were paid more than the sum of S\$250,000 a year as disclosed above.

The Company had 6,666,000 employee shares due to be issued to the Executive Directors in lieu of their service contracts for the period ended 31 March 2015, under the contracts the each of the Executive Directors are due \$100,000 in shares per year to be issued based on the volume weighted average price ("VWAP") of shares traded for 10 business days prior to 31 March each year and to be issued half yearly in September and March each year. The pricing basis is adjusted on 31 March annually. The shares due to the Directors have not been issued as in order to save cost of issuance, the shares will be issued together with the remuneration shares due up to next half year in 2015.

Remuneration of Other Employees Related to a Director

There are no employees in the Group whose annual remuneration exceeds S\$50,000 who are immediate family members of the any Directors of the Company during the financial year ended 31 March 2015.

3. ACCOUNTABILITY AND AUDIT

Principle 10: Accountability

The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board acknowledges that it is accountable to the shareholders and is mindful of the obligations to furnish timely information and to ensure full disclosure of material information in both legislative and compliance with statutory reporting requirements. Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings. Financial results and annual reports will be announced or issued within legally prescribed periods.

The Board provides the shareholders with a detailed and balanced explanation and analysis of the Group's performance, position and prospects on a half yearly basis. The Management provides the Board with appropriately detailed management accounts of the Group's performance and prospects on a half yearly basis. The Management deems that half-yearly reporting to the Board is sufficient in view of the limited business operations at this point of time.

CORPORATE GOVERNANCE STATEMENT

Principle 11: Risk Management and Internal Controls

The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board has required the Management to maintain a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives. The Board determines the Group's levels of risk tolerance and risk policies, and oversees the Management in the design, implementation and monitoring of the risk management and internal control systems. The Group regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as respond appropriately to control and mitigate these risks. The Group also consistently improves and adopts the recommendations highlighted by the external auditors and the Sponsor to safeguard the Group's internal controls.

The Board reviews at least annually, the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls. Based on the internal controls established and maintained by the Group, work performed by the external auditors, and reviews performed by the Management, various Board Committees and the Board, the Board, with concurrence of the AC, is of the opinion that the Group's internal controls, addressing financial, operational and compliance risks, were adequate as at 31 March 2015. In addition, the Board has also received assurances from the Executive Directors and the Accounting Manager that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and (b) the Company's risk management and internal control systems are sufficiently effective.

Principle 12: AC

The Board should establish an AC with written terms of reference which clearly set out its authority and duties

The AC of the Company is made up of one Non-Executive Director and two IDs, among whom the two IDs possess appropriate accounting experience and/or related financial management expertise. Mr Hong Seong Soo, a Non-Executive Director of the Company, chairs the AC. The other members of the AC are Mr Kun Swee Tiong Andy and Mr Choo Siew Lohk.

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The Company notes the deviation from the Code in relation to the AC Chairman, who is currently a non-independent director. The company is currently focusing on establishing its core business and will review its board and board committees composition once the core business has been established.

The Company's AC provides a channel of communication between the Board, Management and external auditors on matters relating to audit. The responsibilities of the AC include:

- (a) Reviews with external auditors' on their audit plans, their scope and results of the external audit and their the independence and objectivity;
- (b) Review the external auditors' reports and the letter to the Management and the Management's response;
- (c) Review the assistance given by the Management to the external auditors;
- (d) review at least annually the internal control procedures and the adequacy and effectiveness of the Group's internal controls and ensure co-ordination between the external auditors and the Management, and review the assistance given by the Management to the external auditors, and discuss problems and concerns, if any, arising from the interims and final audits, and any matters which auditors may wish to discuss (in absence of the Management, where necessary), if any;
- (e) Review the significant financial reporting issues and judgements of the Company and the Group so as to ensure integrity of the financial statements of the Group;
- (f) Review the half-yearly and annual announcements as well as the press release on the results and financial positions of the Company and the Group before submission to the Board for approval;
- (g) Recommend to Board on the appointment, re-appointment and removal of external auditors and approving the remuneration and terms of engagement of the external auditors;
- (h) Review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rule of SGX-ST, and by such amendments made thereto from time to time;
- (i) Review interested person transactions (if any) falling within the scope of Catalist Rule of SGX-ST;
- (j) Review the remuneration packages of employees who are related to the Directors and/or substantial shareholders; and
- (k) review potential conflicts of interest (if any).

CORPORATE GOVERNANCE STATEMENT

Apart from the functions listed above which the AC duly carried out during the financial year under review, the AC shall also commission and review the findings of internal investigations into matters with external auditors where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by the Management and full discretion to invite any Director or Executive Officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

In addition to the above, the AC will meet with the external auditors, in the absence of the Management, at least once a year. The external auditors has unrestricted access to the AC.

The AC constantly bears in mind the need to maintain a balance between the independence and objectivity of the external auditors and the work carried out by the external auditors based on value for money considerations. The AC has reviewed the independence of the Company's external auditors and is satisfied with the independence and objectivity of the external auditors. The aggregate amount of fees paid/payable to the external auditors of the Company and subsidiaries for audit services was S\$69,600 (2014: S\$42,200). There were no non-audit services provided by the external auditors of the Company for the financial year ended 31 March 2015.

The AC has recommended to the Board the nomination of Messrs. Foo Kon Tan LLP., for reappointment as external auditors of the Company at the forthcoming AGM.

The Group overseas subsidiaries namely Infinio Korea Co. Ltd, Summit Light Ventures Ltd and Infinio Mining Pty Ltd do not required a statutory audit; the external auditors will perform audit work scope to satisfy the Group audit requirement. The Board and AC have reviewed that the accounting records for its overseas subsidiaries were satisfied that it would not compromise the standard and effectiveness of the audit of the Group.

The Company confirms that Rules 712 and 715 of the Catalist Rules of the SGX-ST have been complied with.

The AC has reviewed the annual financial statements of the Company and the Group for the financial period ended 31 March 2015 as well as the Auditors' Reports thereon. Interested Persons Transactions of the Group in the said financial period have also been reviewed by the AC, where applicable.

Every AC member shall abstain from voting on any resolutions in respect of matters in which he is or may be interested in.

CORPORATE GOVERNANCE STATEMENT

The AC has incorporated a whistle blowing policy into the Company's internal control procedures to provide a channel for staff to report in good faith and in confidence, without fear of reprisals, concerns about suspected fraud, corruption, dishonest practices or other similar matters. The objective of the policy is to ensure an independent investigation of such matters and to appropriate follow-up action. There have been no reported incidents pertaining to whistle blowing for during the financial year under review.

As at the date of this report, none of the former partner or director of the Company's external auditors' firm has been appointed as a member of the AC.

Principle 13: Internal Audit

The Company should establish an internal audit function that is adequately resourced and independent of the activities it audits

As of the date of this report, no internal auditors has been appointed by the Company as the monitoring of internal functions may not be a top priority for the Company due to more critical matter of establishing a strong core business first. The AC is currently looking into the formation of the internal audit function and whether this function will be outsourced to a qualified and professional firm or undertaken internally.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Principle 14: Shareholder Rights

Companies should treat all shareholders fairly and equitably, and should recognize, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

Principle 15: Communication with Shareholders

Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

Principle 16: Conduct of Shareholder Meeting

Companies should encourage greater shareholder participation at general meetings, and allow shareholders the opportunity to communicate their views on various matters affecting the Company.

CORPORATE GOVERNANCE STATEMENT

The Company communicates information to its shareholders and the investing community through the release of announcements to the SGX-ST via SGXNET outside trading hours on a timely basis. Such announcements include the half-year and full-year results, material transactions and other developments relating to the Group requiring disclosure under the corporate disclosure policy of the SGX-ST.

The Company's Annual Report together with the notice of the AGM is sent to all shareholders of the Company. The Company's main forum for dialogue with shareholders takes place at its AGM, whereas members of the Board, senior management and the external auditors are in attendance. At the AGM, shareholders are given the opportunity to express their views and ask questions regarding the Group.

The Company believes in encouraging shareholder participation at its general meetings. The Company's Articles of Association allow a shareholder entitled to attend and vote at general meetings to appoint not more than two proxies who need not be shareholders of the Company to attend and vote on his stead.

Corporations which provide nominees and custodial services could appoint up to two of proxies so that shareholders who hold shares through such corporations can attend and participate in general meetings as proxies.

The Board welcomes questions from shareholders who have an opportunity to raise issues either informally or formally before or at the general meetings, via the Company's website or contact the executives at the Company's business office. The Chairmen of the AC, the RC and the NC will be available at the meetings to answer questions relating to their work.

At AGMs and other general meetings, separate resolutions will be set out on distinct issues for approval by shareholders. The Company prepares Minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. These Minutes will be available to shareholders upon their request.

The Board noted that the SGX-ST had on 31 July 2013 introduced new listing rules to promote greater transparency in general meetings and support listed companies in enhancing their shareholders' engagement. The Company would be required to conduct its voting at general meetings by poll effect from 1 August 2015 where shareholders are accorded rights proportionate to the shareholding and all votes are counted. The Board noted that the new rule will enhance transparency of the voting process and encourage greater shareholder participation. Taking into account of the effective date of the new ruling and considering the cost efficiency and effectiveness, the Company will conduct poll voting for subsequent general meetings with effect from 1 August 2015.

CORPORATE GOVERNANCE STATEMENT

Since financial year 2010, the Company has not paid any dividends to shareholders as the Company had been making losses. As at the date of this report, the Company does not have a formal dividend policy in place. However, the Company, in determining the form, frequency and amount of future dividends on the Company's shares in any particular year, will take into account, among other things, the level of cash and retained earnings, the results of operations, the capital expenditure requirements, the expansion and/or investment plans and other factors that the Company's Directors may deem appropriate.

4. INTERESTED PERSON TRANSACTIONS

The Company has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

There were no interested person transactions entered during the financial year under review.

Name of Interested Person	Nature	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
NIL	NIL	NIL	NIL

5. NON-SPONSOR FEES

For the financial year ended 31 March 2015, there were no non-sponsor fees paid to the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. and the previous sponsor Stamford Corporate Services Pte Ltd.

CORPORATE GOVERNANCE STATEMENT

6. DEALINGS IN SECURITIES

The Company has adopted policies in relation to dealings in the Company securities pursuant to the SGX-ST Best Practices Guide that are applicable to all its Directors and officers. The Company and its officers should not deal in the Company's shares during the period commencing one month before half-year or full-year financial results announcement, as the case may be, and ending on the date of the announcements of the relevant results. Officers are cautioned not to deal in the Company's securities on short-term considerations.

Directors and key executives are also expected to observe the insider-trading laws at all times even when dealing with securities within the permitted trading period.

The Company confirms that Rule 1204(19) of the Catalist Rules of SGX-ST has been complied with.

7. STATEMENT OF COMPLIANCE

The Board confirms that for the financial year ended 31 March 2015, the Company has generally adhered to the principles and guidelines as set out in the Code.

8. MATERIAL CONTRACTS

Save for the Service Agreements between the Executive Directors and the Company, there were no material contracts of the Company or its subsidiaries involving the interests of each Director or controlling shareholder, either still subsisting at the end of the financial year under review or if not then subsisting, entered into since the end of the previous financial year.

9. USE OF PROCEEDS

For the financial year ended 31 March 2015, the Company raised gross proceeds of an aggregate of S\$1,400,000 (net proceeds of S\$1,321,836) from a series of conversion of 5.0% equity linked redeemable structure convertible notes due 2015 from April 2014 to March 2015. The net proceeds have been utilized for the following purposes:

Use of Proceeds	S\$
Company's General Corporate and Working Capital Purposes:–	
Acquisition Cost	S\$400,000
General and administrative costs	S\$921,836
Total	S\$1,321,836

CORPORATE GOVERNANCE STATEMENT

The use of proceeds as disclosed above is in accordance with the stated use and is in accordance with the stated use in the Company's circular to shareholders dated 3 September 2012.

On 14 May 2015, the Company entered into an agreement for a placement of 120m new ordinary shares (the "Placement Shares") in the company at an issue of \$0.0027 for each Placement Share. As announced on 25 May 2015, the net proceeds of S\$294,000 from the Placement have been fully utilized as follows:–

Use of Proceeds	S\$
Net Proceeds	\$294,000
Payment in respect of existing Liabilities:–	
Professional Fees	\$279,105
Listed Company Expenses	\$14,895
	\$294,000

The use of proceeds is consistent with the announcement dated 14 May 2015.

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DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

The directors submit this annual report to the members together with the audited consolidated financial statements of the Group and statement of financial position of the Company for the financial year ended 31 March 2015.

Names of directors

The directors of the Company in office at the date of this report are:

Wong Kuan Kit Keith
Lim Yeow Sun
Hong Seong Soo
Kun Swee Tiong Andy
Choo Siew Lohk

Arrangements to enable directors to acquire shares, debentures, warrants or options

During and at the end of the financial year, neither the Company nor any of its subsidiaries was a party to any arrangement of which the object was to enable the directors to acquire benefits through the acquisition of shares, debentures, warrants or options of the Company or of any other corporate body, other than as disclosed in this report.

Directors' interest in shares, debentures, warrants or options

According to the Register of directors' shareholdings kept by the Company under Section 164 of the Companies Act, Cap. 50, none of the directors who held office at the end of the financial year had any interest in shares, debentures, warrants or options of the Company or its related corporations, except as follows:

	Number of ordinary shares			
	Shares registered in the name of director		Shares in which director is deemed to have an interest	
	As at 1 April 2014	As at 31 March 2015 and 21 April 2015	As at 1 April 2014	As at 31 March 2015 and 21 April 2015
The Company				
Lim Yeow Sun	1,200,000*	1,200,000	–	–

* consolidated shares

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

Directors' benefits

Since the end of the previous financial year, no director has received or entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest other than as disclosed in the financial statements and in Notes 17 and 22 to the financial statements.

Share options and warrants

(a) Infinio Group Limited Share Option Scheme

The Infinio Group Limited Share Option Scheme (the "Scheme") for key management personnel and employees of the Group was approved by members of the Company at an Extraordinary General Meeting on 16 May 2007. The Scheme is administered by the Board of the Directors of the Company, comprising Hong Seong Soo, Kun Swee Tiong Andy, Choo Siew Lohk, Wong Kuan Kit Keith and Lim Yeow Sun.

The Scheme provides a means to help the Group to attract and retain the services of appropriate, qualified and experienced employees who would be able to contribute to the Company's business and operations.

Under the Scheme, options to subscribe for the ordinary shares of the Company are granted to key management personnel and employees. The exercise price of the options is determined at the average of the closing prices of the Company's ordinary shares as quoted on the Singapore Exchange for five market days immediately preceding the date of the grant. No options are granted at 20% discount of the prevailing market price of the shares. The vesting of the options is conditional on the key management personnel or employees completing another one year for no discount and two years of service for a discount of 20% from the grant date. Once the options are vested, they are exercisable for a period of three years. The options may be exercised in full or in part in respect of any 1,000 shares or a multiple thereof, on the payment of the exercise price. The persons to whom the options have been issued have no right to participate by virtue of the options in any share issue of other company. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the Scheme, shall not exceed 15% of the issued share capital of the Company on the day preceding that date.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

Share options and warrants (Continued)

(a) Infinio Group Limited Share Option Scheme (Continued)

On 11 August 2008, the Company granted options to certain key management personnel and employees to subscribe for 14,150,000 ordinary shares of the Company at exercise price of S\$0.04 per share ("2009 Options"). The 2009 Options were exercisable from 11 August 2010 and expired on 11 August 2013. On 12 June 2009, the Company further granted options to certain key management personnel and employees to subscribe for 42,000,000 ordinary shares of the Company at exercise price of S\$0.045 per share. The options were issued at market price and are exercisable from 12 June 2010 and will expire on 12 June 2014. A further 2,000,000 options were granted to Mr Ross Pollack upon his joining the Company as an Independent Director on 1 September 2009. In total, 44,000,000 share options (The "2010 Options") were granted during the financial year ended 31 March 2010. The total value of the 2009 and 2010 Options granted was estimated to be S\$363,512 using the Black Scholes Model. No options were granted during the financial year ended 31 March 2015.

Details of the options granted to the directors of the Company are as follows:

Name of directors	No. of unissued ordinary shares of the Company under option				
	Granted in	Aggregate	Aggregate	Aggregate	Aggregate
	financial	granted since	exercised	lapsed since	outstanding
	year ended	commencement	since	commencement	as at
	31 March 2015	of Scheme to	commencement	of Scheme to	31 March 2015
		31 March 2015	of Scheme to	31 March 2015	
Kun Swee Tiong Andy	–	2,000,000	–	(2,000,000)	–
Hong Seong Soo	–	6,000,000	–	(6,000,000)	–

No options have been granted to the controlling shareholders of the Company or their associates (as defined in the Listing Manual of Singapore Exchange Securities Trading Limited) and no participant under the Scheme has been granted 5% or more of the total options available under the Scheme. The Scheme has lapsed during the financial year.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

Audit Committee

The Audit Committee at the end of the financial year comprises the following members:

Hong Seong Soo (Chairman)

Kun Swee Tiong Andy

Choo Siew Lohk

The Audit Committee performs the functions set out in Section 201B(5) of the Companies Act, Cap. 50, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee reviewed the following:

- (i) overall scope of external audit and the assistance given by the Company's officers to the auditors. It met with the Company's external auditor to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls;
- (ii) the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- (iii) the adequacy, effectiveness and efficiency of the Company's risk management, internal financial systems and operating controls, including computerised information system control and security, compliance controls and risk management, and all other material controls, and any related significant findings and recommendations of the auditors, together with management's responses thereto at least on an annual basis;
- (iv) the quarterly financial information and the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2015 as well as the auditor's report thereon; and
- (v) interested person transactions (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditor and reviews the level of audit and non-audit fees.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

Audit Committee (Continued)

The Audit Committee is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the auditor, Foo Kon Tan LLP, be nominated for re-appointment as auditor at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Directors

WONG KUAN KIT KEITH

LIM YEOW SUN

Dated: 6 July 2015

STATEMENT BY DIRECTORS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

In the opinion of the directors, the accompanying statements of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows, together with the notes thereon, are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2015 and of the results of the business, changes in equity and cash flows of the Group for the financial year ended on that date, and at the date of this statement, except as disclosed in Note 2, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On behalf of the Directors

WONG KUAN KIT KEITH

LIM YEOW SUN

Dated: 6 July 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INFINIO GROUP LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Infinio Group Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 March 2015, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Cap. 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INFINIO GROUP LIMITED

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2015 and the results, changes in equity and cash flows of the Group for the financial year ended on that date.

Emphasis of Matter

We draw your attention to Note 2 to the financial statements. The Group incurred losses and total comprehensive loss of S\$3,394,000 and S\$3,381,000 (2014: S\$1,598,000 and S\$1,639,000) and reported net operating cash outflows of S\$976,000 (2014: S\$1,719,000) for the financial year ended 31 March 2015; and as at that date, the Group's and the Company's current liabilities exceeded the Group's and the Company's current assets by S\$2,657,000 and S\$2,472,000 (2014: S\$2,724,000 and S\$2,517,000) respectively. The Group and the Company funded its operations and corporate actions from the issuance of equity linked redeemable structured convertible notes ("Convertible Notes") to the Subscribers of the Convertible Notes. During the financial year, fresh proceeds of S\$1.2 million were raised from the subscription of the Convertible Notes. However, such proceeds raised were insufficient to settle the accrued purchase consideration in connection with the acquisition of Summit Light Venture Ltd completed in FY2014 and to meet the normal operating cash flows commitments. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern and for its listing status to be maintained.

Subsequent to year end, the Company received a letter of financial support from a major shareholder that they will provide continuing financial support to the Group and the Company as and when its liabilities fall due. The validity of the going concern assumption on which these financial statements are prepared depends on the ability of the management to raise new funds from lenders, third parties and shareholders or through the injection or acquisition of new businesses to meet its liabilities and its normal operating expenses to be incurred to enable the Group and the Company to continue as a going concern.

If the Group and the Company are unable to generate sufficient revenues and/or raise new funds from lenders, third parties and shareholders or through the injection or acquisition of new businesses, it may not be able to continue in operational existence for the foreseeable future, and the Group and the Company may be unable to discharge its liabilities in the normal course of business. Adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Company may have to reclassify non-current assets as current assets, and to provide further liabilities that may arise. No such adjustments have been made to these financial statements. In forming our opinion, we have considered the adequacy of the disclosure of this matter in the financial statements. Our opinion is not qualified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INFINIO GROUP LIMITED

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

Other Matter

The financial statements of the Group and the Company for the financial year ended 31 March 2014 were audited by another firm of certified public accountants whose report dated 4 July 2014 expressed a modified opinion on those financial statements.

The predecessor auditors highlighted in their 2014 audit report that included in the current liabilities presented in the statements of financial position was an amount of S\$1,294,537 recognised by the Group arising from discontinued operations. The predecessor auditors were unable to satisfy themselves even through alternative audit procedures to obtain sufficient and appropriate audit evidence to determine whether the Group is required to recognise the total liabilities of the discontinued operations of S\$1,294,537, and if required, whether the recorded liabilities were fairly stated, which formed the basis of the qualified audit opinion on the financial statements for the financial year ended 31 March 2014.

The modification has been resolved in the current year in Note 28 as described. Therefore, the matter reported in 2014 audit report did not have an effect on the financial statements for the financial year ended 31 March 2015.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore,
6 July 2015

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2015

		The Group			The Company		
		31 March 2015 S\$'000	31 March 2014 S\$'000 (restated)	1 April 2013 S\$'000 (restated)	31 March 2015 S\$'000	31 March 2014 S\$'000 (restated)	1 April 2013 S\$'000
	Note						
ASSETS							
Non-Current Assets							
Plant and equipment	4	4	5	–	4	5	–
Intangible assets	5	–	15	29	–	–	–
Mining rights	6	4,907	6,420	–	–	–	–
Investment in subsidiaries	7	–	–	–	4,907	6,450	–
Available-for-sale financial asset	8	–	367	–	–	367	–
		4,911	6,807	29	4,911	6,822	–
Current Assets							
Trade and other receivables	9	69	82	985	29	66	950
Cash and cash equivalents	10	8	240	177	5	238	171
		77	322	1,162	34	304	1,121
Total Assets		4,988	7,129	1,191	4,945	7,126	1,121
EQUITY AND LIABILITIES							
Capital and Reserves							
Share capital	11	43,302	41,750	35,212	43,302	41,750	35,212
Reserves	12	(41,031)	(37,653)	(36,014)	(40,863)	(37,445)	(35,899)
		2,271	4,097	(802)	2,439	4,305	(687)
Non-Controlling Interests		(17)	(14)	(14)	–	–	–
Total Equity		2,254	4,083	(816)	2,439	4,305	(687)
LIABILITIES							
Current Liabilities							
Trade and other payables	13	2,251	2,176	1,557	2,023	1,951	1,358
Borrowings	14	483	870	450	483	870	450
Total Liabilities		2,734	3,046	2,007	2,506	2,821	1,808
Total Equity and Liabilities		4,988	7,129	1,191	4,945	7,126	1,121

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

		Year ended 31 March 2015 S\$'000	Year ended 31 March 2014 S\$'000 (restated)
Revenue	15	45	49
Cost of sales		–	–
Gross profit		45	49
Other operating income	16	83	209
General and administrative expenses		(3,513)	(1,849)
Finance cost		(9)	(7)
Loss before income tax	17	(3,394)	(1,598)
Income tax expense	18	–	–
Loss for the year		(3,394)	(1,598)
Other comprehensive income/(expense) after tax:			
Item that will be reclassified subsequently to profit or loss			
Currency translation differences		13	(41)
Other comprehensive income/(expense), net of tax of Nil		13	(41)
Total comprehensive loss for the year attributable to owners of the Company		(3,381)	(1,639)
Loss attributable to:			
Owners of the Company		(3,391)	(1,598)
Non-controlling interests		(3)	–
		(3,394)	(1,598)
Total comprehensive loss attributable to:			
Owners of the Company		(3,378)	(1,639)
Non-controlling interests		(3)	–
		(3,381)	(1,639)
Loss per share (cents)			
– basic	19	0.54	0.55
– diluted	19	0.54	0.55

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	Share capital S\$'000	Share options reserve S\$'000	Translation reserves S\$'000	Accumulated losses S\$'000	Attributable to owners of the Company S\$'000	Non- controlling interests S\$'000	Total equity S\$'000
Balance at 1 April 2013, as previously reported	35,212	103	164	(37,576)	(2,097)	(14)	(2,111)
Prior year adjustments (Note 27)	–	–	(179)	1,474	1,295	–	1,295
Balance at 1 April 2013, as restated	35,212	103	(15)	(36,102)	(802)	(14)	(816)
Loss for the year, as previously reported	–	–	–	(1,470)	(1,470)	–	(1,470)
Prior year adjustments (Note 27)	–	–	–	(128)	(128)	–	(128)
Loss for the year, as restated	–	–	–	(1,598)	(1,598)	–	(1,598)
Other comprehensive income, as previously reported	–	–	(69)	–	(69)	–	(69)
Prior year adjustments (Note 27)	–	–	28	–	28	–	28
Other comprehensive income, as restated	–	–	(41)	–	(41)	–	(41)
Total comprehensive loss for the year	–	–	(41)	(1,598)	(1,639)	–	(1,639)
Transactions with owners, recognised directly in equity							
Contributions by and distributions to owners of the Company							
Issuance of shares, net of share issue expenses	6,538	–	–	–	6,538	–	6,538
Transfer to accumulated losses upon lapse of share options	–	(50)	–	50	–	–	–
Balance at 31 March 2014	41,750	53	(56)	(37,650)	4,097	(14)	4,083
Loss for the year	–	–	–	(3,391)	(3,391)	(3)	(3,394)
Other comprehensive income	–	–	13	–	13	–	13
Total comprehensive loss for the year	–	–	13	(3,391)	(3,378)	(3)	(3,381)
Transactions with owners, recognised directly in equity							
Contributions by and distributions to owners of the Company							
Issuance of shares, net of share issue expenses	1,552	–	–	–	1,552	–	1,552
Transfer to accumulated losses upon lapse of share options	–	(53)	–	53	–	–	–
Balance at 31 March 2015	43,302	–	(43)	(40,988)	2,271	(17)	2,254

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

		Year ended 31 March 2015 S\$'000	Year ended 31 March 2014 S\$'000 (restated)
Note			
Cash Flows from Operating Activities			
	Loss before taxation	(3,394)	(1,598)
	Adjustments for:		
	Amortisation of intangible assets	5 15	14
	Amortisation of mining rights	6 358	30
	Depreciation of plant and equipment	4 4	1
	Fair value loss on financial derivatives	17 13	70
	Impairment loss on mining rights	6 1,188	–
	Impairment loss on available-for-sale financial assets	8 –	345
	Loss on disposal of available-for-sale financial assets	17 339	–
	Operating loss before working capital changes	(1,477)	(1,138)
Changes in working capital:			
	Trade and other receivables	13	191
	Trade and other payables	488	(772)
	Net cash used in operating activities	(976)	(1,719)
Cash Flows from Investing Activities			
	Acquisition of plant and equipment	4 (3)	(6)
	Payment for new mining license	6 (33)	–
	Partial payment for the acquisition of a subsidiary	(400)	(1,500)
	Net cash used in investing activities	(436)	(1,506)
Cash Flows from Financing Activities			
	Proceeds from disposal of available-for-sale financial assets	28	–
	Share issue expenses	(48)	(112)
	Proceeds from subscription of convertible notes	1,200	3,400
	Net cash generated from financing activities	1,180	3,288
	Net (decrease)/increase in cash and cash equivalents	(232)	63
	Cash and cash equivalents at beginning of year	240	177
	Cash and cash equivalents at end of year	10 8	240

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

1 GENERAL INFORMATION

The financial statements of the Company and of the Group for the year ended 31 March 2015 were authorised for issue in accordance with a resolution of the directors on the date of the Statement by Directors.

The Company is incorporated as a limited liability company and domiciled in Singapore and listed on the Catalyst Exchange of Singapore.

The registered office of the Company is located at 80 Robinson Road, #02-00 Singapore 068898 and the principal place of business of the Company is located at 2 Leng Kee Road, #03-04 Thye Hong Centre, Singapore 159086.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are set out in Note 7 to the financial statements.

2 GOING CONCERN

The Group incurred losses and total comprehensive loss of S\$3,394,000 and S\$3,381,000 (2014: S\$1,598,000 and S\$1,639,000) and reported net operating cash outflows of S\$976,000 (2014: S\$1,719,000) for the financial year ended 31 March 2015; and as at that date, the Group's and the Company's current liabilities exceeded the Group's and the Company's current assets by S\$2,657,000 and S\$2,472,000 (2014: S\$2,724,000 and S\$2,517,000) respectively. The Group and the Company funded its operations and corporate actions from the issuance of equity linked redeemable structured convertible notes ("Convertible Notes") to the Subscribers of the Convertible Notes. During the financial year, fresh proceeds of S\$1.2 million were raised from the subscription of the Convertible Notes issued. However, such proceeds raised were insufficient to settle the accrued purchase consideration in connection with the acquisition of Summit Light Venture Ltd and to meet the normal operating cash flows commitments. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern and for its listing status to be maintained.

Subsequent to year end, the Company received a letter of financial support from a major shareholder that they will provide continuing financial support to the Group and the Company as and when its liabilities fall due. The validity of the going concern assumption on which these financial statements are prepared depends on the ability of the management to raise new funds from lenders, third parties and shareholders or through the injection or acquisition of new businesses to meet its liabilities and its normal operating expenses to be incurred to enable the Group and the Company to continue as a going concern.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

2 GOING CONCERN (CONTINUED)

If the Group and the Company are unable to generate sufficient revenues and/or raise new funds from lenders, third parties and shareholders or through the injection or acquisition of new businesses, it may not be able to continue in operational existence for the foreseeable future, and the Group and the Company may be unable to discharge its liabilities in the normal course of business. Adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Company may have to reclassify non-current assets and liabilities as current assets and liabilities respectively, and to provide further liabilities that may arise. No such adjustments have been made to these financial statements.

3(A) BASIS OF PREPARATION

The financial statements are prepared in accordance with Singapore Financial Reporting Standards ("FRS") including related Interpretations promulgated by the Accounting Standards Council ("ASC"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars which is the Company's functional currency. All financial information is presented in Singapore dollars, unless otherwise stated.

Significant accounting estimates and judgements

The preparation of the financial statements in conformity with FRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only the financial year or in the financial year of the revision and future financial years if the revision affects both current and future financial years.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(A) BASIS OF PREPARATION (CONTINUED)

Significant judgements in applying accounting policies

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

Income tax

The Group has exposure to income taxes in different jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's tax payable at 31 March 2015 was S\$NIL (2014 – S\$NIL).

Acquisition of Summit Light Venture Ltd and related mining rights

After reassessing the relevant facts and circumstances that led to the acquisition of Summit Light in the previous financial year, management was of the view that the purchase consideration of S\$6.45 million paid to the ex-Vendors in FY 2014 was for the acquisition of the mining rights of Birthday Mine which will expire on 19 September 2032. On this basis, it was not a business combination to be accounted for under FRS 103 – *Business Combinations*. Accordingly, management has reclassified the amounts previously classified as "evaluation and exploration expenditure" and "goodwill" of S\$2.4 million and S\$4.05 million respectively to "mining rights" in the current financial year. Management believes that the infrastructure acquired, namely the carrying amount of the existing equipment and infrastructure on site left over from the previous mining activities which ceased in 2010 was not significant to be reclassified to "plant and equipment".

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(A) BASIS OF PREPARATION (CONTINUED)

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, 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. The Group based its assumptions and estimate on parameters available when the financial statements are prepared. Existing circumstances and assumptions about future developments however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumption when they occur.

Impairment assessment of mining rights (Note 6)

The Group assesses at the end of each reporting period whether the mining rights acquired on Birthday Mine have any indication of impairment in accordance with its accounting policy. If there are indicators of impairment, the recoverable amount of the mining rights will be determined based on the value-in-use calculations. The value-in-use calculation is based on a discounted cash flow model. Significant judgements and assumptions are required in making estimates of the value-in-use calculation. It should be noted that the valuation is subject to variability in key assumptions, including but not limited to, long-term gold prices, currency exchange rates, discount rates, production and operating costs. An adverse change in one or more of the assumptions used could result in an increase or reduction in the value-in-use. Refer to sensitivity analysis in Note 6. The carrying amount of the mining rights as at 31 March 2015 was S\$4.91 million (2014: S\$6.42 million).

Impairment of investments in subsidiaries (Note 7)

The Company assesses at each reporting date whether there is an indication that the investment in subsidiaries may be impaired. This requires an estimation of the value-in-use of the cash generating units. Estimating the value-in-use requires the Company to make an estimate of the expected future cash flows from the cash generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the investment in subsidiaries, particularly the investment in Summit Light Venture, is dependent on the value-in-use calculation derived from the mining rights, since Summit Light Ventures is the legal owner of the mining rights. Any changes to the parameters noted in determining the recoverable amount of the mining rights in Note 6, would have the same effect on the carrying amount of the investment in subsidiaries. The carrying amount of the Company's investment in subsidiaries as at 31 March 2015 was S\$4.91 million (2014: S\$6.45 million).

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(A) BASIS OF PREPARATION (CONTINUED)

Key sources of estimation uncertainty (Continued)

Fair value of financial instrument (Note 14)

The Company issued convertible loan notes, where the host loan is accounted for at amortised cost, with the embedded derivative liability being measured at fair value with changes in value being recorded in the statement of comprehensive income. Management determined the fair value of the embedded derivative liability internally using certain assumptions not supported by observable market prices or rates such as the discount rate, volatility, credit risk and expected future cash flows, and hence they are subject to uncertainty.

Favourable or unfavourable changes to these assumptions would result in significant changes in the fair value of the embedded derivative liability and the corresponding adjustments to the amount of gain or loss reported in the statement of comprehensive income. A 1 percentage point increase/decrease in either the (i) interest rate, (ii) discount factor, or (iii) conversion factor, with other factors held constant, will not have a material impact on the Group's results for the financial year ended 31 March 2015. The fair value of the derivative liability as at 31 March 2015 was S\$94,000 (2014: S\$197,000).

3(B) INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2014

On 1 April 2014, the Group adopted the new or amended FRS that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS.

The adoption of the new and amended FRS and interpretations did not result in substantial changes to the Group's and the Company's accounting policies and had no material effect on the amounts reported for the current period or prior financial year.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(C) FRS AND INT FRS NOT YET EFFECTIVE

The following are the new or amended FRS and INT FRS issued in 2014 that are relevant to the Group but are not yet effective but may be early adopted for the current financial year:

Reference	Description	Effective date (Annual periods beginning on or after)
Improvements to FRSs		
– Amendments to FRS 1	Presentation of Financial Statements	1 July 2014
– Amendments to FRS 24	Related Party Disclosure	1 July 2014
– Amendments to FRS 108	Operating Segments	1 July 2014
FRS 115	Revenue from Contracts with Customers	1 January 2017
FRS 109	Financial Instruments	1 January 2018

The Directors do not anticipate that the adoption of the above FRSs in future periods will have a material impact on the financial statements of the Group in the period of their initial adoption.

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Losses and other comprehensive income are attributable to the non-controlling interest even if that results in a deficit balance.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation (Continued)

If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts as at that date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, the Group controls an investee if and only if the Group has all of the following:

- power over the investee;
- exposure, or rights or variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation (Continued)

- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

When the Group loses control of a subsidiary, a gain or loss is recognised in the statement of comprehensive income and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable FRSs).

The fair value of any investment retained in the former subsidiary at the date when the control is lost is regarded as the fair value on the initial recognition for subsequent accounting under FRS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Transactions with non-controlling interest

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Plant and equipment and depreciation

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is computed utilising the straight-line method to write off the depreciable amount of these assets over their estimated useful lives as follows:

Furniture and fittings	3 – 5 years
Equipment	3 – 5 years

The cost of plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively. Fully depreciated plant and equipment are retained in the books of accounts until they are no longer in use.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

Investment in subsidiaries

In the Company's separate financial statements, investments in subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets are accounted for using the cost model. Capitalised costs are amortised on a straight-line basis over their estimated useful lives for those considered as finite useful lives. After initial recognition, they are carried at cost less accumulated amortisation and accumulated impairment losses, if any. In addition, they are subject to annual impairment testing. Indefinite life intangibles are not amortised but are subject to annual impairment testing. License and development costs are amortised over 5 years.

Intangible assets are written off where, in the opinion of the directors, no further future economic benefits are expected to rise.

Mining rights

Mining rights comprise costs incurred for acquiring and renewing mining rights and exploration rights. Mining rights acquired under an acquisition of assets or business combination are recognised at fair value. Mining rights are stated at cost, less accumulated amortisation and accumulated impairment losses. Mining rights are amortised on a straight-line basis over the licensed tenure of 18 years.

Goodwill on acquisition

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquire and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquire and the fair value of the acquirer's previously held equity interest in the acquire (if any), the excess is recognised immediately in statement of comprehensive income as a bargain purchase gain.

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

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets

Financial assets, other than hedging instruments, can be divided into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the assets were acquired. The designation of financial assets is re-evaluated and classification may be changed at the reporting date with the exception that the designation of financial assets at fair value through profit or loss is not revocable.

All financial assets are recognised on their trade date – the date on which the Company and the Group commit to purchase or sell the asset. Financial assets are initially recognised at fair value, plus directly attributable transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value.

Derecognition of financial instruments occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at the end of each reporting period whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Non-compounding interest and other cash flows resulting from holding financial assets are recognised in the statement of comprehensive income when received, regardless of how the related carrying amount of financial assets is measured.

The Group and the Company do not have held-to-maturity financial assets or financial assets at fair value through profit or loss.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

All financial assets within this category are subsequently measured at fair value with changes in value recognised in equity, net of any effects arising from income taxes, until the financial assets is disposed of or is determined to be impaired, at which time the cumulative gains or losses previously recognised in equity is included in the statement of comprehensive income for the period.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity shall be removed from the equity and recognised in the statement of comprehensive income even though the financial asset has not been derecognised.

The amount of the cumulative loss that is removed from equity and recognised in statement of comprehensive income shall be the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in the statement of comprehensive income.

Impairment losses recognised in statement of comprehensive income for equity investments classified as available-for-sale are not subsequently reversed through statement of comprehensive income. Impairment losses recognised in statement of comprehensive income for debt instruments classified as available-for-sale are subsequently reversed in statement of comprehensive income if an increase in the fair value of the instrument can be objectively related to an event occurring after the recognition of the impairment loss.

Impairment losses recognised in a previous interim period in respect of available-for-sale equity investments are not reversed even if the impairment losses would have been reduced or avoided had the impairment assessment been made at a subsequent reporting period or end of the reporting period.

Gains or losses from sales of available-for-sale investments are recognised upon conclusion of the contract for sale and the amount of sales proceed and the costs incurred or to be incurred in respect of the transaction can be measured reliably and there is certainty of gross inflow of benefits from the sale.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Determination of fair value

The fair values of quoted financial assets are based on current bid prices. If the market for a financial asset is not active or is unquoted, the Company establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs. Where fair value of unquoted instruments cannot be measured reliably, fair value is determined by the transaction price.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Loans and receivables comprise trade and other receivables and cash and cash equivalents, excluding prepayments.

They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. If there is objective evidence that the asset has been impaired, the financial asset is measured at the present value of the estimated future cash flows discounted at the original effective interest rate.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. The impairment or writeback is recognised in the statement of comprehensive income.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits with financial institutions which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents are presented net of bank overdrafts which are repayable on demand and which form an integral part of cash management.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

The Group's financial liabilities include borrowings and trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest-related charges are recognised as an expense in "finance cost" in the statement of comprehensive income. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Borrowings are recognised initially at the fair value of proceeds received less attributable transaction costs, if any. Borrowings are subsequently stated at amortised cost which is the initial fair value less any principal repayments. Any difference between the proceeds (net of transaction costs) and the redemption value is taken to the statement of comprehensive income over the period of the borrowings using the effective interest method. The interest expense is chargeable on the amortised cost over the period of the borrowings using the effective interest method.

Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised as well as through the amortisation process.

Borrowings which are due to be settled within 12 months after the end of the reporting period are included in current borrowings in the statement of financial position even though the original terms was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of reporting period. Borrowings to be settled within the Group's normal operating cycle are classified as the current. Other borrowings due to be settled more than twelve months after the end of the reporting period are included in non-current borrowings in the statement of financial position.

Trade and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities and equity instruments (Continued)

Convertible loan notes

Convertible loan notes are regarded as compound instruments, consisting of a liability component and an equity component. The component parts of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. Conversion features that fail equity classification are accounted for as derivative liability and accounted for separately from the host instruments.

Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in the statement of comprehensive income.

An embedded derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and it is not expected to be realised or settled within 12 months. Other embedded derivatives are presented as current assets or current liabilities.

Leases

Where the Group is the lessee,

Operating leases

Rentals on operating leases are charged to the statement of comprehensive income on a straight-line basis over the lease term. Lease incentives, if any, are recognised as an integral part of the net consideration agreed for the use of the leased asset. Penalty payments on early termination, if any, are recognised in the statement of comprehensive income when incurred.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

Operating leases (Continued)

Contingent rents are mainly determined as a percentage of revenue in excess of a specified amount during the month. They are charged to the statement of comprehensive income when incurred.

Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the date of the financial position; and

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (Continued)

- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the date of the financial position, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in statement of comprehensive income.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authorities on the same taxable entity, or on different tax entities, provided they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Pension obligations

The Company and the Group participate in the defined contribution national pension schemes as provided by the laws of the countries in which they have operations. In particular, the Singapore incorporated companies in the Group contribute to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The contributions to national pension schemes are charged to the statement of comprehensive income in the period to which the contributions relate.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Board of Directors are considered key management personnel.

Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) the entity and the Company 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 and 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 Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (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).

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

The carrying amounts of the Company's and the Group's non-financial assets, other than inventories and deferred tax assets, subject to impairment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the company at which management controls the related cash flows.

Individual assets or cash-generating units that include goodwill and other intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value-in-use, based on an internal discounted cash flow evaluation. Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill.

Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to the statement of comprehensive income unless it reverses a previous revaluation in which case it is charged to equity.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets (Continued)

With the exception of goodwill,

- An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.
- An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.
- A reversal of an impairment loss on a revalued asset is credited directly to equity under the heading revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the statement of comprehensive income.

An impairment loss in respect of goodwill is not reversed, even if it relates to impairment loss recognised in an interim period that would have been reduced or avoided had the impairment assessment been made at a subsequent reporting or end of the reporting period.

A reversal of an impairment loss is recognised as income in the statement of comprehensive income.

Functional currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Group and the Company are presented in Singapore Dollars, which is also the functional currency of the Company.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Conversion of foreign currencies

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from net investment in foreign operations are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of, a proportionate share of the accumulated translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

All other foreign exchange gains and losses impacting profit or loss are presented in the statement of comprehensive income within "other losses – net".

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the translations.

Group entities

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from Singapore Dollars are translated into the presentation currency as follows:

- (i) Assets and liabilities are translated at the closing exchange rates at the end of the reporting period;
- (ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) shall be translated at exchange rates at the dates of transactions; and

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

3(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Conversion of foreign currencies (Continued)

Group entities (Continued)

- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve.

Earnings per share

Basic and diluted earnings per share amounts are calculated by dividing net profit for the year attributable to the owners of the Company by the number of ordinary shares outstanding during the financial years.

Operating segments

For management purposes, operating segments are organised based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers are directly accountable to the chief executive officer who regularly reviews the segment results in order to allocate resources to the segments and to assess segment performance.

Revenue recognition

Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer. Revenue excludes goods and services taxes and is arrived at after deduction of trade discounts. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

The Group recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured. Revenue from online gaming is recognised when services are rendered.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

4 PLANT AND EQUIPMENT

The Group and Company	Furniture and fittings S\$'000	Equipment S\$'000	Total S\$'000
Cost			
At 1 April 2013	142	9	151
Additions	6	–	6
At 31 March 2014	148	9	157
Additions	–	3	3
At 31 March 2015	148	12	160
Accumulated depreciation			
At 1 April 2013	142	9	151
Depreciation for the year	1	–	1
At 31 March 2014	143	9	152
Depreciation for the year	1	3	4
At 31 March 2015	144	12	156
Net book value			
At 31 March 2015	4	–	4
At 31 March 2014	5	–	5

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

5 INTANGIBLE ASSETS

The Group	Licenses and development costs	Goodwill on consolidation	Total
	S\$'000	S\$'000	S\$'000
Cost			
At 1 April 2013	1,119	6,078	7,197
Acquisition of a subsidiary	–	4,048	4,048
Write off	(127)	–	(127)
At 31 March 2014, as previously stated	992	10,126	11,118
Reclassification to mining rights (Note 6)	–	(4,048)	(4,048)
At 31 March 2014, as restated and 31 March 2015	992	6,078	7,070
Accumulated depreciation and impairment losses			
At 1 April 2013	1,090	6,078	7,168
Amortisation charge for the year	14	–	14
Write off	(127)	–	(127)
At 31 March 2014	977	6,078	7,055
Amortisation charge for the year	15	–	15
At 31 March 2015	992	6,078	7,070
Net book value			
At 31 March 2015	–	–	–
At 31 March 2014	15	–	15

Amortisation expense on license and development costs of approximately S\$15,000 (2014 – S\$14,000) has been recognised in “Administrative expenses” in the consolidated statement of comprehensive income.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

6 MINING RIGHTS

	The Group S\$'000
<u>Cost</u>	
At 1 April 2013	–
Reclassification from exploration and evaluation assets	2,402
Reclassification from intangible assets (Note 5)	4,048
At 31 March 2014, restated	6,450
Additions	33
At 31 March 2015	6,483
<u>Accumulated amortisation and impairment losses</u>	
At 1 April 2013, as previously stated	–
Amortisation charge for the year	30
At 31 March 2014, as restated	30
Amortisation charge for the year	358
Impairment loss recognised in statement of comprehensive income	1,188
At 31 March 2015	1,576
<u>Net book value</u>	
At 31 March 2015	4,907
At 31 March 2014	6,420

The mining rights relate to the 'Birthday Mine' which encompasses a total area of 58.5ha (comprising 55ha held pursuant to the Mining Lease 77/450 and the 3.5ha pursuant to the Prospecting Licence 77/3982) located about 35 kilometres north of Bullfinch, Western Australia. The Mining Lease 77/450 was issued by the Department of Mines and Petroleum, Australia, commencing on 29 September 1990 and expiring on 19 September 2032.

Management has obtained approval from the Department of Mines and Petroleum, Australia to convert the existing Prospecting Licence 77/3982 into a General Purpose Lease G77/123 which allows the Group to either (i) erect, place and operate machinery in connection with mining operations, (ii) deposit or treat minerals obtained from any land; and (iii) use the land for any other specified purpose directly connected with mining operations.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

6 MINING RIGHTS (CONTINUED)

In accordance with the Group's accounting policies, the Group performs impairment testing at each reporting period to determine whether there is an indication of impairment. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made. The significant decline in gold price which resulted in the compression of valuations in the gold industry during the current financial year as well as the delay in the exploration and evaluation activities in respect of the areas of interest due to lack of funding represented indicators of impairment.

The Group assessed the recoverable amount of the mining rights (also known as its cash-generating unit or "CGU") based on a value-in-use approach using market based commodity price and exchange assumptions, estimated quantities of recoverable minerals, production levels, operating costs and capital requirements, based on the CGU life-of-mine ("LOM") plans. Estimates on quantities of recoverable minerals, production levels, operating costs and capital requirements are sourced from the Group's planning process documents, budgets as well as reports prepared by management's expert. The Group's budget was developed in the context of the current market environment and outlook, including movement in the gold price.

Following the assessment, management recognised an impairment loss of S\$1.2 million on the carrying amount of mining rights and has been recognised in "Administrative expenses" in the statement of comprehensive income.

Key assumptions:

- Gold price is estimated at US\$1,170 with reference to external market forecasts, including Bloomberg estimates and the current average gold price;
- The discount rate applied was based on 10%; and
- Life-of-mine is based on the remaining mining right license of 18 years to FY 2032 while operating and capital costs assumptions are based on (i) the Group's latest forecast and budget and/or (ii) benchmarking and taking reference from projects that are close to the Group's area of interest.

It is estimated that changes in key assumptions would have the following approximate impact on the value-in-use of the mining rights in its functional currency that has been subject to impairment in the financial statements. Each of the sensitivities above assume that the specific assumption moves in isolation, while all other assumptions are held constant.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

6 MINING RIGHTS (CONTINUED)

An increase/decrease in gold price by US\$50 ounce would reduce/increase the impairment loss by S\$998,000 respectively;

A 5% increase/decrease in production costs would increase/decrease the impairment loss by S\$645,000 respectively;

A 1% point increase/decrease in discount rate would increase/decrease the impairment loss by S\$350,000 or S\$385,000 respectively.

7 INVESTMENT IN SUBSIDIARIES

The Company	2015 S\$'000	2014 S\$'000 (restated)
Unquoted equity investment, at cost	11,939	5,489
Addition	–	6,450
	11,939	11,939
Impairment losses	(7,032)	(5,489)
	4,907	6,450

The change in impairment losses in respect of investment in subsidiaries during the year is as follows:

The Company	2015 S\$'000	2014 S\$'000 (restated)
At 1 April	5,489	5,489
Impairment loss recognised in statement of comprehensive income	1,543	–
At 31 March	7,032	5,489

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

7 INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are:

Name	Country of incorporation/ principal place of business	Cost of investment		Percentage of equity held		Principal activities
		2015	2014	2015	2014	
		S\$'000	S\$'000	%	%	
Summit Light Ventures Ltd ⁽²⁾	British Virgin Islands	6,450	6,450	100	100	Mining
Infinio Mining Pty Ltd ⁽²⁾	Australia	— ⁽³⁾	— ⁽³⁾	100	100	Mining
Infinio Resources Pte Ltd ⁽¹⁾	Singapore	99	99	100	100	Dormant
Infinio Korea Co. Ltd ⁽²⁾	South Korea	240	240	100	100	Dormant
Onegame Pte Ltd ⁽¹⁾	Singapore	5,150	5,150	83	83	Online gaming
Roomwise Holdings Pte Ltd ⁽¹⁾	Singapore	— ⁽³⁾	— ⁽³⁾	100	100	Dormant
		11,939	11,939			

(1) Audited by Foo Kon Tan LLP

(2) Audited by Foo Kon Tan LLP for consolidation purposes

(3) Investments in these subsidiaries are below S\$1,000.

As at the reporting date, management carried out a review of the recoverable amount of its investment in Summit Light Ventures Ltd, which is the sole legal owner of certain mining rights as described in Note 6. The review led to the recognition of an impairment loss of S\$1.5 million (FY2014 – Nil) that has been recognised in the statement of comprehensive income of the Company. The recoverable amount of Summit Light Ventures Ltd has been determined based on the value-in-use methodology.

In the previous financial year, the Company acquired 100% equity interest in Summit Light Ventures Ltd ("Summit Light") for a consideration of S\$6.45 million. The Company paid the Vendors of Summit Light S\$1.5 million in cash and issued 1.2 billion ordinary shares at S\$0.003 per ordinary share amounting to S\$3.6 million as partial consideration for the acquisition of Summit Light in the previous financial year (See Note 11). The Company paid an additional S\$0.4 million to the Vendors during the current financial year. As at 31 March 2015, approximately S\$0.95 million remained unpaid and was included in "other payables" in the statement of financial position (2014: S\$1.35 million) (See Note 13).

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

8 AVAILABLE-FOR-SALE FINANCIAL ASSET

	2015 S\$'000	2014 S\$'000
The Group and Company		
At 1 April	367	–
Addition	–	712
Impairment loss recognised in statement of comprehensive income	–	(345)
Disposal	(367)	–
At 31 March	–	367

Investments in quoted shares are denominated in the following currency:

	2015 S\$'000	2014 S\$'000
The Group and Company		
Australia dollar	–	367

During the current financial year, the Company disposed of its entire interest in the equity security and received proceeds of S\$28,000 from the sale of the equity security. An impairment loss of S\$339,000 was recognised in “Administrative expense” in the statement of comprehensive income.

In the previous financial year, the Company was allotted and issued 3,158,000 ordinary shares of Ephraim Resources Limited (formerly known as WAG Limited) (listed on Australian Securities Exchange) at AUD\$0.20 per share representing 0.2% of the issued share capital of Ephraim Resources Limited (“Ephraim”), in full and final settlement of the outstanding loan amounting to S\$712,000 due from PT FirstFlower, a subsidiary of Ephraim. The Group and the Company subsequently recognised an impairment loss of S\$345,000 against an equity security in Australia whose trade prices had been below cost for a prolonged period.

The fair value of quoted equity investment is determined by reference to their published bid price at the end of the reporting period.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

9 TRADE AND OTHER RECEIVABLES

	2015 S\$'000	2014 S\$'000
The Group		
Trade receivables	60	70
Allowance for doubtful receivables	(55)	(55)
Net trade receivables	5	15
Deposits	28	25
Other receivables	3	3
Loans and receivables at amortised cost	36	43
Input GST recoverable, net	11	16
Prepayments	22	23
	69	82
	2015 S\$'000	2014 S\$'000
The Company		
Amount due from subsidiaries	1,087	1,709
Allowance for doubtful receivables	(1,087)	(1,687)
Net amounts due from subsidiaries	–	22
Other receivables	1	3
Deposits	11	9
Loans and receivables at amortised cost	12	34
Input GST recoverable, net	2	16
Prepayments	15	16
	29	66

The loans and receivables recorded in the Company's level do not have any credit terms.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

Impairment losses

The ageing of loans and other receivables at the reporting date is:

	As at 31 March 2015			As at 31 March 2014 (re-stated)		
	Impairment			Impairment		
The Group	Gross S\$'000	losses S\$'000	Net S\$'000	Gross S\$'000	losses S\$'000	Net S\$'000
No credit terms	31	–	31	28	–	28
Not past due	5	–	5	4	–	4
Past due:						
– Not more than 3 months	–	–	–	11	–	11
– More than 12 months	55	(55)	–	55	(55)	–
	91	(55)	36	98	(55)	43

The change in impairment losses in respect of loans and other receivables during the year is as follows:

	The Group		The Company	
	2015 S\$'000	2014 S\$'000	2015 S\$'000	2014 S\$'000
At 1 April	55	55	1,687	1,667
Allowance made during the year	–	–	291	27
Allowance utilised during the year	–	–	(891)	(7)
At 31 March	55	55	1,087	1,687

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted in payments. These receivables are not secured by any collateral or credit enhancements.

Non-trade amounts due from subsidiaries and non-related parties are unsecured, non-interest bearing and are repayable on demand.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade and other receivables are denominated in the following currencies:

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore Dollar	54	76	29	66
Australian Dollar	9	–	–	–
Korean Won	6	6	–	–
	69	82	29	66

10 CASH AND CASH EQUIVALENTS

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Cash in hand	1	–	1	–
Cash at bank	7	240	4	238
	8	240	5	238

Cash and cash equivalents are denominated in the following currencies:

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore Dollar	5	238	5	238
Korean Won	3	2	–	–
	8	240	5	238

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

11 SHARE CAPITAL

The Company	Number of ordinary shares		2015 S\$'000	2014 S\$'000
	2015 ('000)	2014 ('000)		
Issued and fully paid, with no par value				
At 1 April	4,746,425	2,066,169	41,750	35,212
Share consolidation	(4,271,783)	–	–	–
Conversion of outstanding loan of S\$450,000 into shares	–	125,000	–	450
Issuance of 1,200,000,000 shares of S\$0.003 for acquisition of subsidiary	–	1,200,000	–	3,600
Issuance of shares for 5% equity linked redeemable structured notes due 2015	206,662	1,355,256	1,600	2,600
Share issue expenses		–	(48)	(112)
At 31 March	681,304	4,746,425	43,302	41,750

As at 31 March 2014, the total number of issued ordinary shares of the Company was 4,746,425,911. On 7 April 2014, the Company announced that every ten Existing Shares registered in the name of each Shareholder were consolidated into one Consolidated Share. Following the share consolidation exercise, the revised number of issued ordinary shares of the Company was 474,642,591.

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

During the current financial year, 206,662,000 (2014 – 135,525,600) new ordinary shares were issued pursuant to ELN Subscription Agreement entered on 22 June 2012.

In the previous financial year ended 31 March 2014, the Company's cash flow from operations was insufficient for the repayment of borrowings. To reduce the Company's borrowing cost, the Company and the Lender agreed to the conversion of the outstanding loan of S\$450,000 into shares of the Company in lieu of repayment in cash. A total 125,000,000 ordinary shares were allotted and issued on 26 April 2013.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

11 SHARE CAPITAL (CONTINUED)

In the previous financial year, 1,200,000,000 ordinary shares were issued as partial consideration of acquisition of Summit Light Ventures Ltd (See Note 7).

There are no outstanding warrants or treasury shares in the financial year end.

12 RESERVES

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Share option reserve	–	53	–	53
Translation reserve	(43)	(56)	–	–
Accumulated losses	(40,988)	(37,650)	(40,863)	(37,498)
	(41,031)	(37,653)	(40,863)	(37,445)

Share option reserve

Share option reserve represents the equity-settled share options granted to employees (Note 20). The reserve is made up of the cumulative value of services received from employees recorded on grant of equity-settled share options.

Translation reserve

The translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currency is different from that of the Group's presentation currency.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

13 TRADE AND OTHER PAYABLES

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Trade payables	570	433	467	332
Other payables	1,001	1,373	980	1,361
Accrued expenses	226	235	122	123
Amount due to directors	454	135	454	135
Financial liabilities at amortised costs	2,251	2,176	2,023	1,951

Trade payables are non-interest bearing and are normally settled on 30 days' terms.

Other payables relate mainly to the outstanding balance due to the ex-vendors of Summit Light arising from the acquisition and are unsecured, non-interest bearing and are repayable on demand.

The amounts due to directors are non-trade related, unsecured, non-interest bearing and is repayable on demand.

Trade payables are denominated in the following currencies:

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore Dollar	2,154	2,099	1,994	1,922
Australian Dollar	20	–	–	–
United States Dollar	13	13	13	13
Hong Kong Dollar	16	16	16	16
Korean Won	48	48	–	–
	2,251	2,176	2,023	1,951

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

14 BORROWINGS

The Group and Company	2015 S\$'000	2014 S\$'000 (restated)
Financial liabilities	389	673
Derivative liabilities	94	197
	483	870

On 22 June 2012, the Company signed a subscription agreement (the "Subscription Agreement") relating to the issue of 5.0% equity linked redeemable structured convertible notes (the "Convertible Notes") in aggregate principal amount of up to S\$10,000,000 comprising five tranches of principal amount of S\$2,000,000 each with Advance Opportunities Fund and Value Capital Asset Management Private Limited.

Each tranche shall comprise ten equal sub-tranches of S\$200,000 each. The Convertible Notes shall entitle the holder thereof to 5.0% interest per annum, and on the terms and conditions stipulated in the Subscription Agreement, be convertible into ordinary shares in the capital of the Company which are listed on the Official List of Catalist.

The Company raised gross proceeds of an aggregate of S\$5,400,000 from a series of conversion of Convertible Notes as at date of this report.

As at 31 March 2015, S\$400,000 of the Convertible Notes were subscribed but not converted into ordinary shares (2014: S\$800,000). The outstanding convertibles notes as at 31 March 2014 were subsequently converted into ordinary shares of the Company on 12 May 2014.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

15 REVENUE

	2015 S\$'000	2014 S\$'000
The Group		
Online gaming	45	49

16 OTHER INCOME

	2015 S\$'000	2014 S\$'000
The Group		
Directors' fees waived	–	42
Income from Productivity & Innovation Credit ("PIC") Scheme	19	14
Foreign exchange (losses)/gains, net	(2)	43
Sundry income	–	5
Over accrual of interest payable	–	16
Over accrual of expenses	–	2
Write-back of trade and other payables	66	87
	83	209

Directors' fees waived

Management has previously accrued directors' fees as approved by the members during the Annual General Meeting for financial year ended 31 March 2013. However, the Company's cashflow from operations prohibits the full settlement of the accrued directors' fees. Accordingly, the Board of Directors had approved the recommendation made by the Remuneration Committees to waive the directors' fees amounting to S\$41,667 in the previous financial year.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

17 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

The Group	Note	2015 S\$'000	2014 S\$'000 (restated)
Included in "general and administrative expenses"			
Audit fees		70	42
Amortisation of intangible assets	5	15	14
Amortisation of mining rights	6	358	30
Consultancy fees		5	217
Depreciation of plant and equipment	4	4	1
Employee compensation (See below)		781	461
Impairment loss on mining rights	6	1,188	–
Impairment loss on available-for-sale financial assets	8	–	345
Loss on disposal of available-for-sale financial assets		339	–
Legal and professional fees		119	220
Listing fees and related expenses		140	143
Operating lease expenses – office and equipment		130	140
Exploration and evaluation expenditure		216	–
Fair value loss on derivative financial liability		13	70
Breakdown of employee compensation:			
Directors' fees – directors of the Company		100	100
Directors' remuneration other than fee			
– Salaries and allowances		403	96
– Pension costs – Defined contribution plan		16	4
		519	200
Other than key management personnel:			
– Salaries and allowances		242	226
– Pension costs – Defined contribution plan		20	35
		262	261
		781	461

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

17 LOSS BEFORE TAXATION (CONTINUED)

There are no key management personnel other than the Executive Directors of the Company.

	2015 S\$'000	2014 S\$'000 (restated)
Included in "finance costs"		
Interest expense from:		
– Borrowings	9	5
– Late payments	–	2
	9	7

18 INCOME TAX EXPENSE

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on profits as a result of the following:

	2015 S\$'000	2014 S\$'000 (restated)
The Group		
Loss before taxation	(3,394)	(1,598)
Tax at statutory rate of 17%	(576)	(272)
Tax effect on non-deductible expenses	338	78
Tax effect on non-taxable income	(14)	(35)
Deferred tax assets on current year's losses not recognised	252	229
	–	–

Non-deductible expenses primarily relate to amortisation of intangible assets and mining rights, impairment loss on mining rights and available-for-sale financial assets, loss on disposal of available-for-sale financial assets, and fair value loss on derivative financial liability.

As at 31 March 2015, the Group has unutilised tax losses of approximately S\$5,840,989 (2014 – S\$4,362,465) and unutilised capital allowances of approximately S\$1,382,043 (2014 – S\$1,376,984) available for set-off against future taxable income subject to compliance with certain provisions of the tax legislation.

Deferred tax asset of approximately S\$1,228,000 (2014 – S\$976,000) in respect of these unutilised tax losses and unutilised capital allowances has not been recognised because of the uncertainty of its recoverability in the future periods.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

19 LOSS PER SHARE

The basic loss per share is calculated by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the financial year. The Company did not have any stock options or dilutive potential ordinary shares during the years ended 31 March 2014 and 2015.

The Group	2015	2014
	S\$'000	S\$'000 (restated)
Loss for the year attributable to owners of the Company	(3,391)	(1,598)
	Number of shares ('000)	
	2015	2014
Number of ordinary shares issued at 1 April	293,058	177,325
Issue of shares	330,740	115,733
Weighted average number of ordinary shares issued during the year	623,798	293,058
Loss per share (cents):		
– basic	0.54	0.55
– diluted	0.54	0.55

20 SHARE OPTION SCHEME

Share options were granted to key management personnel and other employees with more than two years of service under the Infinio Group Limited Share Option Scheme (the "Scheme").

Under the Scheme, options to subscribe for the ordinary shares of the Company are granted to key management personnel and other employees. The exercise price of the options is determined at the average of the closing prices of the Company's ordinary shares as quoted on the Singapore Exchange for five market days immediately preceding the date of the grant. Options are granted at no discount or at a discount of 20% to the prevailing market price of the shares. The vesting of the options is conditional on the key management personnel or employees completing another one year for no discount and two years of service for a discount of 20% from the grant date.

Once the options are vested, they are exercisable for a period of three years. The options may be exercised in full or in part in respect of 1,000 shares or a multiple thereof, on the payment of the exercise price. The persons to whom the options have been issued have no right to participate by virtue of the options in any share issue of any other company. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

20 SHARE OPTION SCHEME (CONTINUED)

The aggregate number of Shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the Scheme, shall not exceed 15% of the issued share capital of the company on the day preceding that date.

On 11 August 2008, the Company granted options to subscribe for 14,150,000 ordinary shares of the Company at exercise price of S\$0.04 per share ("2009 Options"). The 2009 Options were exercisable from 11 August 2010 and will expire on 11 August 2013.

On 12 June 2009, the Company further granted options to certain key management personnel and employees to subscribe for 42,000,000 ordinary shares of the Company at exercise price of S\$0.045 per share. The options were issued at market price and are exercisable from 12 June 2010 and expired on 12 June 2014. The options granted have expired during the current financial year and were transferred to accumulated losses.

A further 2,000,000 options were granted to Mr Ross Pollack upon his joining the Company as an Independent Director on 1 September 2009. In total, 44,000,000 share options (The "2010 Options") were granted during the financial year ended 31 March 2010.

No options were granted during the financial year ended 31 March 2015.

21 OPERATING LEASE COMMITMENTS

At the end of reporting period, the Group and the Company were committed to making the following rental payments in respect of non-cancellable operating leases of office equipment, office premise and warehouse premise with an original term of more than one year:

	2015 S\$'000	2014 S\$'000
The Group and Company		
Not later than 1 year	89	131
Later than 1 year and no later than 5 years	–	89
Total	89	220

The leases on the Group's and the Company's office equipment, office premise and warehouse premise on which rentals are payables will expire earliest on 13 May 2015 and latest on 31 March 2016, and the current rent payable on the leases are from S\$608 to S\$5,490 per month.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

22 SIGNIFICANT RELATED PARTY TRANSACTIONS

The Group paid consultancy fees amounting to S\$73,000 to a director of the Company in the previous financial year.

23 OPERATING SEGMENTS

For management reporting purposes, the Group is organised into the following reportable operating segments as follows:

- (1) Online gaming;
- (2) Mining; and
- (3) Others

Online gaming segment relates to revenue generated from royalty fees.

Mining segment relates to revenue generated from the Mining operations in Australia.

The Group Chief Executive Officer ("Group CEO"), who is designated as the Chief Operating Decision Maker, monitors the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue and gross profit, as included in the internal management reports that are reviewed by the Group CEO.

Group financing, corporate expenses and income taxes are managed on a group basis and are not allocated to operating segments.

The allocation of group assets and liabilities attributable to individual segments is not presented as the information is not provided to the Group CEO.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

23 OPERATING SEGMENTS (CONTINUED)

	Online gaming		Mining		Others		Total	
	2015	2014	2015	2014	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue	45	49	–	–	–	–	45	49
Gross profit	45	49	–	–	–	–	45	49
Other income	–	–	–	–	83	209	83	209
Unallocated corporate expenses	(21)	(28)	(1,791)	(85)	(1,701)	(1,736)	(3,513)	(1,849)
Finance costs	–	–	–	–	(9)	(7)	(9)	(7)
Profit/(Loss) before taxation	24	21	(1,791)	(85)	(1,627)	(1,534)	(3,394)	(1,598)
Income tax expense	–	–	–	–	–	–	–	–
Profit/(Loss) for the year	24	21	(1,791)	(85)	(1,627)	(1,534)	(3,394)	(1,598)
Other information:								
Acquisition of plant and equipment	–	–	–	–	3	6	3	6
Depreciation of plant and equipment	–	–	–	–	4	1	4	1
Acquisition of mining rights	–	–	33	6,450	–	–	33	6,450
Amortisation of mining rights	–	–	358	30	–	–	358	30
Impairment loss on mining rights	–	–	1,188	–	–	–	1,188	–

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

23 OPERATING SEGMENTS (CONTINUED)

Revenue and non-current assets information based on geographical location of customers and assets respectively are as follows:

Revenue	2015 S\$'000	2014 S\$'000
Singapore	45	49
Non-current assets	2015 S\$'000	2014 S\$'000
Australia	4,907	6,787
Singapore	4	20
	4,911	6,807

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks included credit risk, interest rate risk, foreign currency risk, market price risk and liquidity risk. The Group's principal financial instruments comprise cash at bank, trade and other payables, and borrowings. The Group has various other financial assets and liabilities such as trade and other receivables, which arise directly from its operations.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies, and processes for the management of these risks.

24.1 Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group has operations in Australia and Korea. Movements in the Australian Dollar/Singapore Dollar and Korean Won/Singapore Dollar exchange rates may affect the Group's statement of financial position.

As at the end of the reporting period, the Group's currency exposures are insignificant.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

24.2 Interest rate risk

Interest rate risk is the risk that the fair value of the Group's and the Company's financial instruments will fluctuate due to changes in market interest rates.

The Group's and the Company's exposure to interest rate risk arises primarily from their borrowings. The Group's policy is to manage its exposure to interest rate risks using a mix of fixed and floating rate debts. The Group does not use derivative financial instruments to hedge its investment portfolio. The Group's policy is to obtain financing at the most favourable interest rates available.

The following table sets out the carrying amount, by maturity, of the Group's and the Company's financial instruments that are exposed to interest rate risk:

	Total	Less than	1 to 5
	S\$'000	1 year	years
		S\$'000	S\$'000
The Group and Company			
31 March 2015			
Fixed rate			
Borrowings (Note 14)	(483)	(483)	–
Floating rate			
Cash and cash equivalents (Note 10)	8	8	–
31 March 2014			
Fixed rate			
Borrowings (Note 14)	(870)	(870)	–
Floating rate			
Cash and cash equivalents (Note 10)	240	240	–

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

24.3 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge obligation and cause the Group and the Company to incur a financial loss.

The carrying amounts of trade and other receivables, amounts due from subsidiaries and related parties and cash and bank balances represent the Group's and the Company's exposure to credit risk. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents and other receivables (including related parties balances), the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The maximum exposure to credit risk is represented by the carrying amount of each class of financial assets in the statement of financial position.

(i) Financial assets that are neither past due nor impaired

Cash at banks that are neither past due nor impaired are mainly deposits with banks which have high credit-ratings as determined by international credit-rating agencies.

Trade and other receivables that are neither past due nor impaired are substantially companies with good collection track records with the Company and the Group.

(ii) Financial assets that are past due but not impaired

There are no financial assets that are past due but not impaired as at the balance sheet date.

(iii) Financial assets that are past due and impaired

All financial assets that are past due more than 12 months have been impaired.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

24.4 Liquidity risk

Liquidity or funding risk is the risk that the Group and the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's objective is to maintain a balance between continuity of funding and flexibility through trade and other receivables, cash and short-term deposits trade and other payables, and borrowings.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows:

	Less than 1 year S\$'000	Between 2 and 5 years S\$'000	Over 5 years S\$'000	Total S\$'000
The Group				
31 March 2015				
Trade and other payables (Note 13)	2,251	–	–	2,251
Borrowings (Note 14)	483	–	–	483
	2,734	–	–	2,734
31 March 2014				
Trade and other payables (Note 13)	2,176	–	–	2,176
Borrowings (Note 14)	870	–	–	870
	3,046	–	–	3,046

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

24.4 Liquidity risk (Continued)

	Less than 1 year S\$'000	Between 2 and 5 years S\$'000	Over 5 years S\$'000	Total S\$'000
The Company				
31 March 2015				
Trade and other payables (Note 13)	2,023	–	–	2,023
Borrowings (Note 14)	483	–	–	483
	2,506	–	–	2,506
31 March 2014				
Trade and other payables (Note 13)	1,951	–	–	1,951
Borrowings (Note 14)	870	–	–	870
	2,821	–	–	2,821

The Group and the Company manage their liquidity risk by maintaining an adequate level of cash at bank, and obtaining continuous funds from the issuance of the S\$10 million equity linked redeemable structured convertible notes to a third party.

The Group and the Company also rely on continuous financial support from its major shareholders. Such major shareholders will continue to provide financial support to the Group and the Company as and when the liabilities fall due.

24.5 Market price risk

Price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices.

In the previous financial year, the Group was exposed to market price risks arising from its investment in equity investment quoted on the ASX in Australia classified as “available-for-sale”. Available-for-sale equity investments are held for strategic rather than trading purposes. The Group does not actively trade available-for-sale investments. If the ASX 200 had been 2% higher/lower with all other variables held constant, the Group's loss in the previous financial year would be S\$7,000 lower/higher, arising from lower/higher impairment loss recognised.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

25 FAIR VALUE MEASUREMENT

Fair values of financial instruments

Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurements, as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as is prices) or indirectly (i.e. derived from prices); and
- Level 3 : inputs for the asset or liability that are not based on observable market data.

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis at 31 March 2015 and 31 March 2014:

The Group	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
31 March 2015				
Derivative liability	–	–	(94)	(94)
31 March 2014				
Quoted available-for-sale financial assets	367	–	–	367
Derivative liability	–	–	(197)	(197)

The fair value of financial instruments traded in active markets (such as available-for-sale equity investments) is based on quoted market prices at the end of reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

There were no transfers between Level 1 and Level 2 in the previous financial year.

Borrowings

The carrying amounts of borrowings approximate their fair values.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

25 FAIR VALUE MEASUREMENT (CONTINUED)

Fair values of financial instruments (Continued)

Available-for-sale financial assets

The fair values of quoted equity securities are determined by reference to their quoted closing bid price at the reporting date.

Other financial assets and liabilities

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents and trade and other payables) approximate their fair values because of the short period to maturity.

26 CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

- (a) To safeguard the Group's ability to continue as a going concern;
- (b) To support the Group's stability and growth;
- (c) To provide capital for the purpose of strengthening the Group's risk management capability; and
- (d) To provide an adequate return to shareholders.

The Group defines capital as shareholders' equity. The Group regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

There were no changes in the Group's approach to capital management during the year.

The Company and its subsidiaries are not subject to externally imposed capital requirements.

The directors monitor capital based on the net debt to total equity ratio. Net debt comprises trade and other payables, and borrowings, less cash and cash equivalents. Net asset comprises total equity.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

26 CAPITAL MANAGEMENT (CONTINUED)

	The Group		The Company	
	2015	2014	2015	2014
	S\$'000	S\$'000	S\$'000	S\$'000
Trade and other payables (Note 13)	2,251	2,176	2,023	1,951
Borrowings (Note 14)	483	870	483	870
Less: Cash and cash equivalents (Note 10)	(8)	(240)	(5)	(238)
Net debt	2,726	2,806	2,501	2,583
Total equity	2,254	4,083	2,439	4,305
Net debt to total equity ratio	121%	69%	103%	60%

27 PRIOR YEARS' ADJUSTMENTS

These are the following prior year adjustments and reclassifications made to the consolidated statement of financial position as at 31 March 2014 and the consolidated statement of comprehensive income for the financial year ended 31 March 2014:

	As previously reported S\$'000	Prior year adjustments S\$'000	Reclassifications S\$'000	As restated S\$'000
Consolidated statement of financial position:				
Exploration and evaluation assets	2,402	–	(2,402) ⁽¹⁾	–
Intangible assets	4,048	–	(4,048) ⁽¹⁾	–
Mining rights	–	–	6,450 ⁽¹⁾	6,420
Borrowings	(800)	(70) ⁽²⁾	–	(870)
Current liabilities associated with discontinued operations	(1,295)	1,295 ⁽³⁾	–	–
Currency translation reserve	95	(151) ⁽³⁾	–	(56)
Accumulated losses	(38,996)	1,346	–	(37,650)
Consolidated statement of comprehensive income:				
General and administrative expenses	(1,721)	(128)	–	(1,849)

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

27 PRIOR YEARS' ADJUSTMENTS (CONTINUED)

- (1) In the previous financial year, management identified and capitalised exploration and evaluation assets amounting to S\$2.4 million arising from the acquisition of Summit Light. The excess of the purchase consideration over the net amounts of the identifiable assets acquired and liabilities assumed in Summit Light amounting to S\$4.05 million was consequently capitalised as "goodwill on consolidation". After reassessing the relevant facts and circumstances, management was of the view that the purchase consideration of S\$6.45 million paid to the ex-Vendors of Summit Light in FY 2014 was for the acquisition of the mining rights of Birthday Mine and on this basis, it should not be accounted for as if it was a business combination under FRS 103 – *Business Combinations*. Instead, it should be accounted for as an acquisition of an intangible asset in accordance with FRS 38 – *Intangible Assets*. Accordingly, the carrying amounts of "exploration and evaluation assets" and "goodwill on consolidation" are now reclassified to mining rights and amortisation expense of the mining rights of S\$30,000 has been accounted for from the date of acquisition to the balance sheet date.
- (2) Management entered into a subscription agreement relating to the issuance of equity linked redeemable structured convertible note in FY 2013. Management did not account for the conversion feature of the convertible note that fail equity classification as derivative liability and accordingly, management has to rectify and account for the fair value change of the derivative liability amounting to S\$70,000 as at 31 March 2014.
- (3) Management has previously consolidated the current liabilities amounting to S\$1,294,537 of Broadband Network Systems Limited and its subsidiaries ("Broadband Group"), which was classified as a "discontinued operations". After reassessing the relevant facts and circumstances, management realised that they no longer have the power to govern the financial and operating policies of Broadband Group since the latter has been placed under compulsory liquidation since 27 April 2012 and the liquidators have taken over the management of Broadband Group to recover and realise the assets and settle its liabilities. Accordingly, management ceased to consolidate the liabilities of its discontinued operations in the consolidated financial statements as at 31 March 2013.

28 QUALIFIED AUDIT OPINION ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

The predecessor auditors highlighted in their 2014 audit report that included in the current liabilities presented in the statements of financial position was an amount of S\$1,294,537 recognised by the Group arising from discontinued operations.

The discontinued operations comprised of Broadband Network Systems Limited and its subsidiaries ("Broadband Group"), were then under liquidation following their cessation of operations in 2011. The financial statements of these discontinued operations were not audited since 2011 due to the resignations of all of its directors and staff and their financial records were not available to be audited.

In arriving at our modified audit opinion for the financial year ended 31 March 2015, we understand from management that Broadband Group has been placed under compulsory liquidation since 27 April 2012 and the liquidators have taken over the management of Broadband Group to recover and realise the assets and discharge its liabilities in the most advantageous manner. On this basis, management concluded that they did not have the power to govern the financial and operating policies of Broadband Group so as to obtain benefits from its activities and accordingly, the results of Broadband Group should not be consolidated in the Group's results since 31 March 2013. Prior year adjustments have been made to reinstate the financial statements as at 31 March 2014 and 1 April 2013. Therefore, the matter reported in the 2014 audit report did not have an effect on the financial statements for the financial year ended 31 March 2015 or on our opinion on those financial statements.

NOTES TO FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

29 SUBSEQUENT EVENTS

Share placement and loan

On 14 May 2015, the Company entered into a Share Placement Agreement ("the Agreement") with KKI International Limited ("KKI"), to allot and issue 120 million new ordinary shares in the capital of the Company at a placement price of S\$0.027 for each placement share, totalling S\$324,000.

In addition, KKI extended a working capital loan to the Company amounting to S\$176,000, at an interest rate of 10% per annum, repayable with interest within 12 months.

Settlement in respect of letters of demand

On 20 May 2015, the Company made full settlement to Morgan Lewis Stamford LLC (formerly known as Stamford Law Corporation) and Stamford Corporate Services Pte Ltd, in respect of letters of demand dated 6 January 2015 in relation to certain profession fee amounting to S\$279,000.

STATISTICS OF SHAREHOLDINGS

AS AT 19 JUNE 2015

Number of issued shares	:	801,304,250
Class of shares	:	Ordinary Shares
Number of treasury shares	:	Nil
Voting rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 19 JUNE 2015

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	27	0.95	618	0.00
100 – 1,000	434	15.27	279,352	0.04
1,001 – 10,000	1,062	37.35	5,277,000	0.66
10,001 – 1,000,000	1,234	43.40	152,926,475	19.08
1,000,001 AND ABOVE	86	3.03	642,820,805	80.22
TOTAL	2,843	100.00	801,304,250	100.00

TWENTY LARGEST SHAREHOLDERS AS AT 19 JUNE 2015

	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHARES
1	DORIS CHUNG GIM LIAN	137,758,000	17.19
2	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	121,510,500	15.16
3	LIANG JEN NICHOLAS REMIGIUS OEI	50,520,000	6.30
4	ATLAS GROUP HOLDINGS PTE LTD	33,957,900	4.24
5	ATLAS CAPITAL PTE LTD	24,210,000	3.02
6	CITIBANK NOMINEES SINGAPORE PTE LTD	21,120,166	2.64
7	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	17,468,249	2.18
8	TAN ENG CHUA EDWIN	16,998,400	2.12
9	MAYBANK KIM ENG SECURITIES PTE LTD	9,671,450	1.21
10	OCBC SECURITIES PRIVATE LTD	9,005,700	1.12
11	PHILLIP SECURITIES PTE LTD	8,654,141	1.08
12	RAFFLES NOMINEES (PTE) LTD	7,052,500	0.88
13	CIMB SECURITIES (SINGAPORE) PTE LTD	7,001,158	0.87
14	TAN LYE SENG	6,942,800	0.87
15	MIN YONG JEONG	6,000,600	0.75
16	YAP CHOON CHWEE	5,500,000	0.69
17	KOH CHOH HUAT	5,400,000	0.67
18	NG KWEE PANG	5,333,600	0.67
19	ABN AMRO CLEARING BANK N.V.	5,200,000	0.65
20	TAN POH LIN	5,037,100	0.63
	TOTAL:	504,342,264	62.94

STATISTICS OF SHAREHOLDINGS

AS AT 19 JUNE 2015

Shareholdings	As at 19 June 2015					
	Direct Interests	%	Deemed Interests	%	Total Interests	%
Substantial Shareholders						
Chew Hua Seng ⁽²⁾	4,817,597	0.60	137,758,000	17.19	142,575,597	17.79
Doris Chung Gim Lian ⁽¹⁾	137,758,000	17.19	4,817,597	0.60	142,575,597	17.79
KKI International Pte Ltd	120,000,000	14.98	–	0.00	120,000,000	14.98
Pang Hin Whee ⁽³⁾	–	0.00	120,000,000	14.98	120,000,000	14.98
Liang Jen Nicholas Remigius Oei	50,520,000	6.30	–	0.00	50,520,000	6.30

Notes:

- (1) Ms Doris Chung Gim Lian is deemed to be interested in 4,817,597 shares held by Mr Chew Hua Seng as Mr Chew Hua Seng is the spouse of Ms Doris Chung Gim Lian.
- (2) Mr Chew Hua Seng is deemed to be interested in 137,758,000 shares held by Ms Doris Chung Gim Lian as Ms Doris Chung Gim Lian is the spouse of Mr Chew Hua Seng.
- (3) By virtue of Section 7 of the Companies Act (Cap 50), Mr Pang Hin Whee (Richard Pangestu) is deemed interested in 120,000,000 shares held by KKI International Pte Ltd.

PUBLIC FLOAT

As at 19 June 2015, approximately 60.78% of the issued ordinary shares of the Company was held in the hands of the public (on the basis of information available to the Company). Accordingly, the Company had complied with Rule 723 of the Rules of Catalist of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Infinio Group Limited will be held at 2 Leng Kee Road, #03-04 Thye Hong Centre, Singapore 159086, on Thursday, 30 July 2015 at 11.00 am for the following purposes:-

AS ORDINARY BUSINESS

- | | |
|---|--|
| 1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2015 together with the Directors' Report and Auditors' Report thereon. | Resolution 1 |
| 2. To approve the payment of Directors' Fees of (S\$100,000) for the financial year ended 31 March 2015 (2014: S\$100,000). | Resolution 2 |
| 3. To re-elect the following directors of the Company ("Director") retiring pursuant to Articles 107 of the Articles of Association of the Company:

Mr Wong Kuan Kit Keith

Mr Kun Swee Tiong Andy
[See Explanatory note (i)] | Resolution 3
Resolution 4 |
| 4. To re-appoint Messrs Foo Kon Tan LLP., Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting. | |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:-

- | | |
|---|---------------------|
| 6. <u>INFINIO GROUP LIMITED SHARE OPTION SCHEME</u>

"THAT approval be given to the Directors to offer and grant options under the Infinio Group Limited Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time."
[See Explanatory Note (ii)] | Resolution 6 |
| 7. <u>AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES</u>

That authority be and is hereby given to the directors of the Company to:-

(a) (i) issue ordinary shares in the capital of the Company (" Shares ") whether by way of rights, bonus or otherwise; and/or | Resolution 7 |

NOTICE OF ANNUAL GENERAL MEETING

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution 7 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors of the Company while the authority conferred by this Resolution 7 was in force,

provided always that:–

- (i) the aggregate number of Shares to be issued pursuant to this Resolution 7 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 7) does not exceed 100% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 7) does not exceed 50% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) at the time this Resolution 7 is passed, after adjusting for:–
 - (A) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 7 is passed; and
 - (B) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) in exercising the authority conferred by this Resolution 7, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of Section B: Rules of Catalist of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 7 shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

BY ORDER OF THE BOARD

LEE BEE FONG
COMPANY SECRETARY

SINGAPORE
15 July 2015

Explanatory Notes:-

- (i) With regard to Ordinary Resolutions 3 to 4 proposed in item 3 above, please note the following:-
- Mr Wong Kuan Kit Keith will, upon re-election as a Director, remain as the Executive Director of the Company. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations, its 10% shareholders or its officers (as defined in the Code of Corporate Governance 2012 (the "Code")).
- Mr Kun Swee Tiong Andy will, upon re-election as a Director, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He shall be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations, its 10% shareholders or its officers
- (ii) Ordinary Resolution 6 above, if passed, will empower the Directors to issue shares pursuant to the Infinio Group Limited Share Option Scheme (the "Scheme") of up to an amount not exceeding in total 15% of the issued share capital of the Company for the time being pursuant to the exercise of the options under the Scheme. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (iii) Ordinary Resolution 7 is to empower the directors of the Company from the date of the passing of this resolution to the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to issue Shares and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an aggregate number not exceeding 100% of the total number of issued Shares (excluding treasury shares) with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares) for issues other than on a pro rata basis to

NOTICE OF ANNUAL GENERAL MEETING

shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares) at the time that Ordinary Resolution 7 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time that Ordinary Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or sub-division of Shares.

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (ii) A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy must be deposited at the Company's registered office at 80 Robinson Road, #02-00 Singapore 068898 at least 48 hours before the time of the Meeting.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.*

This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

*The contact person for the Sponsor is Mr Liao H.K.
Telephone number: 6221 0271*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

INFINIO GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No: 199801660M)

IMPORTANT:

1. For Investors who have used their CPF monies to buy Infinio Group Limited shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

I/We _____

of _____

being a member/members of the above-mentioned Company, hereby appoint:-

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

--	--	--	--

or failing him/her/them, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2 Leng Kee Road, #03-04 Thye Hong Centre, Singapore 159086, on Thursday, 30 July 2015 at 11.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as hereunder indicated.

No.	Ordinary Resolutions	For	Against
Ordinary Business			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March 2015 together with the Directors' Report and Auditors' Report.		
2.	Approval of Directors' Fees.		
3.	Re-election of Mr Wong Kuan Kit Keith.		
4.	Re-election of Mr Kun Swee Tiong Andy.		
5.	Re-appointment of Messrs Foo Kon Tan LLP.		
Special Business			
6.	To authorise Directors to allot and issue shares in connection with the exercise of options granted pursuant to Infinio Group Limited Share Option Scheme.		
7.	To authorise Directors to allot shares pursuant to Section 161 of the Companies Act, Cap. 50.		

Dated this _____ day of _____ 2015.

No. of Shares Held

Signature(s) of Member(s)

or Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes to the Proxy Form

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his stead.
3. Where a member appoints two proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 percent of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 at least 48 hours before the time appointed for the Annual General Meeting.
6. A corporation which is a member may authorise by resolution of its Directors or other governing body such a person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50.
7. Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for or against the Resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
9. In the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty."



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Singapore 159086
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