



e2-capital

ANNUAL REPORT 2015

CONTENTS

This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this annual report.

This annual report has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this annual report including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Mr Thomas Lam, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.

CORPORATE INFORMATION	1
CHAIRMAN'S STATEMENT	2
BOARD OF DIRECTORS	4
CORPORATE GOVERNANCE REPORT	6
FINANCIAL STATEMENTS	22
SHAREHOLDING STATISTICS	62
NOTICE OF ANNUAL GENERAL MEETING	64
PROXY FORM	69

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dato' WONG Sin Just

(Non-Executive Chairman)

LEE Gee Aik

(Executive Vice Chairman)

Dr LO Wing Yan, William, J.P.

(Lead Independent Director)

LAM Kin, Lionel

(Independent Director)

AUDIT COMMITTEE

Dr LO Wing Yan, William, J.P.

(Chairman)

LAM Kin, Lionel

Dato' WONG Sin Just

NOMINATING COMMITTEE

LAM Kin, Lionel (Chairman)

Dr LO Wing Yan, William, J.P.

Dato' WONG Sin Just

REMUNERATION COMMITTEE

LAM Kin, Lionel (Chairman)

Dr LO Wing Yan, William, J.P.

Dato' WONG Sin Just

COMPANY SECRETARY

CHENG Lisa, ACIS

REGISTERED OFFICE

38 Beach Road

#29-11, South Beach Tower

Singapore 189767

Tel: +65 6808 1600

Fax: +65 6808 1616

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.

16 Collyer Quay

#10-00 Income at Raffles

Singapore 049318

SHARE REGISTRAR

Tricor Barbinder Share Registration Services

(A division of Tricor Singapore Pte. Ltd.)

80 Robinson Road

#02-00

Singapore 068898

AUDITOR

PricewaterhouseCoopers LLP

8 Cross Street

#17-00 PWC Building

Singapore 048424

Partner-in-charge: **Charlotte Hsu**

(since financial year 2014)

PRINCIPAL BANKERS

The Hongkong and Shanghai

Banking Corporation Limited

CHAIRMAN'S STATEMENT



DATO' WONG SIN JUST
Non-Executive Chairman

Dear Shareholders

On behalf of the Board of Directors (the "Board"), I would like to present to you the Company's results for the financial year ended 30 June 2015 ("FY 2015").

OVERVIEW

In our quest for a suitable and profitable business to satisfy the Singapore Exchange Securities Trading Limited's requirements for a new listing, we entered into a Sale and Purchase agreement (the "SPA") on 17 September 2014 to subscribe for approximately 99.99% of the entire issued and paid-up capital of Astaka Padu Limited (the "Target Company") in a reverse takeover transaction ("RTO").

After more than a year of hard work by the various parties and the Directors, I am pleased that the Directors will be seeking shareholders' approval for this RTO at the Extraordinary General Meeting ("EGM") to be held on 26 October 2015.

FINANCIAL PERFORMANCE

During the year under review, no revenue and selling expenses were recognised given that the Company is a cash company with no operations. The other income of HK\$28,000 represents government grants received. Administrative expenses were mainly expenses incurred to keep the listing status of the Company while other expenses were expenses incurred in connection with the RTO of the Target Company. Following the success in our application for tax exemption under Section 13 (12) of the Singapore Income Tax Act for the foreign-sourced dividend income received in Singapore, the Company reversed the income tax provision of HK\$11,325,000 brought forward in FY 2015.

In view of the above, the Company incurred a net loss for the year of HK\$3,078,000 in FY 2015 compared to a net profit for the year of HK\$223,252,000 in the financial year ended 30 June 2014.

FINANCIAL POSITION

The Company's total and current assets decreased by approximately HK\$197,726,000 from HK\$237,370,000 as at 30 June 2014 to HK\$39,644,000 as at 30 June 2015. The decrease was principally due to the capital reduction by way of cash distribution of HK\$187,600,000 approved by shareholders on 2 June 2014 and effected in FY 2015 and deposit of HK\$12,179,000 (S\$2,000,000) advanced to the Target Company under the SPA. The increase in deposits, prepayments and other receivables by approximately HK\$13,114,000 from HK\$346,000 as at 30 June 2014 to HK\$13,460,000 as at 30 June 2015 is principally due to the deposit advanced to the Target Company. The decrease in share capital from HK\$231,885,000 as at 30 June 2014 to HK\$44,285,000 is due to the capital reduction mentioned above.

The Company's cash and cash equivalents stood at HK\$26,184,000 as at 30 June 2015, of which HK\$1,355,200 is held in escrow, as compared to HK\$237,024,000, as at 30 June 2014 of which HK\$188,955,200 is held in escrow. The decrease is largely resulted from the cash distribution conducted on 2 June 2014. The Company is proposing to undertake a capital reduction exercise, by reducing the share capital of the Company from HK\$44,285,005 to HK\$34,485,005, which would involve a cash distribution of HK\$0.035 per share, totalling HK\$9,800,000 to shareholders. The cash distribution would be funded from the Company's existing cash and cash equivalents and there would be no change in the number of shares held by shareholders before and after the proposed capital reduction and cash distribution. The Company will seek shareholders' approval for the proposed capital reduction and cash distribution at the EGM to be held on 26 October 2015.

The Company's total and current liabilities decreased by approximately HK\$7,048,000 from HK\$14,499,000 as at 30 June 2014 to HK\$7,451,000 as at 30 June 2015. The decrease was mainly due to the reversal of the provision for income tax payable no longer needed following the success of our application for tax exemption under Section 13(12) of the Singapore Income Tax Act. This decrease was set off by the increase in accruals and other payables due to the increases in accrual of professional fees in connection with the RTO of the Target Company.

The Company has a positive working capital of HK\$32,193,000 as at 30 June 2015 compared to HK\$222,871,000 as at 30 June 2014.

IN APPRECIATION

On behalf of the Board of Directors, I want to express my sincere gratitude to our shareholders and business associates for your unwavering support to the Company through this period of transition. I would also like to express my appreciation to my fellow Board members for their valuable advice and contributions accorded to me during the year.

Dato' Wong Sin Just

Non-Executive Chairman
30 September 2015

BOARD OF DIRECTORS



DATO' WONG SIN JUST
Non-Executive Chairman

DATO' WONG SIN JUST was appointed as the Non-Executive Chairman of the Company on 27 November 2008 and was last re-elected on 29 October 2013. He is the founder of SBI E2-Capital Limited and possesses over 20 years of experience in investment banking and venture capital. SBI E2-Capital Limited and its group of companies are a private investment group providing financial services in both Hong Kong and Singapore. Dato' Wong began his career as a computer engineer with Hewlett-Packard in Singapore before joining an international accounting firm at its London office. In 1992, he was an executive in Standard Chartered Asia Limited's corporate finance team. He was a manager in the Corporate Finance team in ABN AMRO Asia Corporate Finance Limited from 1993 to 1994 and was with Nomura International (Hong Kong) Limited as an Associate Director of the Equity Capital Markets/Equity Syndicate department from 1994 to 1996. From 1996 to 1998, he joined ABN AMRO Asia Corporate Finance Limited as Director of Asian Equity Capital Markets. In 1998, he joined BNP Prime Peregrine Securities Limited as Managing Director of the Asia Equity Capital Markets. From 2001 to 2008, he was Vice Chairman of China Renji Medical Group Limited. Dato' Wong was also the founder and co-Chairman of E2-Capital (Holdings) Limited from February 2000 to May 2008, a company listed on the main board of HKEx which focus on property development and private equity. During the preceding three years, Dato' Wong has served as a director in other listed companies, namely CSI Properties Limited and China Zenith Chemical Group Limited both of which were listed on HKEx. Dato' Wong holds a Bachelor of Engineering (First Class Honours) from the Imperial College of Science, Technology and Medicine, University of London and qualified with the Institute of Chartered Accountants, England and Wales in 1992 as a Chartered Accountant.



LEE GEE AIK
Executive Vice Chairman

LEE GEE AIK was appointed as an Independent Non-Executive Director of the Company on 23 December 2008 and was last re-elected on 29 October 2013. He was re-designated as the Executive Vice Chairman of the Company on 29 January 2014. He is a practising accountant with many years of extensive and varied experience in accounting, tax and financial matters. Mr Lee is a Fellow of the Association of Chartered Certified Accountants, United Kingdom, and a Chartered Accountant, Singapore with the Institute of Singapore Chartered Accountants. He also obtained a Masters degree in Business Administration from Henley The Management College, United Kingdom. He has been appointed by the Minister of Health to serve as Lay Person member of the Complaints Panel of the Singapore Pharmacy Council and is currently also an Independent Director on the board of four other SGX-ST listed companies, namely Anchun International Holdings Ltd, LHN Limited, SHS Holdings Limited and International Healthway Corporation Limited. During the preceding three years, Mr Lee had served as an Independent Director of Sinostar PEC Holdings Limited, Leader Environmental Technologies Limited and Ley Choon Group Holdings Limited which are listed on the SGX-ST.



**DR LO WING YAN,
WILLIAM, J.P.**

Lead Independent
Non-Executive Director

DR LO WING YAN, WILLIAM, J.P. was appointed as an Independent Non-Executive Director of the Company on 1 June 2009 and was appointed Lead Independent Non-Executive Director on 29 January 2014 and last re-elected on 30 October 2014. Dr Lo is the Vice Chairman of South China Media Group (“SCM”), a leading magazine publisher in Hong Kong and Mainland, until recently. From 2006 to 2009, Dr Lo was the Vice Chairman and Managing Director of I.T Limited, a well recognized trend-setter in the fashion apparel retail market in Hong Kong, the Greater China and Asia Pacific region, which is listed on the Main Board of HKEx. Prior to joining, Dr Lo was the Executive Director and Vice-President of China Unicom Ltd., an integrated telecommunications services provider in China and the world’s second largest cellular operator and a company listed in both the HKEx and the New York Stock Exchange. From 2000 to 2004, Dr Lo was the Non-Executive Chairman of WPP Greater China. Prior to that, Dr Lo was the Chief Executive Officer of Citibank’s Global Consumer Banking business for Hong Kong, Macau and China in the late 90’s. His executive management portfolio in Citibank includes retail banking, credit card, insurance and investment services. Prior to his appointment at Citibank, Dr Lo was the founding Managing Director of Hongkong Telecom’s wholly-owned interactive multimedia subsidiary, the Hongkong Telecom IMS Limited. Dr Lo started his business career as a management consultant with McKinsey and Company.



LAM KIN, LIONEL

Independent
Non-Executive Director

LAM KIN, LIONEL was appointed as an Independent Non-Executive Director of the Company on 23 December 2008 and was last re-elected on 30 October 2014. He spent most of his career, beginning in 1965, with the Hong Kong Police Force, holding the post of Assistant Commissioner of Police (Support), prior to his retirement in March 2001. During his police career, Mr. Lam served in a wide variety of duties on the operations as well as the management side. He also completed a number of professional as well as management courses in the United Kingdom notably the Senior Division Command Course, The Scottish Police College; the General Management Course, Henley The Management College; and the Senior Command Course, The Police Staff College. He was awarded the Police Distinguished Service Medal in 1999. After retirement from the Police Force, he has held a number of positions such as Chief Management Officer of Sino Media Group Ltd.; Managing Director of Locus Group Ltd.; Executive Director of Vigers Asia Pacific Limited as well as Chairman & Chief Executive Officer of Perfect Balance (HK) Limited. He has also been actively engaged in charity work, being a Board Member of The Hong Kong Community Chest; a Director of Dr. Stanley Ho Medical Development Foundation; and a Trustee of the SBI E2-Capital Charitable Foundation.

CORPORATE GOVERNANCE REPORT

During the financial year ended 30 June 2015 (“**FY2015**”), E2-Capital Holdings Limited (the “**Company**”) remains a cash company as defined by Rule 1017 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) with no business operations. Nonetheless, the Board of Directors (the “**Board**”) of the Company is committed to upholding high standards of corporate governance to enhance corporate performance and shareholders’ value, protect the interests of the shareholders and ensure that optimum corporate transparency.

This report sets out the Group’s main corporate governance practices with reference to the Code of Corporate Governance 2012 (the “**Code**”). The Board is pleased to report the compliance with the principles of the Code except where otherwise stated and such compliance is regularly reviewed to ensure transparency and accountability.

BOARD MATTERS

The Board’s Conduct of Affairs

The Board provides strategic guidance, oversees the key activities for the Company and ensures that there are adequate financial and human resources to achieve its objectives and long-term success of the business.

Roles and Duties of the Board

The Board’s principal functions include providing entrepreneurial leadership and approving strategic business plans, annual budget plan, major acquisition and disposal of assets and businesses, and financial results of the Company. It also establishes a framework of prudent and effective controls appropriate to the nature and size of its operations which enable risk to be assessed and managed and sets corporate values and standards for the Company to ensure that the obligation to shareholders and other stakeholders are met. In addition, the Board reviews the Company’s corporate policies and financial performance.

Delegations of Authority to Board Committees

The Board has established a number of committees to assist the Board in discharging its responsibilities efficiently and effectively. These committees include the Audit Committee (“**AC**”), the Remuneration Committee (“**RC**”) and the Nominating Committee (“**NC**”) (collectively the “**Board Committees**”). A majority of the members of each of these Board Committees comprises of Independent Non-Executive Directors and each committee is chaired by an Independent Non-Executive Director. Each of the committees’ functions, roles and authorities are clearly set out in their respective terms of reference.

Meeting of Board and Board Committees

The Board and the Board Committees hold meetings at least on a half yearly basis and meet physically when circumstances dictate. The Company’s Articles of Association (“**Articles**”) allows meetings to be conducted by way of telephone conferencing or any other electronic means of communication. The number of Board and Board Committee meetings held in FY2015 and the attendance of each Director are set out as follows:

CORPORATE GOVERNANCE REPORT

Name of Director		Board	Audit	Remuneration	Nominating
			Committee	Committee	Committee
Meetings Attended/Meetings Held					
Dato' WONG Sin Just	Non-Executive Chairman	3/3	2/2	1/1	1/1
LEE Gee Aik	Executive Vice Chairman	3/3	2/2	1/1	1/1
LAM Kin, Lionel	Independent Director	3/3	2/2	1/1	1/1
Dr LO Wing Yan, William, J.P.	Lead Independent Director	3/3	2/2	1/1	1/1

Matters Reserved for Board's Decision

The Company has established approval limits for operating and capital expenditure, procurement of goods and services as well as operational and financial authorisation on daily and ad hoc operation decision-making. Apart from matters that specifically require the Board's approval, such as major acquisitions and realisations, issue of shares, dividend distributions and other returns to shareholders, the Board approves transactions exceeding certain designated threshold limits, while delegating authority for transactions below those limits to the Board Committees and Management so as to optimise operation efficiency.

Appointment and Training for Directors

New Directors, if appointed to the Board are briefed on the Company's business activities and its strategic directions, as well as statutory and other responsibilities as a Director. The Directors have the obligation to act in good faith and in the best interests of the Company. Newly appointed Directors will also be provided a formal letter setting out their duties and obligations. Newly appointed Directors, if any, would undergo an orientation programme where the Director would be provided relevant training to assist the Director with regards to the expected duties of a director of a listed company. For FY2015, no new Director was appointed.

The Company recognises the importance of appropriate training for the Directors, apart from the initial orientation. The Directors are updated by the Company Secretary and Continuing Sponsor on amendments/requirements of the Catalist Rules and other statutory and regulatory requirements from time to time, to enable them to discharge their duties effectively. Continuing training particularly on relevant new laws, regulations and changing commercial risks will be provided to the Directors from time to time. For FY2015, the Company's external auditor, PricewaterhouseCoopers LLC, briefed the AC members on developments in accounting and governance standards.

Board Composition and Guidance

Composition of the Board

The Board comprises one (1) Executive Director, one (1) Non-Executive Director and two (2) Independent Directors, of which the Independent Directors accounts for half of the Board. The requirement of the Code that at least half of the Board comprises of Independent Directors is satisfied.

CORPORATE GOVERNANCE REPORT

Independence of Directors

The Independent Directors have confirmed that they do not have any relationship with the Company or related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interest of the Company. The Board considers an Independent Director as one who has no relationship with the Company, its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment of the Company's affairs with a view to the best interests of the Company.

The Board has taken into account the views of the NC on whether a Director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect or could appear to affect, the Director's judgement. In assessing the independence of each Director, the NC had examined different relationships identified by the Code that might impair the Directors' independence and objectivity. The NC had reviewed and determined that the said Directors are independent.

For FY2015, there are no Independent Directors whom have served beyond nine (9) years since the date of their appointments.

Size, Composition and Competency of the Board

The NC, taking into account the nature of operations of the Company, reviews the size and composition of the Board from time to time, to ensure that the size of the Board is conducive for effective discussion and decision-making with an appropriate number of Independent Directors. The NC seeks to maintain an appropriate balance of expertise and attributes among the Directors, including relevant core competencies in areas such as accounting and finance, business and management, strategic planning and regional business expertise.

The Board carries out a board performance evaluation annually. The Directors are requested to complete a board evaluation questionnaire designed to seek their view on various aspects of the Board and individual Director's performance. The results were thereafter compiled and submitted by the Company Secretary to the NC Chairman, in consultation with the NC, to assess if the current size of the Board, combined experience, skills, knowledge and expertise of the Directors provides effective decision-making and leadership to the Company and to understand the range of expertise that is lacking by the Board, if any. The NC is of the view that the current Board comprises persons who as a group provide capabilities required for the Board to be effective.

The NC is also of the view that the current size and composition of the Board is appropriate for the Company considering that the Company is a cash company with no operations since the disposal of its former subsidiary, Wealthy Aim Investments Limited, on 29 January 2014. Furthermore, one of the terms and conditions of the Sale and Purchase Agreement for the proposed acquisition of approximately 99.99% of the entire issued and paid-up capital of Astaka Padu Limited in a reverse takeover transaction requires the current Board save for Mr Lee Gee Aik to resign to allow a new Board to be formed on the successful completion of this proposed acquisition. In view of the above, the NC considers that it is in the best interest of the Company to keep the current composition of the Board during this critical period to ensure a smooth and timely execution of this proposed acquisition.

CORPORATE GOVERNANCE REPORT

The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

<u>Core Competencies</u>	<u>Number of Directors</u>
Accounting or finance	3
Legal or corporate governance	4
Business and Management Experience	4

Check and Balance Provided by Non-Executive Directors

Non-Executive Directors constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of the Company's performance.

The Non-Executive Directors communicate with each other without the presence of Management as and when the need arises. For FY2015, the Independent Directors have met in the absence of Management. The Company also benefited from Management's ready access to its Directors for guidance and exchange of views within the formal environment of the Board and Board committees meetings or informal meetings.

Key information of the Directors is set out on pages 4 to 5 of this annual report.

Chairman and Executive Vice Chairman

Clear Division of Responsibilities and Authorities

Dato' Wong Sin Just is the Non-Executive Chairman of the Board, and Mr Lee Gee Aik is the Executive Vice Chairman of the Company. Dato' Wong Sin Just and Mr Lee Gee Aik are not related to each other. There is a clear division of roles and responsibilities between the Non-Executive Chairman and the Executive Vice Chairman to ensure an appropriate balance of power and authority, thus no individual represents a considerable concentration of power.

The Non-Executive Chairman is responsible to exercise control over quality, quantity and timeliness of the flow of information between Management and the Board, while not interfering with the flow of the Company's operations, while the Executive Vice Chairman is responsible for implementing the Company's strategies and policies.

Dr Lo Wing Yan, William, J.P., the Lead Independent Non-Executive Director, is available to address shareholders' concerns on issues that has not been satisfactory resolved or cannot be appropriately dealt with by the Non-Executive Chairman and Executive Vice Chairman.

Board Membership

Composition of Nominating Committee

The NC is chaired by Mr Lam Kin, Lionel with Dr Lo Wing Yan, William, J.P. and Dato' Wong Sin Just as members, which the majority of whom, including the NC Chairman, are independent. The NC Chairman is not associated with any substantial shareholders or officers of the Company.

CORPORATE GOVERNANCE REPORT

Roles and Responsibilities of Nominating Committee

The NC carries out its duties in accordance with the written terms of reference of the NC, which includes:

- (i) establishing and reviewing the profile required of the Board members, and making recommendations to the Board on matters relating to the succession plans for Directors;
- (ii) the development of a process for evaluation of the performance of the Board and its Board Committees;
- (iii) reviewing the training and professional development programs for the Board; and
- (iv) the appointment, re-appointment and retirement of Directors.

The NC also reviews the composition of the Board from time to time, and to search and identify suitable candidates with appropriate qualifications, expertise and experience.

Commitments of Directors

The NC assesses each Director's competencies, commitment, contribution and performance, as well as independence on an annual basis or when necessary to decide whether a Director is able to, and has been adequately carrying out his duties as a Director.

All Directors had declared to the Company the number of listed company board representations and other principal commitments they had, as defined in the Code, which assisted the NC in determining whether Directors who are on multiple board representations have adequately carried out their duties as a Director of the Company with sufficient time and attention given towards the Company's affairs. As a guideline to address the competing time commitments faced by Directors, the Board has determined that any Director should not hold more than eight (8) listed company board representations.

Although some of the Board members have multiple board representations and hold other principal commitments, the NC, having reviewed each Director's other directorships, where applicable, as well as each Director's attendance and contributions to the Board, is satisfied that sufficient time and attention was given by the Directors to the Company to discharge their responsibilities for the financial year in review. Holistically, the contributions by the Directors during the meetings and attendance at such meeting should also be taken into consideration. The NC would continue to review from time to time the board representations of each Director to ensure that the Directors continue to meet the demands of the Company and are able to discharge their duties adequately.

CORPORATE GOVERNANCE REPORT

Process for Selection, Appointment and Re-appointment of Directors

The NC would evaluate the current needs of the Board to determine the relevant competencies required. The Company has in place a search and nomination process for the appointment of new Directors. Potential candidates are sourced from the Board's and Management's network of contacts and are identified based on the needs and the relevant expertise required by the Company. The Company may appoint professional search firms and recruitment consultants to assist in the selection and evaluation process if the appointment requires a specific skill set or industry specialisation. The NC, having assessed each candidate based on the essential and desirable competencies for a particular appointment, will nominate the most suitable candidate for appointment to the Board.

To ensure the independence of the Director's appointment, re-nomination and retirement, each member of the NC abstains from voting on any resolution and making any recommendations and/or participating in respect of matters of which he has an interest in.

The Company does not have any alternate Directors.

All Directors are subjected to the provisions of the Articles whereby one-third (1/3) of the Directors, are required to retire by rotation and be nominated for re-election by the shareholders at the Annual General Meeting (the "AGM"). Accordingly, the Directors are to submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years. In addition, any Director appointed during the year, shall hold office until the next AGM.

In considering the nomination, the NC took into account the contribution of the Directors with reference to their attendance and participation in the Board and Board Committees as well as the proficiency with which they have discharged their responsibilities.

The NC recommended to the Board that Dato' Wong Sin Just and Mr Lee Gee Aik be nominated for re-election at the forthcoming AGM. Dato' Wong will, upon re-election as a Director of the Company, remain as a member of the AC, the NC and the RC. In making the recommendations, the NC had considered both Directors' overall contribution and performance. Dato' Wong has abstained from making any recommendation and/or participating in any deliberation of the NC in respect of the assessment of his re-election as a Director. Dato' Wong will be considered non-independent for the purposes of Rule 704(7) of the Catalyst Rules.

A record of the NC members' attendance at the NC meetings during FY2015 is set out on page 7 of this annual report. Key information of the Directors is set out on pages 4 to 5 of this annual report.

Board Performance

Assessment of the Effectiveness of the Board and Board Committees

The Board and NC strive to ensure that the Directors on the Board possess the experience, knowledge and skills critical to the Company's business so as to enable the Board to make sound and well-considered strategic decisions. The NC assesses the independence of each Director according to the guidance given under the Code. The NC also reviews the Directors' attendance, preparedness, participation and candour in the meetings.

CORPORATE GOVERNANCE REPORT

Performance evaluation was conducted for the Board as a whole and each of the Board Committees (namely the AC, NC and RC) in FY2015 for assessing the contribution by the Chairman and each of the Board Committees' members to the effectiveness of the Board. This evaluation exercise reviews the effectiveness of the Board as a whole and of its Board Committees and provides an opportunity to obtain constructive feedback from each Director and Board Committee member on whether procedures and processes had allowed him to discharge his duties effectively. They were also encouraged to propose changes which may be made to enhance the effectiveness of the Board and Board Committees.

The performance evaluation for FY2015 was conducted by having all Directors complete a questionnaire, which included questions on the Board and Board Committees' composition and effectiveness as well as process and contribution, timeliness of Board information and accountability. The NC discussed the results of the performance evaluation and tabled the appropriate improvements to be taken with the Chairman of the Board and of each Board Committee. No external facilitator had been engaged by the Board for this purpose.

In evaluating the Board's and its Board Committees' performance, the NC considers a set of quantitative and qualitative performance criteria that has been approved by the Board. The performance criteria for the Board evaluation includes:-

- (a) Board size and composition;
- (b) Board information;
- (c) Board process and accountability;
- (d) Board committee performance in relation to discharging their responsibilities set out in the respective terms of reference; and
- (e) Standards of conduct.

The NC has assessed the performance of the Board as a whole and the Board Committees based on the above quantitative and qualitative performance criteria approved by the Board.

The following individual director's performance criterion were assessed by the NC during the annual Board performance evaluation:

- (a) Interactive skills;
- (b) Knowledge including professional expertise, specialist or functional contribution and regional expertise;
- (c) Duties including attendance at meetings, meeting preparation, participation and performance of specific assignments; and
- (d) Conduct including maintenance of independence, disclosure of related party transactions and compliance with Company policies.

The NC is of the view that the performance of the Board as a whole, the Board Committees and individual directors, were satisfactory.

CORPORATE GOVERNANCE REPORT

Access to Information

Provision of Information to the Board

Prior to each Board meeting and when the need arises, the Board is provided timely with adequate information, thus allowing them to deliberate on issues which will require consideration. Management also provides the Board with periodic management reports pertaining to the operational and financial performance of the Company to enable the Board to be fully cognisant of the decisions and actions of Management. Directors are entitled to request from Management and be provided with additional information as needed to make informed decisions to discharge their duties and responsibilities. Monthly valuation of assets and utilisation of cash and quarterly update of milestones pursuant to Rule 1017(1)(b) of Catalist Rules as well as key information on the progress of the proposed acquisition of Astaka Padu Limited by way of a reverse takeover transaction (the “**RTO**”) were provided to the Board regularly.

Board's Access to Management and Company Secretary

The Directors have separate and independent access to Management and Company Secretary at all times. They also have unrestricted access to the Company's records and information. The Company Secretary administers, attends and prepares minutes of all Board and Board Committees meetings for circulation and approval. The appointment and the removal of Company Secretary rests with the Board as a whole.

Roles and Responsibilities of Company Secretary

The Company Secretary is responsible for, amongst other things, ensuring that Board procedures are observed and that applicable rules and regulations are complied with. Under the direction of the Chairman, the Company Secretary is also responsible for ensuring good information flows within the Board and 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. The Company Secretary and/or her representative attended all Board and Board Committees' meetings held in FY2015.

Board's Access to Independent Professional Advice

Procedures are in place for the Directors and Board Committees, where necessary, to seek independent professional advice in the furtherance of their duties and on matters affecting the Company, at the Company's expense.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Composition of Remuneration Committee

The RC was established with written terms of reference, which sets out the role and authority delegated to it by the Board. The RC comprises Mr Lam Kin, Lionel who is the Chairman of the RC, Dr Lo Wing Yan, William, J.P., and Dato' Wong Sin Just.

All the members of the RC are Non-Executive Directors and the majority of them (including the RC Chairman) are independent of Management and free from any business or other relationship which may materially interfere with the exercise of their independent judgement. This is to minimise the risk of any potential conflict of interest. No Director is involved in deciding his own remuneration.

CORPORATE GOVERNANCE REPORT

A record of the RC members' attendance at the RC meetings during FY2015 is set out on page 7 of this annual report.

Remuneration Committee

The RC was established to review and recommend to the Board:

- (i) a general framework of remuneration for the Board members, key management personnel and employees related to Directors or controlling shareholders,
- (ii) the specific remuneration package for each Executive Director and key management personnel,
- (iii) Directors' fees and relevant package for Non-Executive Directors, which are subject to shareholders' approval at the AGM; and
- (iv) the terms and renewal of service contract of each Executive Director.

The RC considers the compensation and commitments of each Director, if any. This would entail, in the event of early termination, the review of contract of service, if any, with a view to be fair and not overly generous.

Remuneration Committee's Access to Advice on Remuneration Matters

The RC has access to professional advice regarding compensation matters, if required. No remuneration experts have been appointed to advise on remuneration matters for FY2015.

Level and Mix of Remuneration

Determining the Remuneration of Executive Directors and Key Management Personnel

The RC makes recommendations on an appropriate framework of remuneration taking into account employment conditions within the industry and the Company's performance to ensure that the package is competitive and sufficient to attract, retain and motivate the Directors and key management personnel, if any, so as to align their interests with those of shareholders and promote long-term success of the Company. The remuneration of the Executive Vice Chairman is determined based on the performance of the ongoing operations and corporate actions of the Company. The RC has reviewed and is satisfied that the performance conditions were satisfied and met for FY2015.

Determining the Remuneration of Non-Executive Directors

In setting remuneration packages of Non-Executive Directors, effort and time spent, and responsibilities of the Non-Executive Directors are taken into account. No retirement benefit schemes are in place for Non-Executive Directors. No Director decides his own remuneration. Directors' fees are recommended by the RC and are submitted for endorsement by the Board. Directors' fees to be paid to Non-Executive Directors are subject to the approval of shareholders at the AGM.

CORPORATE GOVERNANCE REPORT

Disclosure on Remuneration

(A) *Remuneration of Directors*

Given the confidentiality and sensitivity of remuneration matters, the Board is of the opinion that it is in the best interest of the Company to not fully disclose the remuneration of each individual Director to its nearest thousand dollars.

A breakdown, showing the level and mix of each Director's remuneration for FY2015 is as follows:

Remuneration Band/Name of Directors	Fee %	Salary %
Below S\$250,000		
Dato' WONG Sin Just	100	–
LEE Gee Aik	–	100
Dr LO Wing Yan, William, J.P.	100	–
LAM Kin, Lionel	100	–

(B) *Remuneration of Executive Officers Who Are Not Directors*

For FY2015, the Company does not have any Executive Officers on its payroll.

(C) *Remuneration of Immediate Family Member of Directors or the Executive Vice Chairman*

For FY2015, there was no employee who is an immediate family member of the Directors or the Executive Vice Chairman and whose remuneration exceeded S\$50,000.

Share Option Scheme

The Company has implemented a share option scheme (the "**Scheme**") on 23 December 2008. Details of the Scheme were set out in the Offer Document of the Company dated 16 January 2009. During FY2015, no share options were granted by the Company.

There were no termination, retirement and post-employment benefits given to Directors.

ACCOUNTABILITY AND AUDIT

Accountability

Accountability on Information Provided to Investors

It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position and prospects. This responsibility extends to the interim and other price-sensitive public reports, and reports to regulators (if required). Following the Company becoming a cash company, it has provided monthly valuation of assets and utilisation of cash and quarterly update of milestones pursuant to Rule 1017(1)(b) of the Catalyst Rules.

The Board is responsible to take adequate steps to ensure compliance with legislative and regulatory requirements.

CORPORATE GOVERNANCE REPORT

Management Accounts and Information Provided to Directors

Management currently provides the Board with management accounts of the Company's performance and position on a monthly basis, upon request, or as and when deemed necessary. Management updates members of the Board on the Company's progress in exploring potential new business opportunities and financial performance monthly and when deemed necessary.

Prior to the release of half year and full year results to the public, Management presents the Company's financial performance together with notes explaining in detail the operations and the prospects of the Company to the AC, who will review and recommend the same to the Board for approval and for the release of the results.

These enable the Board to make a balanced and informed assessment of the Company's performance, position and prospects.

Risk Management and Internal Controls

Risk Management and Monitoring

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard shareholders' interests and the assets of the Company and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board acknowledges that no cost effective risk management and internal control system will preclude all errors and irregularities. Any system of internal controls is designed to mitigate rather than eliminate risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss, occurrence of errors, poor judgement in decision making, fraud or other irregularities. The Board reviews all significant control policies and procedures and highlights all significant matters to Management.

With the Company being a cash company, there are no significant potential risks that subsist in the Company since its assets are substantially cash held in an escrow account and current accounts with The Hongkong and Shanghai Banking Corporation Limited, which require two jointly authorised signatories to operate the current accounts. For the escrow account, approval of its Continuing Sponsor, PrimePartners Corporate Finance Pte Ltd, is needed in addition to two jointly authorised signatories to make withdrawals from the account. The significant financial risk management policies are disclosed in the accompanying audited financial statements.

The Board of Directors and the AC have reviewed the adequacy of the Company's internal controls addressing its financial and compliance risks, replying on reports from the external auditor and Management's representation letter. As part of the annual statutory audit of the financial statements, the external auditor will highlight any material weaknesses in financial controls over the areas that are significant to the audit. Such material internal control weaknesses noted during their audit and recommendations, if any, by the external auditor are reported to the AC. The AC will follow up on the actions taken by Management in response to the recommendations made by the external auditor.

CORPORATE GOVERNANCE REPORT

Based on the internal controls and risk management systems established and maintained by the Company, work performed by the external auditor, review performance by Management, various Board Committees and the Board and assurance received from the Board and Management, the Board, with the concurrence of the AC, is of the opinion that the system of internal controls and risk management systems that has been maintained by the Company for FY2015 are adequate in addressing the financial, operational, compliance and information technology risks.

The Company currently does not have a Chief Financial Officer (“**CFO**”) or Chief Executive Officer (“**CEO**”) in view that it is a cash company with no operating business or subsidiaries, and therefore assurance was not received from the CFO or CEO of the Company. In respect of the past 12 months, the Board has received assurance from the Executive Vice-Chairman, and Management that:

- (i) 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
- (ii) the Company’s risk management and internal control systems are effective.

Audit Committee

Composition of Audit Committee

The AC was established with written terms of reference, setting out the role and authority delegated to it by the Board.

The Audit Committee comprises two (2) independent Directors namely, Dr. Lo Wing Yan, William, J.P., Mr Lam Kin, Lionel and one (1) Non-Executive Director, namely Dato’ Wong Sin Just. All of the members of the AC are non-executive. The AC is chaired by Dr Lo Wing Yan, William, J.P., who has relevant experience sitting on Audit Committees of other listed companies. Dato’ Wong Sin Just also possesses sound financial management background, and solid experience in auditing and corporate finance.

Authorities, and Roles and Responsibilities of the Audit Committee

The Board recognises the importance of good corporate governance and the offering of a high standard of accountability to the Shareholders. The AC is authorised by the Board to investigate all matters within its term of reference. The AC has full access to, and the co-operation of Management, as well as full discretion to invite any Director to attend its meetings, and is provided with reasonable resources for it to discharge its functions properly.

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, as well as business and financial risk management. The AC reports to the Board on the audit undertaken by the external auditor, the adequacy of disclosure of information, and the appropriateness and quality of the system of risk management and internal controls. It reviews the interim and annual financial statements with Management and the external auditor, reviews with the external auditor the audit plan, their evaluation of the Company’s system of internal accounting controls, their letter to Management and Management’s response.

CORPORATE GOVERNANCE REPORT

The AC is responsible for evaluating the cost effectiveness of audits, the independence and objectivity of the external auditor, and the nature and extent of the non-audit services provided by external auditor.

The AC met with the external auditor without the presence of Management in respect of FY2015 audit to review matters that might be raised privately and also review the independence of the external auditor annually.

With the disposal of the Company's former subsidiary, Wealthy Aim Investments Limited on 29 January 2014, the Company is a cash company with no operations and subsidiary. The Company confirms that it complies with Rule 712 and 715 of the Catalist in relation to the appointment and proposed re-appointment of Messrs PricewaterhouseCoopers LLP as the external auditor of the Company.

The AC has reviewed the fee of non-audit services to the Company by the external auditor (see details on page 21 of this annual report), and amongst the factors considered in the review are the nature and extent of the reporting accountant services which does not result in self threats nor conflicts. Having considered these factors, the AC is satisfied that such services will not prejudice the independence and objectivity of the external auditor, is pleased to recommend the re-appointment of PricewaterhouseCoopers LLP as external auditor of the Company at the forthcoming AGM.

During FY2015, the AC reviewed the half-yearly financial statements prior to approving or recommending their release to the Board, as applicable; the annual audit plan of the external auditor and the results of the audit performed by them; interested person transactions (if any); effectiveness and adequacy of the Company's risk management and internal controls systems; audit and non-audit services rendered by the external auditor and the re-appointment of external auditor and their remuneration. The AC members are briefed by the external auditor, PricewaterhouseCoopers LLP, on any changes to accounting standards and issues which have a direct impact on financial statements as part of their audit.

A record of the AC members' attendance at the AC meetings during FY2015 is set out on page 7 of this annual report.

Whistle-blowing Policy

The Company is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud. The Company undertakes to investigate complaints of suspected fraud in an objective manner, and has put in place a whistle-blowing system which provides employees and any other person with well-defined and accessible channels, including direct approach to the Chairman of the AC.

The system is intended to encourage the reporting of such matters in good faith, with confidence that employees and any other person making such reports will be treated fairly and, as far as possible, be protected from possible reprisal. The AC is in charge of overseeing the functions and handling of matters being reported through the whistle-blowing system.

CORPORATE GOVERNANCE REPORT

Internal Audit

The AC is aware of the need to establish a system of internal controls within the Company to safeguard the shareholders' interest and the Company's assets, and to manage risks.

The Company has in place a system of internal controls to safeguard the Company's assets. In its review of the external auditor's examination and evaluation of the system of internal controls, no significant weakness in the system has come to the attention of the AC to cause the AC to believe that the system of internal controls is inadequate.

With the Company being a cash company with no operations throughout the financial year and taking into consideration that the Company's assets is substantially cash, it does not warrant the Company having an in-house internal audit function or to outsource its internal audit function. Management and the Board review the adequacy and integrity of the Company's internal controls system and report directly to the AC on any material non-compliance and internal control weakness, and will recommend improvements, where necessary. The AC will oversee and monitor the implementation of any improvements thereto.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

The Company recognises the importance of treating all shareholders fairly and equitably, as well as the responsibility to facilitate the exercise of shareholders' rights. All registered shareholders are given the opportunity to participate in and vote at the Annual General Meeting (the "**AGM**"). Shareholders are informed of shareholders' meetings through notices published in newspaper(s) and the SGXNET. The annual reports are despatched to all shareholders in a timely manner. Notice of the AGM is set out on pages 64 to 67 of this report.

Communication with Shareholders

The Company adopts an open and non-discriminatory communication program to promote regular, effective and fair communication with shareholders. An investor relations policy has been established to ensure that shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders, to exercise their rights in an informed manner, and to allow shareholders to engage actively with the Company.

The Company is committed to keeping shareholders apprised of the Company's performance and prospects. In line with continuous disclosure obligations pursuant to the Catalist Rules, the Board's policy is that all shareholders should be equally and timely informed of all major developments that impact the Company. Information will first be disseminated through SGXNET.

Financial results are announced in a timely manner. Results announcements contain detailed disclosures as required by the SGX-ST and voluntary disclosure for higher level of transparency to which the Company is committed.

The Company does not have a fixed dividend policy. The Board has not declared or recommended any dividend in respect of FY2015 as the Company did not have profits available for distribution for FY2015.

CORPORATE GOVERNANCE REPORT

Conduct of Shareholder Meetings

Shareholders' Participation and Proxies

The AGM is a principal forum for dialogue and interaction with all Shareholders. The Company's forthcoming AGM will be held on 26 October 2015. Notice of the AGM is set out on pages 64 to 67 of this annual report. The Company encourages active participation from the shareholders at its AGMs. To facilitate voting by the shareholders, the Articles allow the Shareholders to vote by proxies. Proxy forms can be sent to the Company by mail. Each distinct issue will be tabled for shareholders' approval via separate resolutions at AGMs and the Board will provide reasons and material implications whenever resolutions are interlinked. The Chairmen of the AC, the RC and the NC as well as the external auditor will be present and available to assist the Board in addressing any queries from the shareholders.

Minutes of Annual General Meetings

The Company Secretary prepares minutes of AGM that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board, Management and external auditor. Minutes of AGM are available to shareholders upon their request.

Voting

All resolutions are to put to vote by poll, and the results of the AGM will be announced via SGXNET after the conclusion of the general meeting.

INTERESTED PERSON TRANSACTIONS

The Company adopts a set of procedures governing all interested person transactions to ensure that they are carried out on arms' length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders.

The Company does not have a general mandate from its shareholders for recurring interested person transactions. There were no interested person transactions of S\$100,000 or more entered into during the financial year under review.

DEALING IN SECURITIES

In line with Rule 1204(19) of the Catalist Rules, the Company has adopted an internal code of practice with respect to dealing in securities by the Company, the Directors and its employees. The Company, the Directors, Management and employees of the Company who have access to price-sensitive, financial or confidential information are not permitted to deal in the Company's shares during the period commencing one (1) month before the announcement of the Company's half-yearly and annual financial results and ending on the date of the announcement of the financial results, or when they are in possession of unpublished price-sensitive information of the Company. In addition, the Company, the Directors and employees are expected to observe insider trading laws at all times even when dealing in securities within permitted trading periods. The Directors and employees should not deal in the Company's shares on short-term considerations.

CORPORATE GOVERNANCE REPORT

MATERIAL CONTRACTS

There were no material contracts entered into by the Company that involved the interests of the Directors or controlling Shareholders which are still subsisting as at the end of FY2015, or if not then subsisting, entered into since the end of the previous financial year.

NON-SPONSOR FEES

During the year, the Company paid HK\$1.894 million non-sponsor fees to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd., in FY2015 for its role as the financial adviser of the Company for the acquisition of approximately 99.99% of the entire issued and paid-up capital of Astaka Padu Limited in the RTO announced on 17 September 2014.

AUDIT AND NON-AUDIT FEES

The aggregate amount of fees paid by the Company to the external auditor, PricewaterhouseCoopers LLP, amounted to HK\$0.287 million for audit services and HK\$2.036 million for non-audit services for its role as the reporting accountant in connection with the acquisition of approximately 99.99% of the entire issued and paid-up capital of Astaka Padu Limited in the RTO announced on 17 September 2014 and tax advisory work. The nature of these non-audit services rendered to the Company and their related fees for FY2015 are as follows:

	HK\$'000	% of total
Audit Fees	287	31.9
Non-Audit Fees:-		
Reporting accountant in connection with the RTO	614	68.1
Total	901	100.0

Having reviewed all non-audit services provided by the external auditor, the AC is satisfied that the nature and extent of such services would not affect the independence and objectivity of the external auditor.

FINANCIAL STATEMENTS

DIRECTORS' REPORT	23
STATEMENT BY DIRECTORS	26
INDEPENDENT AUDITOR'S REPORT	27
STATEMENT OF COMPREHENSIVE INCOME	29
BALANCE SHEETS	30
STATEMENT OF CHANGES IN EQUITY	31
CASH FLOW STATEMENTS	32
NOTES TO THE FINANCIAL STATEMENTS	33

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

The Directors are pleased to present their report to the members together with the audited financial statements of the Company as at 30 June 2015.

1. DIRECTORS

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

Dato' WONG Sin Just
LEE Gee Aik
Dr LO Wing Yan, William, J.P.
LAM Kin, Lionel

2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object is to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

3. DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of Directors' shareholdings kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 of Singapore (the "Act"), none of the Directors of the Company who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations except as detailed below:

	Shareholdings registered in the name of Directors		Shareholdings in which Directors are deemed to have an interest	
	Balance at 1.7.2014	Balance at 30.6.2015	Balance at 1.7.2014	Balance at 30.6.2015
Number of ordinary shares				
The Company				
Dato' WONG Sin Just ⁽¹⁾	—	—	176,103,000	176,103,000

Note:

- (1) Dato' Wong Sin Just was deemed interested in the shares held by e2-Capital Inc. by virtue of him being the sole shareholder of e2-Capital Inc.

The Director's interest in the ordinary shares of the Company as at 21 July 2015 was the same as those as at 30 June 2015.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

4. DIRECTORS' CONTRACTUAL BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit which is disclosed under Section 201(8) of the Act, 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, except for accounting service fees and compensation as disclosed, in the accompanying financial statements and in this report.

5. SHARE OPTIONS

During the financial year, there were:

- (i) no options granted by the Company to any person to take up unissued shares in the Company; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

There were no unissued shares of the Company under options as at the end of the financial year.

6. AUDIT COMMITTEE ("AC")

The members of the AC during the financial year and at the date of this report are:

Dr LO Wing Yan, William, J.P. (Chairman)
Dato' WONG Sin Just
LAM Kin, Lionel

All of them are non-executive and two of them including the Chairman are independent.

The AC performs the functions specified in Section 201B(5) of the Act. The AC held two (2) meetings during the year. In performing its functions, the AC met with the Company's external auditors to discuss the scope of their work and the results of their audit. The AC reviewed the effectiveness and adequacy of the Company's risk management and internal control system.

The AC has reviewed the assistance provided by the Company's officers to the auditors and the financial statements of the Company prior to their submission to the Directors of the Company for adoption and reviewed the interested person transactions as defined in Chapter 9 of the Catalist Rules.

The AC has full access to management and is given the resources required for it to discharge its functions. It has full discretion to invite any Director or executive officer to attend its meetings.

The AC is satisfied with the independence and objectivity of the auditors and has recommended to the Board of Directors that, PricewaterhouseCoopers LLP, be nominated for re-appointment as independent auditor at the forthcoming Annual General Meeting.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

7. INDEPENDENT AUDITOR

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Dato' Wong Sin Just

Director

30 September 2015

Lee Gee Aik

Director

STATEMENT BY DIRECTORS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

In the opinion of the Board of Directors,

- (a) the financial statements of the Company as set out on pages 29 to 61 are drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and of the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date; and
- (b) at the date of this statement, 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 Board of Directors

Dato' Wong Sin Just

Director

Lee Gee Aik

Director

30 September 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF E2-CAPITAL HOLDINGS LIMITED

(incorporated in Singapore with limited liability)

We have audited the accompanying financial statements of E2-Capital Holdings Limited (the "Company") set out on pages 29 to 61, which comprise the balance sheet of the Company as at 30 June 2015, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flow of the Company 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 (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 financial statements 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.

OPINION

In our opinion, the financial statements of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015, and of the financial performance, changes in equity and cash flows of the Company for the financial year then ended on that date.

INDEPENDENT AUDITOR'S REPORT

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 have been properly kept in accordance with the provisions of the Act.

OTHER MATTERS

The financial statements for the preceding year consisted of consolidated financial statements of the Company and its subsidiaries and the balance sheet of the Company. As stated in note 1 to the financial statements, following the disposal of the subsidiaries in 2014, the Company is not required to present consolidated financial statements in 2015. The 2014 comparatives in the statement of comprehensive income, the statement of cash flows and the statement of changes in equity, and the related notes in financial statements for the year ended 30 June 2015 were not audited as the Company was not required to prepare and present these statements on a standalone basis. Our opinion is not qualified in respect of this matter.

PricewaterhouseCoopers LLP

Public Accountants and Chartered Accountants
Singapore, 30 September 2015

STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

	Note	2015 HK\$'000	2014 HK\$'000 (Unaudited)
Revenue	3	–	39,200
Other income	3	28	–
Expenses			
– Selling		–	–
– Administrative	4	(7,544)	(13,482)
– Professional fees related to proposed acquisition of Astaka Padu Limited	4	(6,887)	–
(Loss)/profit from operations	4	(14,403)	25,718
Gain on disposal of subsidiaries	18	–	278,566
(Loss)/profit before income tax		(14,403)	304,284
Income tax reversal/(expense)	5	11,325	(11,325)
(Loss)/profit for the year and total comprehensive (loss)/income for year		(3,078)	292,959
Attributable to:			
Equity holders of the Company		(3,078)	292,959
(Loss)/earning per share for (loss)/profit attributable to equity holders of the Company (HK cents per share)			
– Basic and diluted	7	(1.1)	104.6

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

BALANCE SHEETS

AS AT 30 JUNE 2015

	Note	2015 HK\$'000	2014 HK\$'000
ASSETS			
Current assets			
Cash and cash equivalents	10	26,184	237,024
Deposits, prepayments and other receivables	11	13,460	346
		<u>39,644</u>	<u>237,370</u>
Total assets		<u>39,644</u>	<u>237,370</u>
LIABILITIES			
Current liabilities			
Accruals and other payables	12	7,451	3,174
Current income tax payable		–	11,325
		<u>7,451</u>	<u>14,499</u>
Total liabilities		<u>7,451</u>	<u>14,499</u>
Net assets		<u>32,193</u>	<u>222,871</u>
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	13	44,285	231,885
Capital reserve	14	2,547	2,547
Accumulated losses		(14,639)	(11,561)
		<u>32,193</u>	<u>222,871</u>
Total equity		<u>32,193</u>	<u>222,871</u>

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

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

	Share capital HK\$'000	Capital reserve HK\$'000	Currency translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
Balance at 1 July 2014	231,885	2,547	–	(11,561)	222,871
Total comprehensive loss for the year, net of tax	–	–	–	(3,078)	(3,078)
Cash distribution by way of capital reduction	(187,600)	–	–	–	(187,600)
Balance at 30 June 2015	44,285	2,547	–	(14,639)	32,193

	Share capital HK\$'000	Capital reserve HK\$'000	Currency translation reserve HK\$'000	Retained earnings/ (Accumulated losses) HK\$'000	Total HK\$'000
Balance at 1 July 2013	231,885	2,547	2,224	18,600	255,256
Comprehensive income:–					
– Profit for the year	–	–	–	292,959	292,959
– Release of currency translation reserve upon disposal of subsidiaries	–	–	(2,224)	–	(2,224)
Total comprehensive income for the year, net of tax (unaudited)	–	–	(2,224)	292,959	290,735
Dividends	–	–	–	(323,120)	(323,120)
Balance at 30 June 2014	231,885	2,547	–	(11,561)	222,871

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

CASH FLOW STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

	Note	2015 HK\$'000	2014 HK\$'000 (Unaudited)
Cash flows from operating activities			
(Loss)/Profit for the year		(3,078)	292,959
Adjustments for			
– Income tax (reversal)/expense		(11,325)	11,325
– Gain on disposal of subsidiaries		–	(278,566)
		(14,403)	25,718
Changes in working capital			
– (Increase)/decrease in deposits, prepayments and other receivables		(13,114)	59,565
– Increase in accruals and other payables		4,277	2,782
Net cash (used in)/generated from operations		(23,240)	88,065
Income tax paid		–	–
Net cash (used in)/generated from operating activities		(23,240)	88,065
Cash flows from investing activities			
Proceeds from disposal of subsidiaries, net of cash included in the disposal group	18	–	471,567
Cash generated from investing activities		–	471,567
Cash flows from financing activities			
Cash distribution from capital reduction		(187,600)	–
Dividends paid	6	–	(323,120)
Cash used in financing activities		(187,600)	(323,120)
Net (decrease)/increase in cash and cash equivalents		(210,840)	236,512
Cash and cash equivalents at beginning of the financial year		237,024	512
Cash and cash equivalents at end of the financial year	10	26,184	237,024

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

1 GENERAL INFORMATION

E2-Capital Holdings Limited, a limited liability company incorporated in Singapore on 28 July 2008, was listed on the Catalist of the Singapore Exchange Securities Trading Limited on 23 January 2009. The Company is domiciled in Singapore and the address of its registered office is located at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767. As at 30 June 2015, the ultimate controlling party of the Company is Dato' WONG Sin Just, who owns 62.9% of the Company's equity interests.

The Company is principally engaged in investment holding. On 29 January 2014, the Company disposed of all of its subsidiaries (note 18). The Company became a single standalone reporting entity thereafter. The Company, together with its subsidiaries prior to the disposal are referred to as the "Group" in these financial statements for the financial year ended 30 June 2014. Accordingly, the comparative figures in this financial statements were those of the Company for the financial year ended 30 June 2014.

As disclosed in note 18, Wealthy Aim Investments Limited and its subsidiaries (the "disposal group") were disposed of on 29 January 2014. The Group's principal activities, as analysed in the segment information in note 24, were that of the travel agency business and were operated through the disposal group. The Group has ceased its travel agency business upon the completion of disposal on 29 January 2014 but remains listed on the Singapore Exchange Catalist Board. On 17 September 2014, the Company signed a conditional sale and purchase agreement to purchase an economic interest in Astaka Padu Limited in a reverse takeover transaction. Further details of this transaction are set out in note 25.

The financial statements for the preceding year consisted of consolidated financial statements of the Company and its subsidiaries and the balance sheet of the Company. Following the disposal of the subsidiaries in 2014, the Company is not required to present consolidated financial statements in 2015. The 2014 comparatives in the statement of comprehensive income, the statement of cash flows and the statement of changes in equity, and the related notes in financial statements for the year ended 30 June 2015 were not audited as the Company was not required to prepare and present these statements on a standalone basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the years presented, unless otherwise stated.

(a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical costs convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. There are no significant areas involving judgement in the preparation of this financial statements.

On 1 July 2014, the Company adopted the new or amended FRS and Interpretations of FRS ("INT FRS") that are mandatory for application from that date. Changes to the Company's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new standards and amendment to FRS did not result in any substantial changes to the Company's accounting policies, other than increased disclosures in the financial statements.

(b) Group accounting

(i) Consolidation

Subsidiaries are entities (including special purpose entities) over which the Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to a majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

Inter-company transactions, balances and unrealised gains on transactions between group entities are eliminated on consolidation. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Group accounting (Continued)

(i) Consolidation (Continued)

Non-controlling interests are that part of the net results of operations and of net assets of subsidiaries attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, and consolidated statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in subsidiaries, even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interests and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

In the Company's balance sheet, the investment in a subsidiary is carried at cost less accumulated impairment loss.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations by the Company.

The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interests in the acquiree at the date of acquisition either at fair value or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Joint ventures

A jointly controlled entity is a joint venture in respect of which a contractual arrangement is established between the participating venturers and whereby the Company together with the venturer undertake an economic activity which is subject to joint control and none of the venturers has unilateral control over the economic activity.

Jointly controlled entities are accounted for under the equity method whereby the Company's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the consolidated income statement and its shares of post-acquisition movements are adjusted against the carrying amount of the investment. When the Company's share of loss in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured non-current receivables, the Company does not recognise further losses, unless it has obligations or has made payments on behalf of the jointly controlled entity.

Unrealised gains on transaction between the Company and its jointly controlled entities are eliminated to the extent of the Company's interest in the jointly controlled entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of jointly controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Company.

Dilution gains and losses in jointly controlled entities are recognised in the consolidated income statement.

(d) Foreign currency translation

(i) *Functional and presentation currency*

The financial statements are presented in Hong Kong dollars (HK\$), which is the Company's functional and presentation currency.

(ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Foreign currency translation (Continued)

(iii) *Group companies*

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

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each income statement are translated at average exchange rates; and
- (c) all resulting exchange differences are recognised in the currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of joint control over a joint venture that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in joint ventures that do not result in the Group losing joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange difference arising are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	Over the remaining period of the lease
Furniture, fixture and equipment	5 years
Computer equipment	3 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. The effects of any revision are recognised in the income statements when changes arise.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statements.

(f) Financial assets – loans and receivables

The only financial assets the Company has are 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 are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are classified "deposits and other receivables", and "cash and cash equivalents" in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial assets – loans and receivables (Continued)

Loans and receivables are initially recognised at fair value plus transaction costs and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

An allowance for impairment is recognised when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered as indicators that the receivable is impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within "selling expenses". When a receivable is uncollectible, it is written off against the allowance account for loans and receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

(g) Cash and cash equivalents

Cash and cash equivalents in the cash flow statements include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

(h) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

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

(i) Current and deferred 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 balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) **Current and deferred income tax** (Continued)

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 nor 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 and a joint venture, except where the Company 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.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

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

Current and deferred income taxes are recognised as income or expense in the income statement, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(j) **Share capital**

Ordinary shares are classified as equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Bonus plans*

The expected cost of bonus payments is recognised as a liability when the Company has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(iii) *Pension obligations- Singapore*

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The Company's contributions are recognised as employee and key management compensation expense when they are due.

(l) Revenue and income recognition

Interest income is recognised on a time proportion basis, using the effective interest method, taking into account the principal amounts outstanding and the interest rates applicable.

Dividend income is recognised when the right to receive payment is established.

(m) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are charged in the income statement on a straight-line basis over the period of the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

(o) Provisions

Provisions for customer and supplier claims, restructuring costs and legal claims are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(p) Contributions from equity participants

Contributions from equity participants are recognised in the capital reserve.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors. The board of directors makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

3 REVENUE AND OTHER INCOME

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Revenue		
Dividend income from subsidiary	–	39,200
Other income	28	–

4 (LOSS)/PROFIT FROM OPERATIONS

(Loss)/Profit from operations is stated after charging/(crediting) the following:

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Employee benefit expense (note 8)	–	4,410
Legal and professional fees (note i)	7,802	4,289
Key Management Compensation (note 9)	5,553	2,102
Others	1,076	2,681

- (i) Professional fees included other expenses in FY 2015 of HK\$6.9 million which represents legal and professional expenses incurred in relation to the proposed acquisition of Astaka Padu Limited ("the Proposed Acquisition") in a reverse takeover transaction announced on 17 September 2014 (Note 25).

5 INCOME TAX (REVERSAL)/EXPENSE

The amount of income tax (credited)/charged to the income statement represents:

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Current income tax		
– Current year provision	–	11,325
– Over-provision in prior year	(11,325)	–
	(11,325)	11,325

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

5 INCOME TAX (REVERSAL)/EXPENSE (Continued)

The tax on the Company's (loss)/profit before income tax differs from the theoretical amount that would arise using the tax rate of Singapore for the financial year ended 30 June 2015 as follows:

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
(Loss)/Profit before income tax	(14,403)	304,284
Calculated at a tax rate of 17% (FY2014:17%)	(2,449)	51,728
Income not subject to tax	–	(51,728)
Expenses not deductible for tax purposes	2,449	–
Over-provision in prior year	(11,325)	–
Income tax on dividends remitted from a subsidiary	–	11,325
Income tax expense	(11,325)	11,325

Pursuant to the relevant tax regulations in Singapore, remittance of dividends into Singapore by a foreign subsidiary is subject to corporate income tax at the rate of 17% except where the relevant foreign income underlying the dividends has been subject to tax of a similar character to income tax in the foreign jurisdiction from which they were received and the headline tax rate of the foreign jurisdiction from which the income is received is at least 15% in the year when the income is received in Singapore.

6 DIVIDENDS

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Interim dividend paid of HK\$0.03 per ordinary share (FY2013: HK\$0.0928)	–	8,400
Special dividend paid of HK\$1.07 per ordinary share (FY2013: HK\$0.0500)	–	299,600
Final dividend paid of HK\$0.054 per ordinary share for FY2013	–	15,120
	–	323,120

The directors do not recommend the payment of a dividend for the financial year ended 30 June 2015.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

7 (LOSS)/EARNING PER SHARE

(a) Basic (loss)/earning per share

The basic (loss)/earning per share for the financial years ended 30 June 2015 and 30 June 2014 is calculated based on the (loss)/profit attributable to equity holders of the Company and the weighted average number of 280,000,000 ordinary shares in issue during the relevant years.

	2015	2014
		(Unaudited)
(Loss)/profit attributable to equity holders of the Company (HK\$'000)	(3,078)	292,959
Weighted average number of ordinary shares outstanding for basic earnings per share	280,000,000	280,000,000
Basic (loss)/earning per share (HK cents)	(1.1)	104.6

(b) Diluted (loss)/earning per share

The basic (loss)/earning per share for the financial years ended 30 June 2015 and 30 June 2014 is the same as the respective diluted (loss)/earning per share, as there were no potential dilutive ordinary shares in existence during the financial years ended 30 June 2015 and 30 June 2014.

8 EMPLOYEE BENEFIT EXPENSE (EXCLUDING DIRECTORS' EMOLUMENTS)

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Salaries, wages and allowances	–	4,410
	–	4,410

9 KEY MANAGEMENT COMPENSATION

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Directors' fee	4,801	1,222
Wages and salaries to directors	711	863
Contributions to defined contribution plan	41	17
	5,553	2,102

Key management represents directors (executive and non-executive) of the Company. The amount of key management compensation disclosed represents the amount of compensation received or due and receivable during the financial years ended 30 June 2015 and 30 June 2014.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

10 CASH AND CASH EQUIVALENTS

	2015 HK\$'000	2014 HK\$'000
Cash at banks	26,184	237,024

The carrying amounts of bank deposits and cash and cash equivalents of the Company are denominated in the following currencies:

	2015 HK\$'000	2014 HK\$'000
HK dollar	16,553	236,003
Singapore dollar	9,631	1,021
Total	26,184	237,024

11 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2015 HK\$'000	2014 HK\$'000
Current		
Prepayments (note i)	13,460	346
Total	13,460	346

(i) For FY2015 this represents mainly deposits paid to Astaka Padu Limited and professional parties in connection with the Proposed Acquisition (Note 25).

The carrying amounts of prepayments are denominated in the following currencies:

	2015 HK\$'000	2014 HK\$'000
HK dollar	229	311
Singapore dollar	13,231	35
Total	13,460	346

There was no other class of financial assets that is past due and/or impaired.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

12 ACCRUALS AND OTHER PAYABLES

	2015 HK\$'000	2014 HK\$'000
Accruals	7,451	3,174

The carrying amounts of trade payables, accruals and other payables of the Company are denominated in the following currencies:

	2015 HK\$'000	2014 HK\$'000
HK dollar	17	1,617
Singapore dollar	7,434	1,557
Total	7,451	3,174

13 SHARE CAPITAL

	No. of issued ordinary shares	Amount of issued share capital HK\$'000
Balance as at 30 June 2014 and 30 June 2013	280,000,000	231,885
Capital reduction (note i)	–	(187,600)
Balance as at 30 June 2015	280,000,000	44,285

Issued share capital refers to fully paid ordinary shares. There is no par value for these ordinary shares.

- (i) The Company has lodged a statement pursuant to Section 78E(2) confirming the capital reduction and a notice containing the information of the capital reduction with the Accounting and Corporate Regulatory Authority of Singapore on 25 July 2014. Accordingly, the capital reduction has become effective on 25 July 2014.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

14 RESERVES

(a) Capital reserves

In relation to the Listing of the Company on 23 January 2009, the issue of shares to PrimePartners Corporate Finance Pte. Ltd. and the listing expenses borne by the shareholders were deemed to be capital contributions by the shareholders and were recognised as capital reserve.

(b) Currency translation reserve

Currency translation reserve is non-distributable.

15 CONTINGENCIES

In the event of the successful completion of the RTO, the Company will issue and allot S\$8 million worth of new shares in the Company to Universe Region Limited as arranger of this RTO transaction. No provision has been made in FY 2015 as the Company is of the view that the new shares will only be issued and allotted to the arranger contingent on the successful completion of the RTO and thus it has no obligation to the arranger until then.

16 COMMITMENTS UNDER OPERATING LEASES

The Company did not lease land and buildings under non-cancellable operating lease agreements as at 30 June 2015 and 30 June 2014.

17 RELATED PARTY TRANSACTIONS

Significant related party transactions, which in the opinion of the directors were carried out in the normal course of the Company's business, in addition to those disclosed elsewhere in the financial statements are as follows:

	2015 HK\$'000	2014 HK\$'000
		(Unaudited)
Accounting services fee paid to a company in which a director has influence	<u>225</u>	<u>117</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

18 DISPOSAL OF SUBSIDIARIES

On 17 November 2013, the Company entered into a conditional sale and purchase agreement with Corporate Travel Management (UK) Limited ("CTM"), a third party (as supplemented by a supplemental deed dated 19 November 2013), pursuant to which the Company agreed to sell and CTM agreed to purchase, 751 ordinary shares amounting to 75.1% of the issued and paid-up share capital of the Company's wholly owned subsidiary, Wealthy Aim Investments Limited ("WAIL") for a cash consideration of HK\$354,146,490. On the same date, the Company also entered into a conditional sale and purchase agreement with Ever Prestige Investments Limited ("EPI"), pursuant to which the Company has agreed to sell and EPI has agreed to purchase, 249 ordinary shares amounting to 24.9% of the issued and paid-up share capital of WAIL for a cash consideration of HK\$117,420,074. EPI is an entity incorporated in the British Virgin Islands with 50% of its equity interests owned by Dato' Wong Sin Just and Mr. Yu Kam Kee respectively.

WAIL held directly or indirectly all the Group's other subsidiaries (collectively, the "disposal group"). The disposals were completed on 29 January 2014 and have resulted in the Company's disposal of its entire equity interests in WAIL. The major classes of assets and liabilities of the disposal group as of the date of disposal are as follows:

	HK\$'000
Net assets disposed	
Property, plant and equipment	6,655
Intangible assets	110,783
Interests in a joint venture	9,712
Trade receivables	312,611
Deposits, prepayments, other receivables and other current assets	160,544
Bank deposits and cash and cash equivalents	162,390
Deferred income tax assets	627
Deferred income tax liabilities	(4,494)
Trade payables	(341,327)
Provisions, accruals and other payables, and other current liabilities	(143,476)
Current income tax payable	(4,880)
Bank borrowings	(10,000)
	259,145
Non-controlling interests relating to the disposal group	(95)
Carrying amounts of net assets disposed	259,050
Cost of investments in subsidiaries disposed	195,225
Exchange reserve released	(2,224)
Gain on disposal	278,566
Aggregate cash consideration in accordance with the respective sale and purchase agreements entered into with CTM and EPI	471,567

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

19 FINANCIAL INSTRUMENTS

Financial assets of the Company include mainly deposits, and bank deposits and cash and cash equivalents. The carrying amounts of the financial assets and liabilities approximate their fair value because of the short term maturity of these instruments.

20 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

Following the Company's cessation of travel agency business as a result of its disposal of subsidiaries disclosed in note 18, the Company does not have significant exposure to various financial risks, including interest rate risk, credit risk, and liquidity risk, because the Company no longer has any trade receivables as at 30 June 2015 and substantially all of its financial assets and financial liabilities as at balance sheet date are relating to cash at banks, whereas its other financial assets and liabilities are relatively insignificant. Cash at banks are denominated in Hong Kong dollar ("HKD") and Singapore dollar ("SGD"), and are deposited with banks with sound credit ratings. As at 30 June 2015, all of the Company's financial liabilities were due within 12 months from the balance sheet date according to their contractual maturity dates.

The Company's financial position is exposed to SGD as significant portion of cash and cash equivalents are denominated in SGD. If SGD strengthened against HKD by 5%, with all other variables including tax rate being held constant, the (decrease)/increase in the loss/profit after tax will be (HK\$481,000) (FY2014: HK\$51,000).

The Company continually monitors its position and does not consider that it has a significant exposure to risks from any individual counter party or group of counterparties. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Company does not hold or issue financial instruments for trading purposes.

Risk management is carried out under direction by the Board of Directors. The directors and management identify, evaluate and hedge financial risk. The Company has principles for overall risk management such as foreign exchange risk, interest rate risk and credit risk.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

20 FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Total capital is regarded as "total equity", as shown in the balance sheet, plus net debt. The Company has total equity of HK\$32,193,000 as at 30 June 2015 (FY2014: HK\$222,871,000). Net debt is calculated as borrowings less bank deposits and cash and cash equivalents. As at 30 June 2015, the Company has no borrowings (FY2014: Nil) and a net cash position of HK\$26,184,000 (FY2014: HK\$237,024,000).

To maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

21 SEGMENT INFORMATION

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors. The Board of Directors is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by the board of directors.

As a result of the disposal of Wealthy Aim Investments Limited and all its subsidiaries and joint ventures on 29 January 2014 in note 18, the Company ceased its travel agency businesses and become a cash company thereafter will all its assets and liabilities located in Singapore. Accordingly, the presentation of standalone segmental information on its assets and liabilities at 30 June 2015 is not meaningful. This applies to the preceding year comparative, as the Company was already a cash company then.

22 HOLDING CORPORATION

The Company's ultimate and immediate holding company is e2-Capital Inc., a company incorporated in the British Virgin Islands.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

23 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Company are as follows:

FRS	Title	Effective date (annual periods beginning on or after)
Amendments to FRS 27	Equity Method in Separate Financial Statements	1 January 2016
Amendments to FRS 16 and FRS 38	Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
Amendments to FRS 111	Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
Amendments to FRS 110 and FRS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2016
Amendments to FRS 1	Disclosure Initiative 1	January 2016
Amendments to FRS 110, FRS 112 and FRS 28	Investment Entities: Applying the Consolidation Exception	1 January 2016
Improvements to FRS 34	Interim Financial Reporting	1 January 2016
Amendments to FRS 115	Revenue from Contracts with Customers	1 January 2017
FRS 109	Financial Instruments	1 January 2018

The Company is presently assessing the impact of adopting these new accounting standards, amendments and interpretations. The Company has not considered the impact of accounting standards issued after the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014:

Consolidated Income Statement

For the Financial Year Ended 30 June 2014

	2014 HK\$'000 Group
Revenue	179,840
Other income	18,262
Expenses	
– Selling	(103,356)
– Administrative	(67,656)
Profit from operations	27,090
Share of net loss of joint ventures	(7)
Gain on disposal of subsidiaries	215,674
Profit before income tax	242,757
Income tax expense	(19,505)
Profit for the year	223,252
Attributable to:	
Equity holders of the Company	224,207
Non-controlling interests	(955)
	223,252
Earning per share for profit attributable to equity holders of the Company (HK cents per share)	
– Basic and diluted	80.1

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014: (Continued)

Consolidated Statement of Comprehensive Income

For the Financial Year Ended 30 June 2014

	2014 HK\$'000 Group
Profit for the year	223,252
Other comprehensive loss	
Items that may be reclassified subsequently to profit or loss:	
Exchange differences arising on translation of foreign operations	(184)
Release of currency translation reserve upon disposal of subsidiaries	(3,157)
Other comprehensive loss for the year	(3,341)
Total comprehensive income for the year	219,911
Total comprehensive income attributable to:	
Equity holders of the Company	220,866
Non-controlling interests	(955)
Total comprehensive income for the year	219,911

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED

30 JUNE 2014: (Continued)

Consolidated Statement of Changes in Equity

For the Financial Year Ended 30 June 2014

	← Attributable to equity holders of the Company →							
	Share capital	Capital reserve	Currency translation reserve	Merger reserve	Retained earnings/ (Accumulated losses)	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 July 2013	231,885	5,962	3,341	(35,225)	119,162	325,125	2,050	327,175
Comprehensive income:–								
– Profit/(loss) for the year	–	–	–	–	224,207	224,207	(955)	223,252
Other comprehensive loss:–								
– Exchange differences arising on translation of foreign operations	–	–	(184)	–	–	(184)	–	(184)
– Release of currency translation reserve upon disposal of subsidiaries	–	–	(3,157)	–	–	(3,157)	–	(3,157)
Other comprehensive loss for the year, net of tax	–	–	(3,341)	–	–	(3,341)	–	(3,341)
Total comprehensive (loss)/income for the year	–	–	(3,341)	–	224,207	220,866	(955)	219,911
Disposal of subsidiaries	–	–	–	–	–	–	(95)	(95)
Transfer upon disposal of subsidiaries	–	(3,415)	–	35,225	(31,810)	–	–	–
Dividends paid	–	–	–	–	(323,120)	(323,120)	(1,000)	(324,120)
Balance at 30 June 2014	231,885	2,547	–	–	(11,561)	222,871	–	222,871

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014:(Continued)

Consolidated Cash Flow Statements

For the Financial Year Ended 30 June 2014

	<u>HK\$'000</u>
Cash flows from operating activities	
Profit for the year	223,252
Adjustments for	
– Income tax expense	19,505
– Exchange differences	(97)
– Amortisation of intangible assets	2,557
– Depreciation of property, plant and equipment	2,748
– Loss on disposals of property, plant and equipment	319
– Provision for impairment of property, plant and equipment	576
– Net provision for impairment of trade receivables	1,122
– Interest income	(181)
– Share of loss of joint ventures	7
– Provision for impairment of interests in a joint venture	394
– Gain on disposal of subsidiaries	(215,674)
	<u>34,528</u>
Changes in working capital	
– Decrease in trade receivables, deposits, prepayments and other receivables	160,153
– Decrease in trade payables, accruals and other payables	(144,827)
– Decrease in provisions for other liabilities and charges	(503)
– Changes in balances with joint ventures	592
– Decrease in amounts due from a shareholder and directors	88
– Increase in amounts due to non-controlling interests	<u>1,509</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014:(Continued)

Consolidated Cash Flow Statements (Continued)

For the Financial Year Ended 30 June 2014

	HK\$'000
Net cash generated from operations	51,540
Income tax paid	(15,950)
Net cash generated from operating activities	35,590
Cash flows from investing activities	
Purchase of property, plant and equipment	(2,226)
Proceeds from disposal of subsidiaries, net of cash included in the disposal group	309,177
Interest received	181
Net cash generated from investing activities	307,132
Cash flows from financing activities	
Cash distribution from capital reduction	–
Proceeds from borrowings	10,000
Dividend paid	(323,120)
Dividend paid to a non-controlling interest	(1,000)
Net cash used in financing activities	(314,120)
Net increase in cash and cash equivalents	28,602
Cash and cash equivalents at beginning of the financial year	208,422
Cash and cash equivalents at end of the financial year	237,024

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014: (Continued)

SEGMENT INFORMATION

(a) Operating segments

The following operating segments were identified in accordance with the Group's travel agency businesses, the operations of which have been ceased during the year as a result of the Group's disposal of subsidiaries on 29 January 2014:

(i) Corporate Travel

(ii) Wholesale

(iii) Leisure Travel

Unallocated costs represent corporate expenses. Segment assets consist of trade receivables, bank deposits and cash and cash equivalents, deposits, prepayments and other receivables and exclude intangible assets, property, plant and equipment, deferred income tax assets, amounts due from a shareholder, directors and a joint venture and other unallocated receivables. Segment liabilities comprise trade payables, accruals and other payables and provisions for other liabilities and charges and exclude current income tax payable, deferred income tax liabilities and amounts due to a joint venture and non-controlling interests.

Capital expenditure comprises additions to property, plant and equipment and intangible assets including additions resulting from acquisitions through business combinations.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014: (Continued)

SEGMENT INFORMATION (Continued)

(a) Operating segments (Continued)

For the financial year ended 30 June 2014

	Corporate Travel HK\$'000	Wholesale HK\$'000	Leisure Travel HK\$'000	Total HK\$'000
Gross proceeds from the sale of air-tickets and the provision of other travel related services	1,285,361	1,580,608	393,007	3,258,976
Revenue	98,314	39,221	42,305	179,840
Segment result	25,799	11,886	2,548	40,233
Other income				18,262
Unallocated costs				(31,405)
Share of loss of a joint venture				(7)
Gain on disposal of subsidiaries				215,674
Profit before income tax				242,757
Income tax expense				(19,505)
Profit for the year				223,252
Other segment items				
Capital expenditure				
– Property, plant and equipment				2,226
Depreciation				2,748
Amortisation				2,557
Provision for impairment of property, plant and equipment				576
Other non-cash expenses	1,240	–	–	1,240

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

24 ADDITIONAL DISCLOSURE OF AUDITED FINANCIAL INFORMATION RELATING TO THE GROUP FOR THE YEAR ENDED 30 JUNE 2014: (Continued)

SEGMENT INFORMATION (Continued)

(b) Geographical information

The Group's revenue, total assets and capital expenditure, are attributable to geographical areas including Hong Kong, Singapore, Taiwan and others as follows:

	Revenue 2014 HK\$'000
Hong Kong	159,352
Singapore	12,062
Taiwan	4,280
Others	4,146
	<hr/> 179,840
	Total assets 2014 HK\$'000
Hong Kong	–
Singapore	237,370
Taiwan	–
Others	–
	<hr/> 237,370
	Capital expenditure 2014 HK\$'000
Hong Kong	2,044
Singapore	177
Others	5
	<hr/> 2,226

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2015

25 EVENTS AFTER BALANCE SHEET DATE

Pursuant to Rule 1017(1)(b) of the Catalist Rules, the Company had announced on 17 September 2014 that it has signed a conditional sale and purchase agreement to purchase approximately 99.9% of the entire issued and paid-up capital of Astaka Padu Limited in a reverse takeover transaction ("RTO"). Astaka Padu Limited is the holding company of Astaka Padu Sdn Bhd, a company incorporated in Malaysia and is primarily engaged in the business of land acquisition, property investment, project construction and development, with operations in Iskandar, Johor Bahru, Malaysia.

On 22 July 2015 the Company has been granted a further 4 months extension by SGX-ST to complete the Proposed Acquisition by 29 November 2015 in order to comply with Rule 1017(2) of the Catalist Rules. Currently, due processes and preparation work are still underway.

26 AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors of E2-Capital Holdings Limited on 30 September 2015.

SHAREHOLDINGS STATISTICS

AS AT 21 SEPTEMBER 2015

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 21 SEPTEMBER 2015

Class of Shares	:	Ordinary shares
Issued and fully paid-up capital	:	S\$8,483,249
Number of Shares issued	:	280,000,000
Voting rights	:	One vote per share

The Company does not hold any Treasury Shares.

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	0	0.00	0	0.00
100 – 10,000	14	13.73	12,200	0.00
1,001 – 10,000	22	21.57	143,000	0.05
10,001 – 1,000,000	62	60.78	6,014,500	2.15
1,000,001 and above	4	3.92	273,830,300	97.80
TOTAL	102	100.00	280,000,000	100.00

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	DIRECT INTEREST	%	DEEMED INTEREST	%
Yu Kam Kee ⁽¹⁾	70,500,000	25.18	–	–
e2-Capital Inc	176,103,000	62.89	–	–
Dato' Wong Sin Just ⁽²⁾	–	–	176,103,000	62.89

Notes:

(1) 70,500,000 Shares held in trust by HSBC (Singapore) Nominees Pte Ltd on behalf of Mr Yu Kam Kee.

(2) Dato' Wong Sin Just was deemed interested in the Shares held by e2-Capital Inc. by virtue of his shareholding in e2-Capital Inc.

SHAREHOLDINGS STATISTICS

AS AT 21 SEPTEMBER 2015

TWENTY LARGEST SHAREHOLDERS AS AT 21 SEPTEMBER 2015

	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHARES
1	E-2 CAPITAL INC.	176,103,000	62.89
2	HSBC (SINGAPORE) NOMINEES PTE LTD	70,535,000	25.19
3	RHB SECURITIES SINGAPORE PRIVATE LIMITED	25,674,300	9.17
4	DBS NOMINEES PTE LTD	1,518,000	0.54
5	YU KAM YUEN LINCOLN	680,000	0.24
6	MAYBANK NOMINEES (S) PTE LTD	500,000	0.18
7	KEVIN PEH YONG KEONG	452,000	0.16
8	RAFFLES NOMINEES (PTE) LTD	301,400	0.11
9	LEE SING YONG (LI SENRONG)	274,000	0.10
10	LEONG YUET MUI OR YANG QIMIN CAT	240,000	0.09
11	LEE PING ANG	225,000	0.08
12	DBS VICKERS SECURITIES (S) PTE LTD	219,600	0.08
13	SYED HASOONAH TAWFEEQUE AKA OR INTEN SAID MUHAMMAD A	192,000	0.07
14	CHAN KIAH TONG	190,000	0.07
15	MAYBANK KIM ENG SECURITIES PTE LTD	183,000	0.07
16	UOB KAY HIAN PTE LTD	175,000	0.06
17	PHILLIP SECURITIES PTE LTD	154,000	0.06
18	TONG CHEE KONG	143,800	0.05
19	LEOW SIAK FAH	110,000	0.04
20	PUAH SZE NGEE	108,000	0.04
	TOTAL:	277,978,100	99.29

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Based on the information available to the Company as at 21 September 2015, approximately 11.93% of the issued ordinary shares of the Company were held by the public. Accordingly, the Company has complied with Rule 723 of the Catalyst Rules.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of **E2-CAPITAL HOLDINGS LIMITED** (the "Company") will be held at 120 Robinson Road #08-01, Singapore 068913 on Monday, 26 October 2015 at 2:00 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Article 89 of the Company's Articles of Association:

Dato' Wong Sin Just

(Resolution 2)

Lee Gee Aik

(Resolution 3)

Dato' Wong Sin Just will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purpose of Rule 704(7) of Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "Catalist Rules"). Dato' Wong will also continue to be a member of the Nominating and Remuneration Committees upon re-election.

3. To approve the payment of additional Directors' fees of S\$640,000 for the financial year ended 30 June 2015 (FY2014: additional Directors' fees of S\$120,000). **(Resolution 4)**
[See Explanatory Note (i)]

4. To approve the payment of Directors' fees of S\$193,200 for the financial year ending 30 June 2016, to be paid monthly in arrears (FY2015: S\$193,200). **(Resolution 5)**

5. To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

6. To transact any other ordinary business which may be transacted at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Catalist Rules, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be allotted and 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 to such persons as the Directors may, in their absolute discretion, deem fit and (notwithstanding the authority conferred in this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 7)**
[See Explanatory Note (ii)]

8. **Authority to allot and issue shares under the Westminster Share Option Scheme**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to grant options in accordance with the provisions of the Westminster Share Option Scheme (the "Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (iii)]

(Resolution 8)

By Order of the Board

Cheng Lisa
Company Secretary
Singapore, 9 October 2015

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Ordinary Resolutions to be passed:

- (i) The Ordinary Resolution 4 proposed in item 3 above, if passed, will be paid to the Directors of the Company (namely Dato Wong Sin Just, Mr. Lee Gee Aik, Dr. Lo Wing Yan, William and Mr. Lam Kin, Lionel), in recognition of their participation in and time spent on the proposed acquisition of approximately 99.99% of the entire issued and paid-up capital of Astaka Padu Limited in a reverse takeover transaction ("**Proposed Acquisition**"), such payment to be made subject to and upon the successful completion of the Proposed Acquisition.
- (ii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for 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 when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Scheme. The aggregate number of shares which may be issued pursuant to the Scheme which the Company may have in place shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

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.

E2-CAPITAL HOLDINGS LIMITED

(Incorporated in Singapore)

(Company Registration No: 200814792H)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

Personal Data Privacy

1. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of Annual General Meeting.

*I/We, _____ (Name)

_____ (NRIC/Passport No./Company Registration No.)

of _____ (Address)

being a member/members of E2-Capital Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at 120 Robinson Road #08-01, Singapore 068913 on Monday, 26 October 2015 at 2.00 pm 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 indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolutions relating to:	For	Against
	As Ordinary Business		
1	Directors' Report and Audited Financial Statements for the year ended 30 June 2015		
2	Re-election of Dato' Wong Sin Just as a Director of the Company		
3	Re-election of Lee Gee Aik as a Director of the Company		
4	Approval of additional Directors' fees amounting to S\$640,000 for the financial year ended 30 June 2015		
5	Approval of Directors' fees amounting to S\$193,200 for the financial year ending 30 June 2016, to be paid monthly in arrears		
6	Re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company		
	As Special Business		
7	Share Issue Mandate		
8	Authority to allot and issue shares under the Westminster Share Option Scheme		

* Delete where inapplicable

Dated this _____ day of _____ 2015

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)/
and, Common Seal of Corporate Shareholder



Notes:

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 of Singapore), 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 of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 not less than forty eight (48) hours before the time appointed for the Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

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. In addition, in the case of Shares entered 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/her name in the Depository Register as at forty eight (48) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

This page has been intentionally left blank

This page has been intentionally left blank



E2-CAPITAL HOLDINGS LIMITED

38 Beach Road
#29-11, South Beach Tower
Singapore 189767

Telephone: +65 6808 1600
Fax: +65 6808 1616