ASIASONS | 亞昇投資集團

annual report 2014

CONTENTS

MANAGING DIRECTOR'S STATEMENT

The share price controversy in October 2013 has had a larger than expected impact on the Group for the financial year ended 31 December 2014. While neither management, operations nor substantial shareholders have been involved in any of the share trading controversy and investigations, our investments have been severely impaired due largely to this issue and has necessitated a complete restructuring of the Group involving a streamlining exercise to focus on certain ongoing core operations and a rebranding exercise to reflect this new focus. Throughout this period, the one bright light has been our consumer media business under Hub Media Group Pte Ltd ("Hub Media") and it is our intention that we build our business brick by brick by leveraging on this platform. We present below the major events in the year in review.

FINANCIAL REVIEW

Our Group recorded a revenue of approximately S$9.1 million for the current financial year ended ("FY") 2014 as compared to S$6 million for FY2013. The increase in revenue was mainly attributable to higher revenue from its media sales segment and fund management fees.

Our Group recorded a loss after tax of S$57.8 million for FY2014 as compared to a loss after tax of S$92.7 million for FY2013 mainly due to the recognition of lower fair value loss on the financial assets, at fair value through profit or loss of approximately S$11.6 million which consisted mainly of quoted securities in Singapore. The Group also impaired its financial assets, available for sale of S$12.2 million, trade and other receivables of S$19.7 million and also recognized share of losses of associated companies of S$12.1 million in the same year.

OPERATIONAL AND CORPORATE DEVELOPMENT

Our Group had undertaken the following corporate structure changes and developments during the year:

Investment Management

On 6 May 2014, the Group completed the disposal of its wholly owned subsidiaries, Asiasons Private Equity II Inc ("APE") and Asiasons Management Inc ("AMII"). APE is the General Partner while AMII is the fund manager of Dragonrider Opportunity Fund II L.P, a private equity fund. On 5 September 2014, the Group also completed the disposal of its wholly owned subsidiary Asiasons Private Equity (Malaysia) Ltd.

Financial Advisory

Oen 23 December 2014, the Company completed the disposed of its entire issued share capital of its wholly owned subsidiary Asiasons WFG Capital Pte. Ltd. ("AWFG") to the founders of AWFG. AWFG is principally engaged in the business of corporate finance advisory services and holds a capital markets services license granted by the Monetary Authority of Singapore, for its conduct of activities in (i) dealing in securities; and (ii) advising on corporate finance. The capital market has been sluggish and AWFG continues to face challenges to grow. With the disposal, the Group has completely exited the financial advisory segment.

The disposal of the 4 subsidiaries is in line with the Group's overall restructuring plan

MANAGING DIRECTOR'S STATEMENT

Media Content

On 9 July 2014, the Group acquired the remaining 30% of the issued capital of Hub Media Group Pte Ltd, ('Hub Media") for a consideration of US$4,500,000 or S$6,240,253 ("Consideration") from Balhetchet Caesar Kevin, the current director and remaining shareholder of Hub Media. The Company issued 117,740,625 new ordinary shares as the consideration for the acquisition. Hub Media became a wholly owned subsidiary of the Group after the completion and had allowed the Group to fully consolidate a profitable investment with a proven management team. The acquisition also allows the Group to fully manage the operation of Hub Media and used this as a platform to enhance its business in the consumer, entertainment and media industry.

Other updates

The Group is also seeking Shareholders' approval at the Extraordinary General Meeting to be held on 29 April 2015 to change the Company's name from "Asiasons Capital Limited" to "Attilan Group Limited".

In line with the streamlining exercise undertaken by the Group, the change of name reflects a new beginning for the Group and the Company's future commitment to focus on its core expertise which is investment activities in the consumer service sector. The proposed name will provide a clearer brand identity for the Company, to better reflect the Group's business direction going forward, being in the field of investment management.

OUTLOOK

The Group continues to faces challenges in 2015 as it seeks to restructure itself and is in the process to undertake streamlining exercise to lighten its Balance Sheet, simplify its business model and reposition itself to raise new capital. At the same time, the Group also continues to identify viable new business while continuing to grow its current consumer media business.

APPRECIATION

Following the retirement of the Non-Executive Chairman, an Executive Director and an Independent Director at the last AGM, the Group has recruited a new Non-Executive Director and has revamped to a smaller Board of Directors comprising the Managing Director, 2 independent and non-executive directors and 1 non-independent non–executive director.

I would like to thank the management and staff and business partners for the dedicated commitment to the Company during a very hectic and demanding year as the Company seeks to revamp itself in the face of the many challenges.

On behalf of the Board, we would like to express our gratitude to our shareholders as well for the continued strong support and confidence in us despite the market uncertainties and the continuing decline in the Company's share price since the last quarter of 2013.

We look forward to a continued strong support from all our stakeholders as the Group seeks to complete its restructuring exercise and reposition itself for the future.

Thank you.

Datuk Jared Lim Chih Li
Managing Director

PROFILE OF THE DIRECTORS

DATUK JARED LIM CHIH LI

Managing Director

Datuk Jared Lim Chih Li is a founder and Managing Director of Asiasons Capital Limited and also a director of Chaswood Resources Holdings Ltd.

Datuk Jared is the visionary behind the setting up of an Asian-owned and Locally-grown private equity fund and conceptualized Asiasons' investment model of combining traditional value enhancing exercises with branding, design and online strategies.

Prior to the formation of the Asiasons Group in 2007, Datuk Jared was an investment banker with Avenue Securities and was responsible for the setting up of the corporate finance unit, eventually building it up to a 40 man strong unit with a strong track record in Equity offerings, Restructurings, M&A and Bond Issues. Datuk Jared built a niche in Malaysia in cross border equity offerings involving PRC enterprises, which eventually led to his conviction that it was timely to start an Emerging East Asian private equity model.

Datuk Jared has a Bachelors degree in Economics and Accounting from the University of Bristol and obtained a First Class in Masters of Finance from the University of Hull and the Chartered Financial Analyst (CFA) qualification.

PROFILE OF THE DIRECTORS

MR ATTLEE HUE KUAN YEW
Independent Director

Mr Attlee Hue joined the Company in July 2007 as an Independent director. He is currently the Chairman of the Remuneration Committee and Nominating Committee.

Mr Attlee Hue is currently an advocate & solicitor with Ng Chong & Hue LLC. Ng Chong & Hue LLC was established by him with two other partners in 1995. Prior to this he was a founder and managing director of AsiaEquity Partners Pte Ltd ("AsiaEquity"), an exempt fund manager in the Cayman Islands. AsiaEquity was involved in various property transactions exceeding US$500 million in the aggregate.

Prior to being involved in private equity, he was practising as an advocate and solicitor in Singapore for 15 years and concurrently with a renowned law firm in Malaysia for 5 years. He specializes in corporate law where he handles and advises on cross border and multi-jurisdictional investment structures, tax, equity and debt fund raising.

Mr Attlee Hue has written a book on value on investments in Real Estate Investments Trusts and presently gives seminars on value investing organised by 8I Holdings Ltd, a company listed on the Australian Stock Exchange.

Mr Attlee Hue has an Honours degree in Law from the National University of Singapore and an MBA in Investment and Finance from the University of Hull which he obtained with Distinction.

PROFILE OF THE DIRECTORS

MR ATT ASAVANUND
Non-Executive Director

Mr Att Asavanund joined the Company in July 2014. He is currently a Director and Shareholder of Inifinite Capital Company Limited, Thailand which provides advisory services to external clients in various areas including Mergers and Acquisitions, fund raising and corporate restructuring. Prior to that, Mr Asavanund has worked for various MNCs and Public Listed Companies in Thailand mainly in the Investment advisory roles. He was also formerly an Independent Director of International Engineering Public Company Limited, Thailand and he resigned in 2011.

Mr Asavanund has a Bachelors of Liberal Arts and Science Degree, Major in Economics from the University of Illinois at Chicago, USA and a Masters of Business Administration, Major in Finance and Marketing, SASIN Graduate Institute of Business Administration, Chulalongkorn University in affiliation with The Wharton School of Business, the University of Pennsylvania and The Kellogg Business School, Northwestern University Thailand.

PROFILE OF THE DIRECTORS

Mr Yin Kum Choy
Independent Director

Mr Yin Kum Choy joined the company in July 2013. He is a public accountant with more than 20 years of experience. He is currently the Managing Director of Reanda Adept Public Accounting Corporation and director of INNO-SOFT Info Systems Pte Ltd, a company providing computer system consulting and computer software services as well as overseeing KC Yin Consulting, a tax and general consultancy practice. Mr Yin is currently the Chairman of the Audit Committee.

Mr Yin started his career in auditing with an international accounting firm in auditing where he subsequently specialized in corporate recovery and corporate finance. As a registered insolvency practitioner, Mr Yin has assumed numerous insolvency appointments as Receiver and Manager, Judicial Manager, Scheme Administrator and Liquidator in numerous administrations. Some of the insolvent companies managed by Mr Yin involved extensive investigations that resulted in findings of breaches of law.

In addition, as a Public Accountant, Mr Yin has accepted engagements as forensic investigator and/or as expert witness in accounting and financial matters of clients or on behalf of clients.

Mr Yin obtained his Bachelor of Accountancy (Honours) Degree from the National University of Singapore in 1982 and is a Chartered Accountant (Practising Member) since November 1991.

CORPORATE INFORMATION

COMPANY REGISTRATION NUMBER

199906459N

BOARD OF DIRECTORS

Datuk Jared Lim Chih Li
Managing Director

Yin Kum Choy
Independent Director

Attlee Hue Kuan Yew
Independent Director

Att Asavanund
Non-Executive Director

COMPANY SECRETARIES

Thum Sook Fun

Teo Boon Lee

REGISTERED OFFICE

22 Cross Street
#03-54/61 South Bridge Court
China Square Central
Singapore 048421
Tel : (65) 6226 3771
Fax: (65) 6226 1655

PRINCIPAL BANKERS

Malayan Banking Berhad

DBS Bank Ltd

AUDIT COMMITTEE

Yin Kum Choy - *Chairman*

Attlee Hue Kuan Yew

Att Asavanund

REMUNERATION COMMITTEE

Attlee Hue Kuan Yew – *Chairman*

Yin Kum Choy

Att Asavanund

NOMINATING COMMITTEE

Attlee Hue Kuan Yew – *Chairman*

Yin Kum Choy

Att Asavanund

SHARE REGISTRAR

Intertrust Singapore Corporate Services Pte Ltd
3 Anson Road
#27-01 Springleaf Tower
Singapore 079909

AUDITORS

Moore Stephens LLP
Public Accountants and Chartered Accountants
10 Anson Road
#29-15 International Plaza
Singapore 079903

Partner-in-Charge: Mr. Neo Keng Jin
[with effect from 2012]

WEBSITE

www.asiasons.com

CORPORATE GOVERNANCE REPORT

The Company is committed to maintain high standards of corporate governance, to promote transparency within the Company in the spirit of the Code of Corporate Governance (the "**Code**"). In line with the commitment by the Company to maintain high standards of corporate governance, the Company will continually review its corporate governance processes to strive to fully comply with the Code.

This report describes the Company's corporate governance processes and activities for the financial year ended 31 December 2014 ("**FY2014**") and up to the date of this report.

BOARD MATTERS

<u>The Board's Conduct of Affairs</u>

Principle 1: ***Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.***

The Board of Directors (the "**Board**") is collectively responsible for providing overall strategy and direction to the Management and the Group. Every Director is expected to act in good faith and always in the best interest of the Company.

The Board is entrusted with the oversight of the business performance and affairs of the Group. Apart from carrying out its statutory responsibilities, the Board oversees the formulation of the Group's long term strategic objective and directions, reviews and approves the Group's business and strategic plans and monitors the achievements of the Group's corporate objectives.

Matters requiring the Board's decision and approval include:-

- Corporate strategic direction, strategies and action plans;
- Authorization of acquisition/disposal, major funding proposals, investments, acquisitions and divestments proposals
- including the Group's commitment in term of capital and other resources;
- Share issuance and dividends and major corporate policies on key areas of operations
- Announcement of quarterly and full year results and release of annual reports;
- Internal controls and risk management strategies and execution;
- Appointment of directors and key management staff, including review of performance and remuneration packages

CORPORATE GOVERNANCE REPORT

To facilitate effective execution of its functions, certain functions have been delegated to various Board Committees, which would submit its recommendations or decisions to the Board. The Board Committees constituted by the Board are:-

(i) Nominating Committee ("NC");
(ii) Remuneration Committee ("RC"); and
(iii) Audit Committee ("AC").

Each of these Board Committees has its own terms of reference and the Committees are each chaired by an independent director.

The Board meets at least four (04) times annually and as and when necessary to address any specific significant matters that may arise. Six (6) Board meetings were held in FY2014, of which four (04) were the regular quarterly meetings and two additional meetings were convened to discuss other important and strategic matters.

The Company's Articles of Association provides for Board members who are unable to attend physical meetings to participate through telephone conference, video conference or any other forms of electronic or instantaneous communication facilities.

The attendance of the Directors at the Board and Board committee meetings held in the financial year are as follows:-

Meeting of the Board and Committees:	**Board**	**Audit Committee**	**Nominating Committee**	**Remuneration Committee**
No. of meetings held in FY2014	6	4	1	1
No. of meetings attended by the respective Directors				
Datuk Jared Lim Chih Li	6	N/A	N/A	N/A
Yin Kum Choy[1]	6	4	1	1
Attlee Hue Kuan Yew[1]	6	4	1	1
Att Asavanund [2] (Appointed on 29.7.2014)	3	2	-	-

[1] Independent directors
[2] Non Evective director

Our Directors are provided with regular updates, particularly on the changes in relevant laws and regulations, industry developments, business initiatives and challenges; and analyst and media commentaries on matters related to the Company. Updates on the relevant legal, regulatory and technical developments may be in writing or disseminated by way of briefings, presentations and/or handouts. They are also informed about matters such as the code of dealings in the Company's shares and staff share trading policy as they are privy to price sensitive information.

When a director is first appointed to the Board, the Company will arrange an orientation program for new Director to familiarize new appointee with the Group's business, operations, organization structure and corporate policies. The new Director is also briefed on the Company's corporate governance practices, regulatory regime and their duties as directors.

CORPORATE GOVERNANCE REPORT

Board Composition and Guidance

Principle 2: ***There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.***

The Board currently has two independent Directors. The criteria of independence are based on the definition given in the Code. The Board considers an independent Director as one who has no relationship with the Company, its related companies, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent judgement of the Group's affairs.

The Board members are:

Datuk Jared Lim Chih Li	- Managing Director
Yin Kum Choy	- Independent Director
Attlee Hue Kuan Yew	- Independent Director
Att Asavanund	- Non Independent Non-Executive Director

(Att Asavanund was appointed on 29 July 2014)

The Board, through the NC, has examined its size and is of the view that the current Board members comprise persons whose diverse skills, experience and attributes for effective direction for the Group and the existing arrangement is adequate given that the Chairman is not an independent director and the independent directors form half of the Board composition. The Board will constantly examine its size with a view to determining its impact upon its effectiveness.

The independence of each director is assessed and reviewed annually by the NC. Each independent director is required to complete a Director's Independence Checklist annually to confirm his independence based on the guidelines as set out in the Code. For FY2014, the NC has determined that two non-executive directors are independent. None of the independent directors has served on the Board beyond nine years from the date of his first appointment.

The non-executive directors would 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 performance.

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

CORPORATE GOVERNANCE REPORT

Chairman and Chief Executive Officer

Principle 3: ***There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.***

The Company is cognizant of the principle that there should be a clear division of responsibility between the Chairman and the Chief Executive Officer ("CEO") (in our case, There is no Chairman and CEO, but in place thereof the Group has a Managing Director ("MD")). The MD is responsible for, inter alia, exercising control over quality, quantity and timeliness of flow of information between management and the Board, and assisting in ensuring compliance with our Company's guidelines on corporate governance. The MD is also responsible for the operations, strategic planning, business development and generally charting the growth of our Company.

Currently, Datuk Jared Lim is the Managing Director of the Company. The Company will consider appointing a new chairman who would be an independent and a non-executive director to preserve good corporate governance practice.

There is no concentration of power as the Group is run objectively on a transparent basis as the Board feels that there is adequate representation of independence and Non-Executive Directors (at least half) on the Board. The Board is of the view that the process of decision making by the Board is independent and based on collective decisions without any individual exercising any considerable concentration of power or influence and there is good balance of power and authority with all critical committees chaired by independent Directors.

Board Membership

Principle 4: ***There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.***

The NC comprises the following members:

Attlee Hue Kuan Yew	- Chairman, Independent Director
Yin Kum Choy	- Member, Independent Director
Att Asavanund	- Member, Non-Executive Director

The NC's main functions as defined in the written terms of reference are as follows:

(a) review and recommend to the Board on the appointment and re-appointment of Directors to the Board;
(b) determine whether or not a director is able to and has been adequately carrying out his duties as a director of the Company; and
(c) evaluate the performance and effectiveness of the Board as a whole and the contribution of each director.

The task of assessing the independence of directors is delegated to the NC. The NC reviews the independence of each director annually, and as and when circumstances required. Each NC member will not take part in determining his own re-election as Director or independence.

The NC is satisfied that the current size and composition of the Board has adequate ability to meet the Company's existing scope of needs and the nature of operations. From time to time, the NC will review the appropriateness of the Board size and composition, taking into consideration the changes in the nature and scope of operations as well as the regulatory environment.

The Board noted that none of the Directors holds more than five (5) directorships in listed company and the NC's principal functions also includes determining if a director (including one who has multiple Board representations) is able to and has been adequately carrying out his/her duties as a director of the Company. The Board has set evaluation guidelines for individual director evaluation, whereby each director will evaluate the other directors individually.

Where a vacancy exists or where additional directors are required, the Board will seek potential candidates via their business networking and refer them to the NC for interview and assessment of the credentials and suitability for appointment. The NC will after assessment, recommend the selected candidates to the Board for formal appointment.

As a matter of corporate governance, all Directors, including Managing Director submit themselves for re-nomination and re-election at regular intervals of at least once in every three years. Article 91 of the Company's Articles of Association requires one-third of the Board, or the number nearest to but not less than one-third, to retire from office by rotation and be subject to re-election at the Company's Annual General Meeting ("AGM"). In addition, Article 97 of the Company's Article of Association provides that a newly appointed director must retire and submit himself for re-election at the next AGM following his appointment. Thereafter, he is subject to be re-elected at least once in every three years.

The status of the members of the Board is as follow:

Name of Director	Appointment	Date last elected/ appointed
Datuk Jared Lim Chih Li	Managing Director	27 April 2012
Attlee Hue Kuan Yew	Independent Director	29 April 2013
Yin Kum Choy	Independent Director	28 April 2014
Att Asavanund	Non-Executive Director	29 July 2014

Att Asavanund, the newly appointed director will be subject to the retirement but is eligible for re-election at the forthcoming AGM pursuant to Article 97 of the Company's Articles of Association.

Datuk Jared Lim Chih Li will be subject to the retirement by rotation but is eligible for re-election at the forthcoming AGM pursuant to Article 91 of the Company's Articles of Association.

The NC has reviewed and recommended to the Board that the retiring directors, Datuk Jared Lim Chih Li and Att Asavanund, being eligible and having consented, be nominated for re-election at the forthcoming AGM.

The profile of our Directors can be found on pages 4 to 7 of this Annual Report.

Board Performance

Principle 5: ***There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.***

The NC reviewed and evaluated the performance of the Board as a whole and its board committees and the performance of each director, taking into consideration the attendance record at the meetings of the Board and Board Committees and also the contribution of each Director to the effectiveness of the Board and the Board Committees.

Other than the attendance record at meetings, the assessment may also include any other performance criteria which the Board may propose, such as the Company's share price performance over a five-year period vis-ã-vis the Singapore Straits Times Index, a benchmark index of its industry peers, the return on assets, return on equity, return on investment, economic value added and profitability on capital employed.

At the date of this report, the NC has adopted a formal process to assess the effectiveness of the Board and Committees of the Board as a whole. The qualitative measures include the effectiveness of the Board in its monitoring role and the attainment of the strategic objectives set by the Board.

During the year, evaluations had been carried out and the NC noted that the performances of the Board and its board committees and each director have been satisfactory.

Access to Information

Principle 6: ***In order to fulfill their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.***

The Board has separate and independent access to the management of the Group at all times. Request for information is dealt with promptly by the management. The Board is informed of all material events and transactions as and when they occur. The information made available to the Directors is in various forms such as quarter and full-year financial results, progress reports of the Group's operations, corporate development, regulatory updates, business developments and audit reports. The management also consults with Board members regularly whenever necessary and appropriate. The Board is issued with Board papers timely prior to Board meetings.

The Directors also have separate and independent access to the Company Secretaries and the external auditors at all times in carrying out their duties. The Company Secretaries attend Board meetings and assist the Chairman of the Meeting in ensuring that Board procedures are followed so that the Board functions effectively and that the Company's Memorandum and Articles of Association, the Singapore Companies Act, the Listing Manual of the SGX-ST and other relevant rules and regulations applicable to the Company are complied with. The Company Secretaries also attend and prepare minutes for all Board meetings. The appointment and removal of the Company Secretaries are decided by the Board as a whole.

The Board in furtherance of their duties can as a group or individually, when deemed fit, direct the Company, at the Company's expense, to appoint an independent professional adviser, to render professional advice.

REMUNERATION MATTERS

Procedures for developing remuneration policies

Principle 7: ***There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.***

The RC comprises the following members:

Attlee Hue Kuan Yew	- Chairman, Independent Director
Yin Kum Choy	- Member, Independent Director
Att Asavanund	- Member, Non-Executive Director

As recommended by the Code, the RC comprises entirely of non-executive directors, majority of whom, including the RC Chairman, is independent.

The RC's key terms of reference include reviewing and deliberating upon the compensation package of the Executive Director and key executives; and also include employees who are related to the substantial shareholders or directors. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind shall be reviewed by the RC. In determining remuneration packages of Executive Director and key executives, the RC will ensure that directors and key executives are adequately but not excessively rewarded. The RC will also consider, in consultation with the Board, amongst other things, their responsibilities, skills, expertise and contribution to the Company's performance and whether the remuneration packages are competitive and sufficient to ensure that the Company is able to attract and retain the best available executive talent.

In discharging their duties, the RC may seek professional advice where necessary. All recommendations of the RC will be submitted for endorsement by the entire Board. The payment of fees to non-executive directors is subject to approval at the general meeting of the Company. No director is involved in deciding his own remuneration.

The Managing Director has entered into service contract with the Company. The service contract was reviewed by the RC in FY2013 and renewed for another 3 years until 2016 and endorsed by the Board.

Level and Mix of Remuneration

Principle 8: ***The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.***

In setting remuneration package for Executive Director and Key Management Personnel, the performance related elements of remuneration form a significant portion of the total remuneration package in order to align the Executive Director's and Key Management Personnel's interests with those of shareholders and to link rewards to corporate and individual performance. The RC will also take into consideration the pay and employment conditions within the industry and comparable companies.

The remuneration of Non-Executive Directors will also be reviewed to ensure that the remuneration commensurate with the contribution, effort and time spent, and the responsibilities of the Directors. The directors' fee payable to Non-Executive Directors is subject to shareholders' approval at the Company's AGM.

Currently there are no contractual provisions to allow the Company to reclaim incentive components of remuneration from executive director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The RC will review and consider recommending to the Board to implement such provisions.

CORPORATE GOVERNANCE REPORT

Disclosure on Remuneration

Principle 9: ***Each company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.***

The breakdown of the remuneration of Directors for the financial year ended 31 December 2014 is as follows:

Directors	Salary & CPF	Fee	Bonus	Allowance and Other Benefits
S$250,001 to S$500,000				
Datuk Jared Lim Chih Li	100%	-	-	-
Below S$250,000				
Dato' Mohammed Azlan Bin Hashim[1]		100%		
Lee Teck Leng[1]		100%		
Yin Kum Choy		100%		
Attlee Hue Kuan Yew	-	100%	-	-
Att Asavanund	-	100%	-	-

[1] Retired on 28 April 2014

Non-Executive Directors are paid Directors' fees appropriate to their level of contribution to the Board, taking into account factors such as effort and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate Directors. Directors' fees are recommended by the Board for shareholders' approval at the AGM.

The total remuneration paid to the top five key management personnel for FY2014 is S$1,239,969.

The Board is of the opinion that it is not in the best interests of the Company to disclose:-

(a) The total remuneration of each director and key management personnel in dollars terms, given the sensitivity and confidentiality of the remuneration matters; and
(b) The name of its key management personnel in order to ensure the Company's competitive advantage in the retention of its staff.

Remuneration of other employees related to a director

Darrin Lin, who is the Creative Director of the Company, is the brother of Datuk Jared Lim Chih Li, a director and substantial shareholder of the Company. His remuneration is below S$250,000.

Except as disclosed, none of the employees of the Group whose annual remuneration exceeds S$50,000 are immediate family members of the Managing Director or any other Director of the Company.

ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: ***The Board should present a balanced and understandable assessment of the company's performance position and prospect.***

In presenting its quarterly and full year financial results, it is the aim of the Board to provide the shareholders with a balanced and understandable assessment of the Company's performance, position and prospects through announcements via SGXNET.

In line with the SGX Listing Rules, the Board provides a negative assurance statement to the shareholders in respect of the interim financial statements. For the financial year under review, the Managing Director has provided assurance to the Board on the integrity of the Group's financial statements.

The Board is accountable to its shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information to its shareholders in compliance with the statutory requirements and the Listing Manual of the SGX-ST.

Price sensitive information will be publicly released either before the Company meets with any group of investors or analysis or simultaneously with such meetings. Financial results and annual reports are announced and issued within the statutory prescribed periods.

The Board meets on a quarterly basis where they are briefed on the performance of the Company and to deliberate on quarterly results. Additional Board meetings may be convened where necessary. Circular resolutions are also circulated to Board members together with the necessary information to allow the Board to make a balanced and informed assessment of any prospects.

Risk Management and Internal Controls

Principle 11: ***The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.***

The Board believes in the importance of maintaining a sound system of risk management and internal controls to safeguard the interests of the shareholders and the Company's assets. The system of internal controls provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

As part of the annual statutory audit, the Company's external auditors conducted an annual review, in accordance with their audit plan, on the adequacy and effectiveness of the Company's risk management and material internal control systems, including financial, operational, compliance and information technology controls. Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The AC also reviews the effectiveness of the actions taken on the recommendations made by the external auditors in this respect, if any.

For FY2014, the Board with the concurrence of the AC, is of the opinion that the system of internal controls that has been maintained by the Management throughout the financial year, is adequate to meet the needs of the Company having addressed the financial, operational, compliance and information technology risks. The Company had outsourced its internal audit function to KPMG Services Pte. Ltd ("KPMGSPL") to perform the internal audit works within the Group. KPMGSPL submitted a report dated 18 August 2014 to the AC and the AC has recommended to the Board to adopt, where practical, all the recommendations made by KPMGSPL.

The Board has received assurance from the Managing Director and the Group Financial Controller that:

(a) that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and

(b) regarding the effectiveness of the company's risk management and internal control systems and have discussed with the Group's external and internal auditors of their respective reporting points and note that there has been no significant deficiencies in the internal controls which could adversely affect the Company's ability to report, process, summarize or report financial data.

The Board will reconstitute a Risk Management Committee to assist the Board in carrying out its responsibility of overseeing the Company's risk management framework and policies.

CORPORATE GOVERNANCE REPORT

Audit Committee ("AC")

Principle 12: ***The Board should establish an AC with written terms of reference which clearly set out its authority and duties.***

The AC comprises three Board members, all of whom are non-executive and a majority are independent directors. The members are:

Yin Kum Choy	- Chairman, Independent Director
Attlee Hue Kuan Yew	- Member, Independent Director
Att Asavanund	- Member, Non-Executive Director

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, and has been entrusted with the following functions:

(a) review with the auditors the audit plans, their evaluation of the system of internal controls, audit report and management letter;

(b) review the financial statements before release to external and relevant parties;

(c) review the scope and results of the internal audit function and ensuring co-ordination between the internal and external auditors and the Management;

(d) review the co-operation given by the Company's officers to the auditors;

(e) review the legal and regulatory matters that may have a material impact on the financial statements, related exchange compliance policies and programs and reports received from the regulators;

(f) review the cost effectiveness, independence and objectivity of the auditors;

(g) review the nature and extent of non-audit services, if any, provided by the external auditors and seek to balance the maintenance of objectivity and value for money;

(h) nominate the appointment of external auditor; and

(i) review and ratify all interested person transactions to ensure that they comply with the approved internal control procedures and have been conducted at arm's length basis.

The Board ensured that the members of the AC are appropriately qualified to discharge their responsibilities whereby at least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

The AC meets at least four times a year and as frequently as is required. In particular, the AC meets to review the financial statements before announcement. In the year under review, the AC has met to review and approve the quarter and the full year unaudited results for announcement purposes. The AC also reviews proposed changes to the accounting policies and discusses accounting implications of major transactions including significant financial reporting issues.

The AC may meet with the auditors at any time and at least annually, without the presence of the Company's Management. It may also examine any other aspects of the Company's affairs, as it deems necessary, where such matters relate to exposures or risks of regulatory or legal nature, and monitor the Company's compliance with its legal, regulatory and contractual obligations. The AC has power to conduct or authorize investigations into any matters within the AC's scope of responsibility.

Pursuant to Rule 715 and Rule 716 of the SGX Listing Manual, the AC noted that the Company and its Singapore incorporated subsidiaries, are audited by Moore Stephens LLP, Singapore. The statutory audits of its Malaysian subsidiaries were audited by Moore Stephens Associates PLT, Malaysia who is a member of Moore Stephens International Limited and UHY, Chartered Accountants, Malaysia. The statutory audit of associated companies of the Group were audited by RSM Chio Lim, Singapore and RT LLP, Singapore.

In compliance of Rule 712, Rule 715 and Rule 716, the AC and the Board confirm that they have considered the adequacy of the resources and experience of the auditing firm and the engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity and the professional staff assigned to the audit before nominating the auditing firm as the Company auditor. The list of subsidiaries and associated companies are listed in the Annual Report in Note 18 and 19 respectively.

The AC undertook the review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit services provided and the fees paid to them.

The audit fees paid to the external auditors are as follows:

Auditors of the Group	S$146,542
Other Auditors	S$52,089
Total	S$198,631

No fee is paid to the external auditors for non-audit services in FY2014.

The AC is satisfied with the external auditors' independence; hence has recommended the re-appointment of the external auditors at the forthcoming AGM of the Company.

The Company had implemented a whistle-blowing policy and procedures whereby staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters for independent investigation and for appropriate follow up action.

Internal Audit

Principle 13: ***The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.***

The Company had established an internal audit function in year 2013 and appointed KPMG Services Pte. Ltd. to provide outsourced internal audit services to the Company.

KPMGSPL is a corporate member of the Singapore Chapter of the Institute of Internal Auditors ("IIA") and adopts the International Standards for the Professional Practice of Internal Auditing laid down by the IIA.

KPMGSPL submitted a report dated 18 August 2014 to the AC and the AC has recommended to the Board to adopt, where practical, all the recommendations by made by KPMGSPL.

The internal audit function will supplement and strengthen the effectiveness of the system of internal control which provides reasonable, but not absolute, assurance against material financial misstatements or losses, and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulations and best practices, and the identification and containment of financial, operational and compliance risks. However, the Board notes that no system of internal control could provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

The Internal Auditor's primary line of reporting would be to the AC Chairman although the Internal Auditor would also report administratively to the Managing Director. The AC approves the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting / auditing firm or corporation to which the internal audit function is outsourced. The Internal Auditor has unfettered access to all the company's documents, records, properties and personnel, including access to the AC.

The AC would, at least annually, review the adequacy and effectiveness of the internal audit function.

CORPORATE GOVERNANCE REPORT

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: ***Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.***

Shareholders are sufficiently informed of changes in the company or its business which would be likely to materially affect the price or value of the company's shares.

Shareholders are informed of shareholders' meetings through notices contained in annual reports or circulars sent to all shareholders. These notices are also published in the press and posted onto the SGXNET.

If shareholders are unable to attend the meetings, the Articles of Association allow a shareholder of the Company to appoint up to two proxies to attend and vote in place of the shareholder.

Communication with Shareholders

Principle 15: ***Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.***

The Company believes that a high standard of disclosure is crucial to raising the level of corporate governance. All information relating to the Company's new initiatives are first disseminated via SGXNET followed by a news release (if appropriate), which is also available on the SGX-ST's website.

The Company does not practice selective disclosure. Price sensitive information is first publicly released through SGXNET and results and annual reports are also announced or issued within the mandatory period. All shareholders of the Company receive a copy of the Annual Report and the Notice of AGM, which is held within four months after the close of financial year. The Notice is also advertised in the newspapers.

Material information concerning the Company are released via the SGXNET and in certain corporate exercises, press releases are also made by external public relations company engaged by the Company.

The Board solicits and understands the views of the shareholders through general meetings.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business conditions and other factors as the directors may deem appropriate.

Notwithstanding the foregoing, any pay-out of dividends would be clearly communicated to shareholders via announcement released on SGXNET. For FY2014, no dividend is declared due to the Company's performance.

<u>Conduct of Shareholder Meetings</u>

Principle 16: ***Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.***

At general meetings, shareholders are given opportunities to voice their views and ask the Board or Management questions regarding the Company. The Company's Articles of Association provides that shareholders of the Company are allowed to vote in person or by way of duly appointed proxy. The Company's Articles of Association currently do not allow a shareholder to vote in absentia

At general meetings, separate resolutions will be set out on distinct issues for approval by shareholders.

The Chairman of the AC, RC and NC will normally be present at the general meetings to answer shareholders' queries. The external auditors are also present to assist the Directors in addressing any relevant queries on the accounts from the shareholders.

Where it is felt that voting by way of a poll would be appropriate in the circumstances and to verify the intent of the shareholders, the Company would put the resolution to vote by poll and would make an announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages.

Statement of Compliance

The Board is pleased to confirm that for the financial year ended 31 December 2014, the Company has generally adhered to the principles and guidelines as set out in the Code saved as disclosed otherwise.

This Corporate Governance Report is dated 14 April 2015.

CORPORATE GOVERNANCE REPORT

Dealings in Securities

In compliance with Rule 1207 (19) of the Listing Manual issued by SGX-ST, the Company has in place a policy prohibiting share dealings by directors and officers of the Company during the period commencing two weeks prior to the announcement of quarter results and one month prior to the announcement of full year results (as the case may be); and ending on the date of announcement of the results. Directors and executive officers are expected to observe insider trading laws at all times even when dealing in securities within permitted trading periods, and not deal in the Company's shares on short-term considerations. The implications of insider trading are clearly set out in the procedures and guidelines.

During the year, an executive officer of a subsidiary had disposed of the Company shares during the window period prior to the release of the Group's results. A special Audit Committee Meeting was convened and the Audit Committee concluded that based on the enquiry, the disposal of the Company's shares by the said staff was a pure oversight with no reason to believe there is attempt to benefit whereby there is no extraordinary event in the subsidiary of the staff involve which may have led to the disposal of the Company's Shares by the said staff. The said staff was also advised to be mindful and to exercise caution in the future dealings of the Company shares to prevent such event recur. The Minutes of the said meeting had been circulated to all Audit Committee members and the Board was informed accordingly on this matter.

Interested Person Transactions

The Board has established internal control policies to ensure that transactions with interested persons are reviewed and approved, and are conducted at arm's length basis.

During the year under review, the Board notes the following transactions:

Group				
Name of interested person and nature of transactions	**Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transaction conducted under shareholders' mandate pursuant to Rule 920)**		**Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 excluding (excluding transactions less than S$100,000)**	
	FY ended 31 December 2014	**FY ended 31 December 2013**	**FY ended 31 December 2014**	**FY ended 31 December 2013**
Dato' Mohammed Azlan Bin Hashim *	S$410,695	S$1,091,383	N.A.	N.A.
Datuk Jared Lim Chih Li	S$72,000	S$162,000	N.A.	N.A.
Mr Ng Teck Wah **	S$72,000	S$162,000	N.A.	N.A.

No.	Paid By	Paid To	Interested Parties	Nature of Transactions	Aggregate Value
1	Asiasons Private Equity Inc	Asiasons Partners Sdn Bhd	Dato' Mohammed Azlan Bin Hashim*	Management Fees from January to April 2014	S$61,579*
2	Asiasons Management II Inc	Asiasons Partners Sdn Bhd	Dato' Mohammed Azlan Bin Hashim*	Management Fees from January to April 2014	S$200,143*
3	Asiasons Private Equity (Malaysia) Ltd	Asiasons Partners Sdn Bhd	Dato' Mohammed Azlan Bin Hashim*	Management Fees from January to April 2014	S$76,973*
4	Chaswood Resources Sdn Bhd	Asiasons Capital Ltd	Dato' Mohammed Azlan Bin Hashim *, Datuk Jared Lim Chih Li and Mr Ng Teck Wah **	Retainer Fees from January to April 2014	S$72,000*
				Total	**S$410,695**

Notes

(i) *Asiasons Partners Sdn Bhd is a company 70% controlled by the Company and 30% controlled by Dato' Mohammed Azlan Bin Hashim, a director and substantial shareholder of the Company.*

(ii) *Chaswood Resources Sdn Bhd ("**CWRSB**") is 100% controlled by Chaswood Resources Holdings Ltd, an associated company of the Group. Dato' Mohammed Azlan Bin Hashim, Datuk Jared Lim Chih Li and Mr Ng Teck Wah are also directors of Chaswood Resources Holdings Ltd.*

* On 24 April 2014, Dato' Mohammed Azlan Bin Hashim ceased to be a controlling shareholder of the Company and on 28 April 2014, he retired as a director of the Company and Chaswood Resources Holdings Ltd. The interested parties disclosure for Dato' Mohammed Azlan Bin Hashim is for the period from January to April 2014 only.

** On 28 April 2014, Mr Ng Teck Wah retired as Director of the Company but remain as a controlling shareholder.

The aggregate amount involved is S$410,695 and therefore disclosure under Rule 907 is required.

CORPORATE GOVERNANCE REPORT

The disclosure under Rule 907 of the SGX Listing Manual is as follow:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)
Dato' Mohammed Azlan Bin Hashim - control 30% of Asiasons Partners Sdn Bhd - Director of Chaswood Resources Holdings Ltd, which control 100% of CWRSB	S$410,695	Not applicable
Datuk Jared Lim Chih Li - Director of Chaswood Resources Holdings Ltd, which control 100% of CWRSB	S$72,000	Not applicable
Mr Ng Teck Wah - Director of Chaswood Resources Holdings Ltd, which control 100% of CWRSB	S$72,000	Not applicable

Material Contracts

Save as disclosed herein under the section on Interested Person Transactions above, there were no material contracts of the Company and its subsidiaries involving the interests of the Chairman, Managing Director, any Director or controlling shareholders.

Corporate Social Responsibility

Currently, the Company does not have in place CSR policies or practices. However, ad-hoc practices are adopted by certain investee companies when it arises.

FINANCIAL CONTENTS

REPORT OF THE DIRECTORS

The directors present their report to the members together with the audited financial statements of the Group for the financial year ended 31 December 2014, and the balance sheet of the Company as at 31 December 2014.

1 Directors

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

Datuk Jared Lim Chih Li
Attlee Hue Kuan Yew
Yin Kum Choy
Att Asavanund (Appointed on 29 July 2014)

2 Arrangements to Enable Directors to Acquire Shares or Debentures

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

3 Directors' Interests in Shares or Debentures

The directors of the Company holding office at the end of the financial year had no interest in the share capital of the Company and its related companies as recorded in the register of directors' shareholdings except as follows:

	Held in the name of a director		Deemed interest	
The Company	**At the beginning of the year**	**At the end of the year**	**At the beginning of the year**	**At the end of the year**
	No. of ordinary shares			
Datuk Jared Lim Chih Li	-	-	483,000,000	483,000,000

REPORT OF THE DIRECTORS

3 Directors' Interests in Shares or Debentures (cont'd)

Datuk Jared Lim Chih Li who by virtue of his interest of not less than 20% of the issued share capital of the Company, is deemed to have an interest in the share capital of the subsidiaries as disclosed in Note 18 of the financial statements.

There was no change in any of the above-mentioned interest between the end of the financial year and 21 January 2015.

4 Directors' Contractual Benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a Company in which he has a substantial financial interest except as disclosed in the financial statements.

5 Options Granted

During the financial year, no option to take up unissued shares of the Company or its subsidiaries has been granted.

6 Options Exercised

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

7 Options Outstanding

There are no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

REPORT OF THE DIRECTORS

8 Audit Committee

The members of the Audit Committee at the end of the financial year were as follows:

- Yin Kum Choy (Chairman) (Independent, non-executive)
- Attlee Hue Kuan Yew (Independent, non-executive)
- Att Asavanund (Non-executive)

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act. In performing those functions, the Audit Committee reviewed:

- the audit plan of the Company's independent auditors and their report on the weaknesses of internal accounting controls arising from the statutory audit;
- the assistance given to the independent auditors by the Company's management; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2014, as well as the independent auditor's report on the balance sheet of the Company and the consolidated financial statements of the Group.

Further details of the Audit Committee are disclosed in the Corporate Governance Report.

The Audit Committee has recommended to the Board that the independent auditors, Moore Stephens LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

REPORT OF THE DIRECTORS

9 Independent Auditors

Moore Stephens LLP, Public Accountants and Chartered Accountants, have expressed their willingness to accept reappointment as independent auditors.

On behalf of the Board of Directors,

....
DATUK JARED LIM CHIH LI YIN KUM CHOY

Singapore
7 April 2015

STATEMENT BY DIRECTORS

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the balance sheet of the Company as set out on pages 37 to 138 are drawn up so as to give a true and fair view of the state of affairs of the Group and the Company as at 31 December 2014, and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, with reference to Note 2(a) to the financial statements there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

On behalf of the Board of Directors,

....	....
DATUK JARED LIM CHIH LI	YIN KUM CHOY

Singapore
7 April 2015

INDEPENDENT AUDITORS' REPORT

To the Members of Asiasons Capital Limited

We have audited the accompanying consolidated financial statements of Asiasons Capital Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as set out on pages 37 to 138, which comprise the balance sheets of the Company and of the Group as at 31 December 2014, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' 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 controls 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 controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

INDEPENDENT AUDITORS' REPORT

To the Members of Asiasons Capital Limited

(cont'd)

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet 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 state of affairs of the Company and of the Group as at 31 December 2014, and the results, changes in equity and cash flows of the Group for the year ended on that date.

Emphasis of Matter

We draw attention to Note 2(a) to the financial statements which states that for the current financial year ended 31 December 2014, the Group incurred a net loss and total comprehensive loss of S$57,772,284 and S$64,805,796 respectively and there was a net cash outflow from operating activities amounting to S$1,224,628, and as of that date, the Group's current liabilities exceeded its current assets by S$13,870,348. Further, the Group has short-term borrowings amounting to S$8,458,921 as at 31 December 2014.

The above conditions indicate the existence of a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern and to realise its assets and discharge its liabilities in the ordinary course of business. Nevertheless, the directors of the Company believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2014 is appropriate after taking into consideration the following factors:

(i) Management has prepared a cash flow forecast and is of the view that the Group will have sufficient cash resources to satisfy its working capital requirements and to meet its obligations as and when they fall due; and

(ii) As disclosed in Note 35 to the financial statements, subsequent to 31 December 2014:

- the Company is negotiating with a third party to dispose of a subsidiary company to improve its liquidity; and

- the Company has entered into a non-legally binding term sheet with a third party in connection with the issuance of unsecured equity linked redeemable structured convertible notes, with an aggregate principal amount of up to S$25,000,000 in three tranches.

INDEPENDENT AUDITORS' REPORT

To the Members of Asiasons Capital Limited

Emphasis of Matter (cont'd)

In the event the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet. In addition, the Group may have to provide for further liabilities which may arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to these financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore
7 April 2015

CONSOLIDATED INCOME STATEMENT

For The Financial Year Ended 31 December 2014

	Note	Group 2014 S$	Group 2013 S$
Revenue	4	9,133,282	6,046,317
Cost of media sales		(1,066,160)	(119,579)
Administrative expenses		(8,415,039)	(11,130,237)
Other income	5	1,336,017	1,891,476
Other expenses	6	(43,984,891)	(75,509,763)
Loss from operations		(42,996,791)	(78,821,786)
Finance income	7	1,756,553	707,805
Finance costs	8	(5,179,978)	(1,023,540)
Share of loss of associated companies	19	(12,143,145)	(13,272,752)
Loss before tax	10	(58,563,361)	(92,410,273)
Income tax credit/(expense)	11	791,077	(287,705)
Loss after tax		(57,772,284)	(92,697,978)
Loss attributable to:			
Owners of the Company		(58,385,455)	(92,826,831)
Non-controlling interest		613,171	128,853
		(57,772,284)	(92,697,978)
Loss per share attributable to owners of the Company			
Basic and diluted loss per share (cents)	31	(5.63)	(9.50)

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For The Financial Year Ended 31 December 2014

	Group	
	2014	**2013**
	S$	**S$**
Loss after tax	(57,772,284)	(92,697,978)
Other comprehensive loss, net of tax:		
Items that are or may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	(84,626)	571,420
Reclassification of foreign currency translation differences on disposal of subsidiaries	9,073	-
Reversal of fair value gain from equity on disposal of available-for-sale financial assets	-	(1,877,872)
Net fair value loss on financial assets, available-for-sale	(7,343,402)	(8,930,653)
Share of other comprehensive income/(loss) of associated companies:		
Net fair value reserve on financial assets, available-for-sale	-	(188,077)
Exchange differences on translation of foreign operations	385,443	29,991
Other comprehensive loss for the year, net of tax	(7,033,512)	(10,395,191)
Total comprehensive loss for the year	(64,805,796)	(103,093,169)
Total comprehensive loss attributable to:		
Owners of the Company	(65,420,879)	(103,222,015)
Non-controlling interest	615,083	128,846
	(64,805,796)	(103,093,169)

The accompanying notes form an integral part of the financial statements

BALANCE SHEETS

As at 31 December 2014

	Note	Group 2014	Group 2013	Company 2014	Company 2013
		S$	S$	S$	S$
ASSETS					
Current Assets					
Cash and bank balances	13	3,125,730	13,236,156	1,861,352	102,907
Financial assets, at fair value through profit or loss	14	1,550,000	13,182,975	-	-
Financial assets, available-for-sale	15	171,367	7,956,839	-	-
Trade receivables	16	27,540	695,261	-	-
Other current assets	17	2,120,792	4,964,011	3,959,031	92,856,085
Total Current Assets		6,995,429	40,035,242	5,820,383	92,958,992
Non-Current Assets					
Investments in subsidiaries	18	-	-	1,956,031	7,756,037
Investments in associated companies	19	11,134,317	22,892,019	-	1,633,200
Financial assets, available-for-sale	15	24,213,949	32,808,926	-	-
Property, plant and equipment	20	946,616	1,088,939	818,402	933,816
Investment properties	21	2,239,351	2,283,055	-	-
Intangible assets	22	2,483,619	1,374,826	-	-
Loan receivable	23	-	12,342,000	-	-
Other non-current asset	24	-	-	12,398,144	-
Goodwill	25	5,825,638	5,825,638	-	-
Total Non-Current Assets		46,843,490	78,615,403	15,172,577	10,323,053
Total Assets		53,838,919	118,650,645	20,992,960	103,282,045
Current Liabilities					
Trade and other payables	26	12,406,856	24,480,610	558,997	3,248,955
Income tax payable		-	1,605,779	-	1,400,000
Borrowings	27	8,458,921	12,679,749	21,741	20,824
Total Current Liabilities		20,865,777	38,766,138	580,738	4,669,779
Non-Current Liabilities					
Other payables	26	24,078,582	-	1,100,000	-
Deferred tax liabilities	11	347,759	1,224	-	-
Borrowings	27	975,580	7,356,266	77,488	99,229
Total Non-Current Liabilities		25,401,921	7,357,490	1,177,488	99,229
Total Liabilities		46,267,698	46,123,628	1,758,226	4,769,008

The accompanying notes form an integral part of the financial statements

BALANCE SHEETS
As at 31 December 2014

(cont'd)

	Note	Group 2014 S$	Group 2013 S$	Company 2014 S$	Company 2013 S$
Equity Attributable to Owners of the Company					
Share capital	28	119,912,067	113,671,814	119,912,067	113,671,814
Accumulated losses		(101,958,477)	(43,573,022)	(100,763,252)	(15,244,696)
Foreign currency translation reserve	29	383,940	75,962	85,919	85,919
Other reserve	29	(10,626,467)	(5,178,639)	-	-
Fair value reserve	29	(266,620)	7,076,782	-	-
Total Shareholders' Fund		7,444,443	72,072,897	19,234,734	98,513,037
Non-controlling interest		126,778	454,120	-	-
Total Equity		7,571,221	72,527,017	19,234,734	98,513,037
Total Liabilities and Equity		53,838,919	118,650,645	20,922,960	103,282,045

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 December 2014

	Attributable to equity holders of the Company							
	Share Capital	Foreign Currency Translation Reserve	(Accumulated Losses)/ Retained Earnings	Fair Value Reserve	Other Reserve	Total	Non-Controlling Interest	Total Equity
	S$	S$	S$	S$	S$	S$	S$	S$
Group								
At 1 January 2014	113,671,814	75,962	(43,573,022)	7,076,782	(5,178,639)	72,072,897	454,120	72,527,017
(Loss)/Profit for the year	-	-	(58,385,455)	-	-	(58,385,455)	613,171	(57,772,284)
Other Comprehensive income/(loss)	-	307,978	-	(7,343,402)	-	(7,035,424)	1,912	(7,033,512)
Total comprehensive income/(loss)	-	307,978	(58,385,455)	(7,343,402)	-	(65,420,879)	615,083	(64,805,796)
Acquisition of additional interest in subsidiary (Note 18(c))	6,240,253	-	-	-	(5,447,828)	792,425	(792,425)	-
Dividend paid to non-controlling shareholder	-	-	-	-	-	-	(150,000)	(150,000)
Balance as at 31 December 2014	119,912,067	383,940	(101,958,477)	(266,620)	(10,626,467)	7,444,443	126,778	7,571,221
At 1 January 2013	107,513,924	(525,456)	49,253,809	18,073,384	(4,726,605)	169,589,056	856,151	170,445,207
(Loss)/Profit for the year	-	-	(92,826,831)	-	-	(92,826,831)	128,853	(92,697,978)
Other Comprehensive income/(loss)	-	601,418	-	(10,996,602)		(10,395,184)	(7)	(10,395,191)
Total comprehensive income/(loss)	-	601,418	(92,826,831)	(10,996,602)	-	(103,222,015)	128,846	(103,093,169)
Issuance of new shares (Note 28)	6,157,890	-	-	-	-	6,157,890	-	6,157,890
Acquisition of additional interest in subsidiary (Note 18(c))	-	-	-	-	(452,034)	(452,034)	(619,304)	(1,071,338)
Acquisition of subsidiary (Note 18(a))	-	-	-	-	-	-	88,427	88,427
Balance as at 31 December 2013	113,671,814	75,962	(43,573,022)	7,076,782	(5,178,639)	72,072,897	454,120	72,527,017

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For The Financial Year Ended 31 December 2014

	Group 2014 S$	Group 2013 S$
Cash Flows from Operating Activities		
Loss before tax	(58,563,361)	(92,410,273)
Adjustments for:		
Depreciation and amortisation expenses	1,117,474	169,201
Dividend income	-	(404,361)
Finance income	(1,756,553)	(707,805)
Finance costs	5,179,978	1,023,540
Fair value loss on financial assets, at fair value through profit or loss	11,625,000	72,075,363
Gain on disposal of financial assets, available-for-sale	-	(1,063,691)
Gain on disposal of property, plant and equipment	(147)	-
Gain on disposal of subsidiaries	(925,336)	-
Impairment loss on financial assets, available-for-sale	12,170,358	-
Impairment loss on trade and other receivables	19,697,759	725,345
Issue of shares for acquisition related costs	-	179,356
Loss on disposal of financial assets, at fair value through profit or loss	415	130,342
Share of loss of associated companies	12,143,145	13,272,752
Unrealised foreign currency translation loss	243,801	575,172
Operating cash flows before changes in working capital	932,533	(6,435,059)
Changes in working capital:		
Financial assets, available-for-sale	(3,133,311)	1,731,289
Financial assets, at fair value through profit or loss	7,560	2,278,407
Trade and other receivables and other current assets	(2,958,638)	(303,071)
Trade and other payables	4,505,738	(8,363,256)
Net cash used in operations	(646,118)	(11,091,690)
Income tax paid	(578,510)	(80,702)
Net cash used in operating activities	(1,224,628)	(11,172,392)

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For The Financial Year Ended 31 December 2014

(cont'd)

	Group 2014 S$	Group 2013 S$
Cash Flows from Investing Activities		
Dividend received	-	163,128
Interest received	28,475	403,541
Acquisition of additional interest in associated companies	-	(1,244,347)
Loan receivable	-	(12,342,000)
Repayment of loan receivable	628,750	-
Purchase of intangible assets	(1,921,385)	(1,139,923)
Purchase of property, plant and equipment	(137,109)	(893,931)
Proceeds from disposal of property, plant and equipment	2,227	-
Net cash outflow from acquisition of subsidiaries (Note 18(a))	-	(335,130)
Net cash outflow from disposal of subsidiaries (Note 18(b))	(741,367)	-
Net cash used in investing activities	(2,140,409)	(15,388,662)
Cash Flow from Financing Activities		
Fixed deposits pledged	3,000,000	176,866
Acquisition of non-controlling interests (Note 18(c))	-	(1,071,338)
Dividend paid to non-controlling shareholder	(150,000)	-
Advances from investee companies	1,100,000	14,593,989
Advances from former subsidiary	3,679,293	-
Proceeds from borrowings	1,300,000	20,980,600
Repayment of borrowings	(12,300,097)	(8,929,939)
Repayment of finance leases	(28,254)	(29,059)
Interest paid	(346,331)	(991,982)
Net cash (used in)/generated from financing activities	(3,745,389)	24,729,137
Net decrease in cash and cash equivalents	(7,110,426)	(1,831,917)
Cash and cash equivalents at the beginning of the year	10,236,156	12,068,073
Cash and cash equivalents at the end of the year (Note 13)	3,125,730	10,236,156

The accompanying notes form an integral part of the financial statements

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

These notes form an integral part of and should be read in conjunction with the accompanying financial statements:

1 General

The Company is incorporated and domiciled in Singapore with limited liability. It was listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") Catalist until its transfer from the Catalist to the Main Board of the SGX-ST on 18 August 2010. The registered office and principal place of business of the Company is 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries and associated companies are disclosed in Notes 18 and 19 to the financial statements respectively.

The board of directors has authorised the financial statements for issue on the date of the statement by directors.

2 Significant Accounting Policies

(a) Going Concern

For the financial year ended 31 December 2014, the Group incurred a net loss and total comprehensive loss of S$57,772,284 and S$64,805,796 (2013: net loss and total comprehensive loss of S$92,697,978 and S$103,093,169) respectively and there was a net cash outflow from operating activities amounting to S$1,224,628 (2013: S$11,172,392), and as of that date, the Group's current liabilities exceeded its current assets by S$13,870,348 (2013: current assets exceeded current liabilities by S$1,269,104). Further, the Group has short-term borrowings amounting to S$8,458,921 (2013: S$12,679,749) as at 31 December 2014.

The above conditions indicate the existence of a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern and to realise its assets and discharge its liabilities in the ordinary course of business. Nevertheless, the directors of the Company believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2014 is appropriate after taking into consideration the following factors:

2 Significant Accounting Policies (cont'd)

(a) Going Concern (cont'd)

(i) Management has prepared a cash flow forecast and is of the view that the Group will have sufficient cash resources to satisfy its working capital requirements and to meet its obligations as and when they fall due; and

(ii) As disclosed in Note 35 to the financial statements, subsequent to 31 December 2014:

- the Company is negotiating with a third party to dispose of a subsidiary company to improve its liquidity; and

- the Company has entered into a non-legally binding term sheet with a third party in connection with the issuance of unsecured equity linked redeemable structured convertible notes, with an aggregate principal amount of up to S$25,000,000 in three tranches.

In the event the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet. In addition, the Group may have to provide for further liabilities which may arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to these financial statements.

(b) Basis of Preparation

The consolidated financial statements of the Group and the balance sheet of the Company are prepared in accordance with Singapore Financial Reporting Standards ("FRS") and the provisions of the Singapore Companies Act, Chapter 50. The financial statements are prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

2 Significant Accounting Policies (cont'd)

(b) Basis of Preparation (cont'd)

Adoption of New and Revised FRSs and Interpretations of FRSs ("INT FRSs")

The Group has adopted the following revised and amended FRSs that are relevant to its operations and effective for annual periods beginning on 1 January 2014. The adoption of these FRSs has had no material financial impact on the financial statements of the Group and the Company. They did however give rise to additional disclosures.

FRS 112 *Disclosure of Interests in Other Entities*

FRS 112 combines the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities within a comprehensive disclosure standard. It requires an entity to provide summarised financial information about the assets, liabilities, net results and cash flows of each subsidiary that has non-controlling interests that are material to the reporting entity.

The adoption of this standard has no impact on the Group's financial performance or financial position. The Group has incorporated the additional disclosures required by FRS 112 into the financial statements where applicable.

Amendment to FRS 36 *Recoverable Amount Disclosures for Non-financial Assets*

The amendments to FRS 36 restrict the requirement to disclose the recoverable amount of an asset or Cash-Generating Unit ("CGU") to periods in which an impairment loss has been recognised or reversed.

The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less costs of disposal. The Group has incorporated the additional disclosures required by the amendment into the financial statements where applicable.

2 Significant Accounting Policies (cont'd)

(b) Basis of Preparation (cont'd)

New and Revised FRSs Issued but not yet Effective

The Group and the Company have not adopted the following standards and interpretations that have been issued but are not yet effective:

Description	Effective for annual periods beginning
Improvements to FRSs (January 2014):	
- FRS 103 *Business Combinations*	1 July 2014
- FRS 108 *Operating Segments*	1 July 2014
- FRS 16 *Property, Plant and Equipment*	1 July 2014
- FRS 24 *Related Party Disclosures*	1 July 2014
- FRS 38 *Intangible Assets*	1 July 2014
Improvements to FRSs (February 2014):	
- FRS 113 *Fair Value Measurement*	1 July 2014
- FRS 40 *Investment Property*	1 July 2014
- FRS 27 *Equity Method in Separate Financial Statements*	1 January 2016
FRS 115 *Revenue from Contracts with Customers*	1 January 2017
FRS 109 *Financial Instruments*	1 January 2018

The Group is in the process of assessing the impact of these standards and interpretations.

Amendment to FRS 103 *Business Combinations*

The amendments clarify that contingent consideration in a business combination that is not classified as equity should be measured at fair value through profit and loss at each reporting date, regardless of whether the contingent consideration is within the scope of FRS 39. Changes in fair value, other than measurement period adjustments, are recognised in profit or loss. Consequential amendments were made to FRS 37 and FRS 39.

2 Significant Accounting Policies (cont'd)

(b) Basis of Preparation (cont'd)

New and Revised FRSs Issued but not yet Effective (cont'd)

Amendment to FRS 108 *Operating Segments*

The amendments require the disclosure of judgements made by management in deciding whether to combine operating segments for segment reporting purposes, including the economic indicators (e.g. gross margins) that have been assessed in determining whether the aggregated operating segments have similar economic characteristics.

The reconciliation of the total reportable segments' assets to the entity's total assets is required to be disclosed only if segment assets are regularly reported to the chief operating decision maker.

Amendment to FRS 16 *Property, Plant and Equipment and* FRS 38 *Intangible Assets*

The amendments to FRS 16 and FRS 38 removed perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

Amendment to FRS 24 *Related Party Disclosures*

This amendment clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity. The amendments require the amounts incurred by an entity for such services to be included in the related party disclosures. However, this amount need not be split into components required for other key management personnel compensation (e.g. short-term employee benefits, post-employment benefits, etc.).

2 Significant Accounting Policies (cont'd)

(b) Basis of Preparation (cont'd)

New and Revised FRSs Issued but not yet Effective (cont'd)

Amendment to FRS 113 *Fair Value Measurement*

The amendment clarifies that the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with FRS 39. These contracts need not meet the definitions of financial assets or financial liabilities in FRS 32.

Amendment to FRS 40 *Investment Property*

This amendment clarifies that determining whether a specific transaction meets the definition of both a business combination as defined in FRS 103 and investment property as defined in FRS 40 requires the separate application of both standards independently of each other.

Amendments to FRS 27 *Equity Method in Separate Financial Statements*

The amendment will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in the entities' separate financial statements. This is in addition to the accounting policy choice to account for such investments at cost less impairment, or fair value (in accordance with FRS 39), which currently exists and will continue to be available.

2 Significant Accounting Policies (cont'd)

(b) Basis of Preparation (cont'd)

New and Revised FRSs Issued but not yet Effective (cont'd)

FRS 115 *Revenue from Contracts with Customers*

FRS 115, published in November 2014, establishes a revised framework for revenue recognition based on the following five-step approach:

- Identification of the contracts;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations; and
- Recognition of revenue when (or as) an entity satisfies a performance obligation.

FRS 115 will replace the existing revenue recognition guidance including FRS 18 *Revenue*, FRS 11 *Construction Contracts* and INT FRS 113 *Customer Loyalty Programs*.

FRS 109 *Financial Instruments*

FRS 109, published in December 2014, prescribes the accounting requirements for financial instruments and replaces the existing guidance in FRS 39 *Financial Instruments: Recognition and Measurement*. FRS 109 prescribes a new classification and measurement framework for financial instruments, requires financial assets to be impaired based on a new expected credit loss model, changes the hedge accounting requirements, and carries forward the recognition and derecognition requirements for financial instruments from FRS 39.

2 Significant Accounting Policies (cont'd)

(c) Basis of Consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on that control ceases.

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

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. 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.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary 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, consolidated statement of changes in equity and consolidated balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

Acquisition of businesses

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

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 Group. 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.

2 Significant Accounting Policies (cont'd)

(c) Basis of Consolidation (cont'd)

(i) *Subsidiaries* (cont'd)

Acquisition of businesses (cont'd)

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.

In business combinations achieved in stages, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill on the balance sheet. The accounting policy for goodwill is set out in Note 2(d). In instances where the latter amount exceeds the former, the excess is recognised as a gain on bargain purchase in profit or loss on the acquisition date.

2 Significant Accounting Policies (cont'd)

(c) Basis of Consolidation (cont'd)

(i) Subsidiaries (cont'd)

Disposals of subsidiaries or businesses

When a change in the Company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific FRS.

Any retained interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained investment at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries and associated companies" in Note 2(h) for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

(ii) Transactions with non-controlling interests

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

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

2 Significant Accounting Policies (cont'd)

(c) Basis of Consolidation (cont'd)

(iii) Associates

Associates are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to between and including 20% and 50% of the voting rights. Investment in associates are accounted for in the consolidated financial statements using the equity method of accounting. Investments in associates in the consolidated balance sheet includes goodwill (net of any accumulated impairment losses) identified on acquisition and is assessed for impairment as part of the investment.

Investment in associates are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

In applying the equity method of accounting, the Group's share of its associates' post-acquisition profits or losses (including impairment losses) are recognised in the income statement as "share of profit/(loss) of associated companies" and its share of post-acquisition movements in reserves is recognised in equity directly. These post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associates, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associates.

2 Significant Accounting Policies (cont'd)

(d) Goodwill

Goodwill on acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired. Goodwill on acquisition of associated companies is included in the carrying amount of the investments.

Subsequently, goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or when circumstances change, indicating that goodwill might be impaired. If the Group's interest in the net fair value of the identifiable assets and liabilities exceeds the consideration transferred and the non-controlling interest in the acquiree, the Group will reassess whether it has correctly identified all of the assets acquired and liabilities assumed, and any excess thereafter is recognised as an income immediately.

On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of profit and loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2(u).

(e) Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and bank deposits. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand, bank balances and fixed deposits with banks but exclude those amounts that were pledged to secure banking facilities granted to the Group.

2 Significant Accounting Policies (cont'd)

(f) Financial Assets

(i) *Classification*

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition. The designation of financial assets at fair value through profit or loss is irrevocable.

Financial assets, at fair value through profit or loss

This category has two sub-categories: financial assets held for trading and those designated at fair value through profit or loss at inception. A financial asset is classified as held for trading if it is acquired principally for the purpose of selling in the short term. Financial assets designated as at fair value through profit or loss at inception are those that are managed and their performances are evaluated on a fair value basis, in accordance with a documented Group investment strategy. Assets in this category are presented as current assets if they are either held for trading or are expected to be realised within 12 months after the balance sheet date.

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 presented as current assets, except for those expected to be realised later than 12 months after the balance sheet date which are presented as non-current assets. Loans and receivables are presented as "trade receivables", "other current assets excluding prepayments and tax recoverable" and "cash and cash equivalents" on the balance sheet.

Financial assets, available-for-sale

Financial assets, available-for-sale are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless management intends to dispose of the assets within 12 months after the balance sheet date.

2 Significant Accounting Policies (cont'd)

(f) Financial Assets (cont'd)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on a trade-date basis - the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. On the disposal of a financial asset, the difference between the carrying amount and the sales proceeds is recognised in profit or loss. Any amount in the fair value reserve relating to that asset is transferred to profit or loss.

(iii) Initial measurement

Financial assets are initially recognised at fair value plus transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value. Transaction costs for financial assets at fair value through profit or loss are recognised immediately as expenses.

(iv) Subsequent measurement

Financial assets, both available-for-sale and at fair value through profit or loss are subsequently carried at fair value. The fair value measurement considerations of the Group are disclosed in Note 2(g). Equity instrument that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets, at fair value through profit or loss including the effects of currency translation, interest and dividends, are recognised in profit or loss when the changes arise.

2 Significant Accounting Policies (cont'd)

(f) Financial Assets (cont'd)

(iv) Subsequent measurement (cont'd)

Interest and dividend income on financial assets, available-for-sale are recognised separately in the income statement. Changes in the fair values of available-for-sale debt securities (i.e. monetary items) denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes. The currency translation differences resulting from changes in amortised cost of the asset are recognised in profit or loss and the other changes are recognised in the fair value reserve. Changes in fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in the fair value reserve, together with the related currency translation differences.

(v) Impairment

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

Loans and receivables

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The allowance for impairment loss account is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost, had no impairment been recognised in prior periods.

2 Significant Accounting Policies (cont'd)

(f) Financial Assets (cont'd)

(v) Impairment (cont'd)

Financial assets, available-for-sale

Significant or prolonged declines in the fair value of the equity security below its cost and the disappearance of an active trading market for the security because of financial difficulties are objective evidence that the security is impaired.

If any evidence of impairment exists, the cumulative loss that was recognised in the fair value reserve is reclassified to profit or loss. The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised as an expense. The impairment losses recognised as an expense on equity securities are not reversed through profit or loss.

(g) Fair Value Estimation of Financial Assets and Liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities) are based on quoted market prices at the balance sheet date. The quoted market prices used for financial assets are current bid prices.

The fair values of financial instruments that are not traded in an active market are determined by using a variety of methods and assumptions are made based on market conditions existing at each balance sheet date. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as discounted cash flow analyses, are also used to determine the fair values of the financial instruments. However, if the probabilities of various estimates cannot be reasonably measured, the Group is precluded from measuring the instruments at fair value, and the financial instruments are measured at cost.

2 Significant Accounting Policies (cont'd)

(h) Investments in Subsidiaries and Associated Companies

Investments in subsidiaries and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On the disposal of investments in subsidiaries and associated companies, the difference between the disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

(i) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The projected cost of dismantlement, removal or restoration is also included as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Depreciation is calculated on a straight-line basis to write-off the cost of the assets over their estimated useful lives. The estimated useful lives have been taken as follows:

Motor vehicles	-	5 years
Leasehold improvements	-	Over the terms of the lease of 6 years
Office furniture and equipment	-	3 to 10 years

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

The residual values, useful lives and depreciation method are reviewed annually to ensure that the method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the item of property, plant and equipment.

On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

2 Significant Accounting Policies (cont'd)

(j) Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation, are stated at cost less accumulated depreciation. The cost of the investment properties are the amount of cash or cash equivalent given to acquire the asset. Depreciation is calculated based on a straight line basis over the remaining leasehold period of 54 years.

(k) Intangible Assets

Content License Fees

Acquired content license fees are initially capitalised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the content license fees over their estimated useful lives of three to six years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision of the amortisation period or amortisation method are included in the consolidated income statement for the financial year in which the changes arise.

(l) Impairment of Non-Financial Assets

(i) Goodwill

Goodwill is tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Goodwill included in the carrying amount of an investment in an associated company is tested for impairment as part of the investment, rather than separately.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. Recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

2 Significant Accounting Policies (cont'd)

(l) Impairment of Non-Financial Assets (cont'd)

(i) *Goodwill* (cont'd)

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(ii) *Property, plant and equipment*
Investment property
Content license fees
Investments in subsidiaries and associated companies

Property, plant and equipment, investment property, content license fees and investments in subsidiaries and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. The carrying amount is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in profit or loss.

2 Significant Accounting Policies (cont'd)

(m) Trade and Other Payables

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

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit and loss.

(n) Leases

(i) When the Group is the lessee:

The Group leases certain property, plant and equipment from third parties.

Finance leases

Leases of property, plant and equipment where the Group assumes substantially the risks and rewards of ownership are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised in the balance sheet as property, plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair values of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance charge and the reduction of the outstanding lease liability. The finance charge is recognised in the consolidated income statement and allocated to each period during the lease term so as to achieve a constant periodic rate of interest on the remaining balance of the finance lease liability.

2 Significant Accounting Policies (cont'd)

(n) Leases (cont'd)

(i) When the Group is the lessee (cont'd):

Operating leases

Leases where 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 recognised in the consolidated income statement on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the financial year in which termination takes place.

Contingent rents are recognised as an expense in the consolidated income statement when incurred. Rental costs under operating leases are charged to profit or loss on a straight-line basis over the period of the leases.

(ii) When the Group is the lessor:

The Group leases out certain investment properties to third parties.

Operating leases

Assets leased out under operating leases are included in investment properties.

Rental income from operating leases (net of any incentives given to the lessees) are recognised in the profit or loss on a straight-line basis over the lease term.

Initial direct costs incurred by the Group in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense in the profit or loss over the lease term on the same basis as the lease income.

Contingent rents are recognised as income in the profit or loss when earned.

2 Significant Accounting Policies (cont'd)

(o) Financial Guarantees

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantee as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's balance sheet.

Financial guarantees are subsequently amortised to the consolidated income statement over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the banks for amounts higher than the unamortised amounts. In this case, the financial guarantees shall be carried at the expected amounts payable to the banks in the Company's balance sheet.

Intra-group transactions with regards to the financial guarantees are eliminated on consolidation.

(p) Borrowings and Borrowing Costs

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowing costs are charged to profit or loss when incurred.

(q) Employee Benefits

Contributions to defined contribution retirement benefit plans are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it agrees to contribute to the fund. This includes the government managed retirement benefit plan such as the Central Provident Fund in Singapore. For employee leave entitlement, the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is a constructive obligation based on past practice.

2 Significant Accounting Policies (cont'd)

(r) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

(s) Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the rendering of services in the ordinary course of the Group's activities. Revenue is recognised as follows:

(i) Revenue from rendering of services

Revenue from investment management and financial advisory are recognised when the services are rendered in accordance with the terms of contractual agreements.

(ii) Interest income

Interest income is recognised on a time-proportion basis that takes into account the effective yield on the asset.

(iii) Dividend income

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

(iv) Media Sales

Revenue from rendering of distribution and production of media related services and products are recognised when the significant risk and rewards of ownership of the products have been transferred to the customer.

2 Significant Accounting Policies (cont'd)

(t) Income Tax

Current income tax for current and prior periods is recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

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 associated companies, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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:

- 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 substantially enacted by the balance sheet date; and

- based on the tax consequence that will follow from the manner in which the Group 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 profit or loss, 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.

2 Significant Accounting Policies (cont'd)

(u) Currency Translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

Transactions in currencies other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss, unless they arise from borrowings in foreign currencies, other currency instruments designated and qualifying as net investment hedges and a net investment in foreign operations. Those currency translation differences are recognised in the currency translation reserve in the consolidated financial statements and transferred to profit or loss as part of the gain or loss on disposal of the foreign operation. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

2 Significant Accounting Policies (cont'd)

(u) Currency Translation (cont'd)

(iii) Translation of Group entities' financial statements

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

(1) Assets and liabilities are translated at the closing exchange rate at the financial reporting date;

(2) Income and expenses for each statement presenting profit and loss and other comprehensive income (i.e. including comparatives) are all translated at exchange rate at the dates of the transactions;

(3) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve within equity. These currency translation differences are reclassified to profit or loss on disposal or partial disposal (i.e. loss of control) of the entity giving rise to such reserve; and

(4) Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rate at the reporting date.

(v) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

(a) *Critical Judgements in Applying the Group's Accounting Policies*

Impairment of loans and receivables

Management assesses at each balance sheet date whether there is any objective evidence that loans and receivables are impaired. Allowances are applied where events or changes in circumstances indicate that the balances may not be collectible. To determine whether there is objective evidence of impairment, the Group and the Company considers factors such as the probability of insolvency, current economic trends and default or significant delay in payments. Where the expectation is different from the original estimate, such difference will impact the carrying amount of receivables including loan receivable at the balance sheet date. The carrying amount of the Group and Company's loans and receivables as at 31 December 2014 was S$1,022,901 and S$16,322,239 respectively (2013: S$16,212,763 and S$92,826,441) (Notes 16, 17, 23 and 24).

The Group and the Company recognised in profit or loss impairment losses amounting to S$19,697,759 and S$86,951,879 respectively (2013: S$725,345 and Nil) during the current financial year (Notes 16, 17, 23 and 24).

Impairment of financial assets, available-for-sale

The Group reviews its debt securities classified as available-for-sale investments at each balance sheet date to assess whether they are impaired. The Group also records impairment charges on available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below their cost. The determination of what is significant or prolonged requires judgement. In making this judgement, the Group evaluates, among other factors, the financial health and near-term business outlook of the investee, including factors such as industry and sector performance, changes in technology and operational and financial cash flow.

For the financial year ended 31 December 2014, the amount of impairment loss recognised for available-for-sale financial assets was S$12,170,358 (2013: Nil). The carrying amount of financial assets, available-for-sale as at 31 December 2014 was S$24,385,316 (2013: S$40,765,765). Further details are given in Note 15 to the financial statements.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

(a) *Critical Judgements in Applying the Group's Accounting Policies* (cont'd)

Impairment of investments in associated companies

Investments in associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

As at 31 December 2014, the Group performed an impairment test for the investment in associated companies as they continued to incur operating losses. Based on the assessment, the Group recognised an impairment loss of S$10,100,691 (2013: Nil) as at 31 December 2014 representing the write down of the investment in an associated company to its recoverable amount. The recoverable amount of the investment in the associated company as at 31 December 2014 was determined based on fair value less costs of disposal, which is the market price of the quoted equity shares. The carrying amounts of the Group's investments in associated companies as at 31 December 2014 was S$11,134,317 (2013: S$22,892,019).

The fair value of the investment in associated company is derived from quoted market price in an active market. The fair value was classified under Level 1 of the Fair Value Hierarchy (Note 34 (b)).

(b) *Critical Accounting Estimates and Assumptions*

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Fair Value Measurements and Valuation Processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The valuation is done by the Investment Management Team together with the Financial Controller of the Group (the "Team"), to determine and apply the appropriate valuation methodologies for fair value measurements.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

(b) *Critical Accounting Estimates and Assumptions* (cont'd)

Fair Value Measurements and Valuation Processes (cont'd)

In estimating the fair value of assets or liabilities, the Group utilises verifiable methodologies which includes market-observable data to the extent it is available. Where inputs are not available, the Group engages third party qualified valuers to perform the valuation. The team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Group will take into account the third-party valuation report when making its determination of an asset's or liability's fair market value.

The team will review fair value determinations regularly on a quarterly to yearly basis depending on the nature of the assets or liabilities. The Group Financial Controller reports the team's findings to the Board of directors of the Company to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 34(b).

4 Revenue

	Group	
	2014	**2013**
	S$	**S$**
Investment management income	2,439,712	2,000,754
Financial advisory services	1,187,584	2,718,295
Media sales	5,505,986	1,327,268
	9,133,282	6,046,317

5 Other Income

	Group	
	2014	2013
	S$	S$
Dividend income	-	404,361
Gain on disposal of financial assets, available-for-sale	-	1,063,691
Gain on disposal of property, plant and equipment	147	-
Gain on disposal of subsidiaries	925,336	-
Rental income	69,000	35,000
Cost recovery from investee companies and related party	184,088	354,000
PIC bonus and cash payout	121,868	-
Others	35,578	34,424
	1,336,017	1,891,476

6 Other Expenses

	Group	
	2014	2013
	S$	S$
Commission expense	-	1,430,948
Fair value loss of financial assets, at fair value though profit or loss, net	11,625,000	72,075,363
Loss on disposal of financial assets, at fair value through profit or loss	415	130,342
Foreign exchange loss – net	485,840	1,139,365
Impairment loss on financial assets, available-for-sale	12,170,358	-
Impairment loss on trade and other receivables	19,697,759	725,345
Others	5,519	8,400
	43,984,891	75,509,763

7 Finance Income

	Group	
	2014	2013
	S$	S$
Interest income from:		
- Bank and fixed deposits	17,933	68,459
- Loan receivable from investee company	1,738,619	634,846
- Other receivables	1	4,500
	1,756,553	707,805

8 Finance Costs

	Group	
	2014	2013
	S$	S$
Interest expense on :		
- Borrowings	292,300	903,215
- Margin interest	-	120,325
- Advances from former subsidiary	3,670,064	-
- Advances from investee companies	1,217,614	-
	5,179,978	1,023,540

9 Employee Benefits Expense

	Group	
	2014	2013
	S$	S$
Employees benefits expenses including directors' remuneration and fees	3,897,336	5,623,011
Contributions to defined contribution plans	269,783	226,311
(Write-back)/Provision for unutilised leave	(22,359)	15,265
	4,144,760	5,864,587

10 Loss Before Tax

	Group 2014	Group 2013
	S$	S$
This was arrived at after charging:		
Amortisation of intangible assets (included in cost of sales)	812,592	11,937
Administrative expenses:		
- Depreciation of property, plant and equipment (Note 20)	261,178	113,560
- Depreciation of investment properties (Note 21)	43,704	43,704
- Audit fees paid/payable to auditors of the Company	146,542	119,053
- Audit fees paid/payable to other auditors	52,089	54,872
- Rental of premises – operating leases	483,635	469,245
- Management fees	699,688	409,688

No non-audit fees were paid to auditors of the Company in 2014 and 2013.

11 Income Taxes

(a) Income tax (benefit)/expense

	Group 2014	Group 2013
	S$	S$
Income tax expense on results for the year consists of:		
Current income tax		
- current year	43,432	205,876
- write-back of prior year provision	(1,589,787)	(262)
Withholding tax	407,519	80,867
Deferred income tax		
- current year	113,440	1,224
- under-provision in prior years	234,319	-
Income tax (benefit)/expense recognised in profit or loss	(791,077)	287,705

11 Income Taxes (cont'd)

(a) Income tax (benefit)/expense (cont'd)

Income tax varied from the amount of income tax determined by applying the Singapore income tax rate of 17% (2013: 17%) to loss before income tax as a result of the following differences:

	Group	
	2014	2013
	S$	S$
Loss before tax	(58,563,361)	(92,410,273)
Less: Share of loss of associated companies	(12,143,145)	(13,272,752)
	(46,420,216)	(79,137,521)
Income tax benefit at statutory rate of 17%	(7,891,437)	(13,453,378)
Non-taxable items	(349,538)	(290,422)
Non-deductible items	8,625,663	14,158,657
Singapore statutory stepped income exemption	(25,925)	(48,107)
Tax rebates	(15,646)	(15,638)
PIC enhanced capital allowances	(17,297)	-
Utilisation of deferred tax asset previously not recognised, net	(52,429)	(136,604)
Unrecognised deferred tax assets	174,182	-
Over-provision of current income tax in prior year	(1,589,787)	(262)
Under-provision of deferred income tax in prior year	234,319	-
Effect of different tax rates in other countries	5,299	(7,408)
Withholding tax, net of foreign tax credit	111,519	80,867
Tax (benefit)/expense	(791,077)	287,705

As at the balance sheet date, the Group has unabsorbed tax losses and capital allowances amounting to approximately S$1,528,000 (2013: S$755,000) available for offsetting against future taxable income. The related tax benefits of approximately S$264,000 (2013: S$138,000) arising from these unutilised tax losses have not been recognised in the financial statements as there is no reasonable certainty of their realisation in the future periods, in accordance with the accounting policy as stated in Note 2(t) to the financial statements. The availability of the unabsorbed tax losses and capital allowances for set off against future taxable income is subject to the tax regulations of the respective countries in which the Group companies are incorporated and approval by the relevant tax authorities.

11 Income Taxes (cont'd)

(a) Income tax (benefit)/expense (cont'd)

The non-deductible items in the current financial year mainly relate to fair value loss on financial assets, at fair value though profit or loss and impairment losses on financial assets, available-for-sale and trade and other receivables.

The non-deductible items in the previous financial year mainly relate to fair value loss on financial assets, at fair value through profit or loss.

Deferred tax liabilities of $271,000 (2013: $427,000) have not been recognised for taxes that would be payable on the remittance to Singapore of unremitted retained earnings of $1,593,000 (2013: $2,510,000) of certain subsidiaries as the timing of the reversal of the temporary differences arising from such amounts can be controlled and such temporary differences are not expected to reverse in the foreseeable future.

(b) Movement in deferred income tax liabilities

	Accruals, reserves and others	Intangible assets	Total
	S$	S$	S$
Group			
2014			
Balance at 1 January	(1,224)	-	(1,224)
Disposal of subsidiary (Note 18(b))	1,224	-	1,224
Recognised in income statement	-	(347,759)	(347,759)
Balance at 31 December	-	(347,759)	(347,759)
2013			
Balance at 1 January	-	-	-
Recognised in income statement	(1,224)	-	(1,224)
Balance at 31 December	(1,224)	-	(1,224)

12 Related Party Transactions

A related party is an entity or person that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common or joint control with, the entity in governing the financial and operating policies, or that has an interest in the entity that gives it significant influence over the entity in financial and operating decisions. It also includes members of the key management personnel or close members of the family of any individual referred to herein and others, who have the ability to control, jointly control or significantly influence by or for which significant voting power in such entity resides with, directly or indirectly, any such individual. This includes parents, subsidiaries, fellow subsidiaries, associates, joint ventures and post-employment benefit plans, if any.

(a) In addition to the information disclosed elsewhere in the financial statements, the information on related parties transactions are disclosed as follows:

	Group		**Company**	
	2014	**2013**	**2014**	**2013**
	S$	**S$**	**S$**	**S$**
Subsidiaries:				
Management fee	-	-	1,694,000	3,286,000
Dividend income	-	-	514,468	-
Related party:				
Branding and communication consultancy income	72,000	162,000	72,000	162,000

(b) Key Management Personnel Compensation

Key management personnel compensation is as follows:

	Group	
	2014	**2013**
	S$	**S$**
Directors' fees	131,742	198,000
Salaries and other short-term employee benefits	1,719,169	3,252,806
Contributions to defined contribution plan	36,000	33,550

12 Related Party Transactions (cont'd)

(b) Key Management Personnel Compensation (cont'd)

The above amounts are included under employee benefits expenses (Note 9). Included in the salaries and other short-term employee benefits are directors' remuneration of S$515,200 (2013: S$2,232,806).

Key management personnel are directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company and the Group, directly or indirectly.

(c) Directors' Remuneration

The following information relates to the remuneration of directors of the Company during the financial year:

	Company	
	2014	2013
Number of directors of the Company in remuneration bands:		
- S$1,000,000 to below S$1,250,000	-	2
- S$250,000 to below S$500,000	1	-
- Below S$250,000	3	4
Total	4	6

13 Cash and Cash Equivalents

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Cash on hand and in banks	3,125,730	10,236,156	1,861,352	102,907
Fixed deposits	-	3,000,000	-	-
	3,125,730	13,236,156	1,861,352	102,907

13 Cash and Cash Equivalents (cont'd)

For the purposes of the consolidated statement of cash flows, the cash and cash equivalents comprise of the following:

	Group	
	2014	2013
	S$	S$
Cash and bank balances (as above)	3,125,730	13,236,156
Less: Fixed deposits pledged	-	(3,000,000)
Cash and cash equivalents per consolidated statement of cash flows	3,125,730	10,236,156

14 Financial Assets, at Fair Value through Profit or Loss

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Held for trading:				
Listed equity securities				
- Singapore	1,550,000	13,182,975	-	-

The fair value of the listed equity securities is determined by reference to the stock exchange quoted bid prices. As at 31 December 2014, approximately S$1.55 million (2013: S$13.2 million) of listed equity securities are pledged as securities for bank term loan and facilities as disclosed in Note 27 (a)(b) (2013: Note 27 (a)(b)).

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

15 Financial Assets, Available-for-Sale

	Group	
	2014	**2013**
	S$	**S$**
Beginning of the financial year	40,765,765	52,179,178
Acquisition of subsidiary (Note 18(a)(ii))	-	62,710
Purchases	3,109,443	457,104
Disposals	-	(3,002,574)
Net fair value losses recognised in other comprehensive loss	(7,343,402)	(8,930,653)
Impairment losses recognised in profit or loss	(12,170,358)	-
Foreign exchange losses recognised in profit or loss	(708,756)	-
Currency alignment	732,624	-
At the end of the financial year	24,385,316	40,765,765
Less: Current portion	171,367	7,956,839
Non-current portion	24,213,949	32,808,926
Financial assets, available-for-sale are analysed as follows:		
Unquoted:		
- At cost		
Debt securities	88,982	10,618,094
Equity shares	2,762,347	62,710
- At fair value		
Debt securities	-	7,095,910
Equity participation	21,442,046	22,207,548
Quoted:		
- Investments in funds		
Equity shares	91,941	781,503
	24,385,316	40,765,765
Comprises :		
- Direct investments	62,710	5,247,410
- Investments in funds	24,322,606	35,518,355
	24,385,316	40,765,765

Investments in the funds represent the financial assets, available-for-sale, placed with Dragonrider Opportunity Fund L.P., Asiasons Eco Energy Fund L.P., Dragonrider Opportunity Fund II L.P. and TAP Harimau Fund L.P. (collectively referred to as the "Funds").

15 Financial Assets, Available-for-Sale

During the current financial year, the Group recognised the following impairment losses:

(i) Impairment loss of S$364,228 (2013: Nil) for quoted equity instruments as there were "significant" or "prolonged" decline in the fair value of these investments below their carrying amounts. The Group treats "significant" generally as 20% and "prolonged" as greater than 6 months.

(ii) Impairment loss of S$11,806,130 (2013: Nil) for unquoted debt securities after taking into considerations the probability of default and significant delay in repayments by the debtors.

16 Trade Receivables

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Trade receivables	400,587	695,261	-	-
Less: Allowance for impairment losses	(373,047)	-	-	-
	27,540	695,261	-	-

The average credit period granted to trade receivable customers, excluding all items provided for, ranges from 60 days to 90 days.

Movement in the allowance for impairment account during the financial year are as follows:

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
At 1 January	-	-	-	-
Charge to profit or loss	373,047	-	-	-
At 31 December	373,047	-	-	-

Allowance for impairment was made on certain trade receivables that are past due for more than 60 days months as the recovery is remote.

17 Other Current Assets

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Amounts due from the Funds	3,612,880	275,663	-	-
Amounts due from subsidiaries	-	-	6,474,452	92,276,290
Amounts due from related parties	205,549	349,106	113,723	162,932
Amount due from former subsidiaries	91,028	-	13,466	-
Amounts due from investee companies	875,999	572,803	338,529	232,134
Loan to investee company	1,350,000	1,350,000	-	-
Accrued interest and dividend receivable from investee companies	2,682,421	873,437	-	-
Deposits	145,740	334,557	143,665	144,985
Others	257,303	145,281	36,141	10,100
Total other receivables	9,220,920	3,900,847	7,119,976	92,826,441
Less: Allowance for impairment losses	(8,225,559)	(725,345)	(3,195,881)	-
	995,361	3,175,502	3,924,095	92,826,441
Tax recoverable	111,567	-	-	-
Prepayments	1,013,864	1,788,509	34,936	29,644
	2,120,792	4,964,011	3,959,031	92,856,085

The amounts due from subsidiaries and related parties (as defined in Note 12) are unsecured, non-trade in nature, interest free and repayable on demand.

The loan due from an investee company amounting to S$1,350,000 (2013: S$1,350,000) is secured by personal guarantees of the investee company's directors and carried an interest of 10% per annum (2013: 10% per annum).

The amounts due from funds are unsecured, non-trade in nature, interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

17 Other Current Assets (cont'd)

Movement in the allowance for impairment account during the financial year are as follows:

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
At 1 January	725,345	227,685	-	-
Charge to profit or loss	7,287,262	725,345	3,195,881	-
Write off	-	(227,685)	-	-
Currency alignment	212,952	-	-	-
At 31 December	8,225,559	725,345	3,195,881	-

18 Investments in Subsidiaries

	Company	
	2014	2013
	S$	S$
Unquoted equity shares at cost		
At the beginning of the financial year	7,756,037	756,035
Disposals	(6,000,006)	-
Additional investments	200,000	7,000,002
At the end of the financial year	1,956,031	7,756,037

18 Investments in Subsidiaries (cont'd)

The subsidiaries held by the Company are as follows:

Name of subsidiary, country of incorporation, place of operation and principal activity	Effective interest held by the Group	
	2014	2013
	%	%
Held by the Company		
Asiasons Investment Ltd, British Virgin Islands [(a)] *Investment holding*	100	100
Asiasons Partners Sdn. Bhd., Malaysia [(b)] *Alternative asset investment and management*	70	70
Asiasons Private Equity Inc, Cayman Islands [(a)] *Alternative asset investment and management*	100	100
TAP Private Equity Pte. Ltd. (formerly known as Asiasons Private Equity Pte. Ltd.), Singapore [(c)(e)] *Fund management*	100	100
Tremendous Asia Management Inc. (formerly known as Asiasons Management II Inc.), Cayman Islands *Fund Management*	-	100
Tremendous Asia Partners Inc (formerly known as Asiasons Private Equity II Inc), Cayman Islands *Alternative asset investment and management*	-	100
Xandar Capital Pte. Ltd. (formerly known as Asiasons WFG Capital Pte. Ltd.), Singapore *Corporate finance advisory services*	-	100
Tremendous Asia Partners (Malaysia) Ltd (formerly known as Asiasons Private Equity (Malaysia) Ltd), Malaysia *Fund management*	-	100

18 Investments in Subsidiaries (cont'd)

Name of subsidiary, country of incorporation, place of operation and principal activity	Effective interest held by the Group	
	2014	2013
	%	%
Held by Asiasons Investment Limited		
Asiasons Consumer Ventures Pte. Ltd., Singapore [c] *Investment holding*	100	100
Asiasons Investment (Thailand) Sdn. Bhd., Malaysia [b] *Investment holding*	100	100
Posh Corridor Sdn. Bhd., Malaysia [d] *Investment holding*	100	100
Portwell Investments Limited, British Virgin Islands [f] *Investment holding*	100	100
Vibrant Coast Management Ltd, British Virgin Islands [a] *Investment holding*	100	100
Hub Media Group Pte. Ltd., Singapore [c] *Media distribution, licensing and content production services*	100	70
Held by TAP Private Equity Pte. Ltd.		
TAP Venture Fund I Pte. Ltd. (formerly known as Asiasons Venture Fund Pte. Ltd.), Singapore [c][e] *Fund management*	100	100

[a] Statutory audit not required in its country of incorporation. Audited by Moore Stephens LLP for consolidation purpose.

[b] Audited by Moore Stephens Associates PLT, Malaysia, a member of Moore Stephens International Limited.

[c] Audited by Moore Stephens LLP, Singapore.

[d] Audited by UHY, Chartered Accountants, Malaysia.

[e] Change in name was effective on 11 February 2015.

[f] Statutory audit not require in the country of incorporation. Reviewed by UHY, Chartered Accountants, Malaysia for consolidation purposes.

18 Investments in Subsidiaries (cont'd)

(a) Acquisition of subsidiaries

(i) On 4 January 2013, the Company acquired 100% equity interest in Asiasons WFG Capital Pte Ltd ("AWFG") for a total consideration of S$500,000. The fair value of the identifiable assets and liabilities acquired amounted to S$500,000. From 4 January 2013 to 31 December 2013, AWFG contributed revenue of S$2,718,295 and profit of S$266,942 to the Group's results.

The acquisition is in line with the Group's strategy to better tap the expertise in corporate finance to enhance the existing private equity investment capabilities.

The identifiable assets acquired and liabilities assumed at the acquisition date were as follows:

	At Book Value	At Fair Value
	S$	S$
Cash at bank	3,128,244	3,128,244
Trade and other receivables	164,814	164,814
Other current assets	69,630	69,630
Trade and other payables	(2,862,688)	(2,862,688)
Total identifiable net assets	500,000	500,000
Total purchase consideration		500,000
Less: Cash and cash equivalent acquired		(3,128,244)
Add: Fixed deposits pledged		3,000,000
Net cash outflow on acquisition of subsidiaries		371,756

18 Investments in Subsidiaries (cont'd)

(a) Acquisition of subsidiaries (cont'd)

(ii) On 30 April 2013, Asiasons Investment Ltd ("AIL"), a wholly owned subsidiary of the Company completed the acquisition of 70% paid up capital of Hub Media Group Pte Ltd ("Hub Media"), which became the subsidiary of the Group. The fair value of the identifiable assets and liabilities acquired amounted to S$294,758. Total purchase consideration amounted to S$5,978,534 which was based on the issuance of the Company's shares of 6,360,143 shares at the market price of S$0.94 per share when control is obtained.

The acquisition is enable to the Group to build an infrastructure for the Group to further consolidate its position as a specialised consumer investment company and the Group, being entrenched in the consumer sector, sees synergies in terms of their understanding of the consumer market and Hub Media expertise in media entertainment.

Acquisition related costs of S$179,356 are included in administrative expenses in the consolidated income statement and was settled through issuance of the Company's 190,804 shares at S$0.94 per share.

Based on the sale and purchase agreement, the vendor warrants a profit after tax ("PAT") of Hub Media for its financial year ended 31 December 2013 would amount to US$1 million, a PAT of at least US$1 million for its financial year ended 31 December 2014 or a cumulative PAT of at least US$2 million for the two financial years ended 31 December 2013 and 2014. 20% of the consideration shares or 1,272,029 shares issued were issued in 2 script share certificates in the name of the vendor but the original share certificates are kept by AIL and to be released upon the vendor fulfilling the Profit Guarantee ("PG Shares"). In the event that PAT is not met, AIL has the right to sell the PG shares without the need to obtain the prior consent from the vendor at a price and manner that AIL deem fit.

From 1 May 2013 to 31 December 2013, Hub Media contributed revenue of S$1,327,268 and profit of S$469,650 to the Group's results. If the acquisition had occurred on 1 January 2013, management estimates the Group's revenue and loss before tax for the year would have been S$7,192,513 and S$91,670,904 respectively.

18 Investments in Subsidiaries (cont'd)

(a) Acquisition of subsidiaries (cont'd)

(ii) (cont'd)

The identifiable assets acquired and liabilities assumed at the acquisition date were as follows:

	At Book Value S$	At Fair Value S$
Cash at bank	36,626	36,626
Trade receivables	522,581	522,581
Intangible assets	246,840	246,840
Other current assets	116,187	116,187
Financial assets, available-for-sale (Non-current)	62,710	62,710
Trade and other payables	(690,186)	(690,186)
Total identifiable net assets	294,758	294,758
Non-controlling interest's proportionate shares of net assets		(88,427)
Goodwill on acquisition (Note 25)		5,772,203
Total purchase consideration		5,978,534
Less: Consideration transferred by way of share issue (Note 28)		(5,978,534)
Less: Cash and cash equivalent acquired		(36,626)
Net cash outflow on acquisition of subsidiaries		(36,626)

The goodwill of S$5,722,203 arising from the acquisition is attributable to the business transferred from Hub Media Group Pte Ltd. The potential value and synergies to be generated from these transferred assets could not be separately recognised from goodwill as they are not capable of being separated from the Group and sold, transferred, licensed, rented or exchanged, either individually or together with any related contracts.

18 Investments in Subsidiaries (cont'd)

(b) Disposal of Subsidiaries

(i) On 6 May 2014, the Company disposed its entire shareholding in Tremendous Asia Management Inc. (formerly known as Asiasons Management II Inc.) and Tremendous Asia Partners Inc (formerly known as Asiasons Pte Equity II Inc) for a total consideration of S$2. The Group recognised a gain on disposal of S$852,354 in the consolidated income statement for this transaction.

The identifiable assets and liabilities disposed were as follows:

	2014
	Carrying Amount
	S$
Cash at bank	539,542
Other current assets	103,087
Other payables	(1,490,994)
Total identifiable net liabilities	(848,365)
Net foreign currency reserves realised upon disposal	(3,987)
Gain on disposal of subsidiaries	852,354
Consideration received	2
Less: Cash and cash equivalent of disposed subsidiaries	(539,542)
Net cash outflow on disposal of subsidiaries	(539,540)

18 Investments in Subsidiaries (cont'd)

(b) Disposal of subsidiaries (cont'd)

(ii) On 5 September 2014, the Company disposed its entire shareholding in Tremendous Asia Partners (Malaysia) Ltd (formerly known as Asiasons Pte Equity (Malaysia) Ltd) for a total consideration of S$5,416. The Group recognised a gain on disposal of S$72,982 in the consolidated income statement for this transaction.

The identifiable assets and liabilities disposed were as follows:

	2014
	Carrying Amount
	S$
Cash at bank	9,103
Other current assets	301
Other payables	(78,682)
Total identifiable net liabilities	(69,278)
Foreign currency reserves realised upon disposal	1,712
Gain on disposal of subsidiary	72,982
Consideration received	5,416
Less : Cash and cash equivalent of disposed subsidiary	(9,103)
Net cash outflow on disposal of subsidiary	(3,687)

18 Investments in Subsidiaries (cont'd)

(b) Disposal of subsidiaries (cont'd)

(iii) On 23 December 2014, the Company disposed its entire shareholding in Xandar Capital Pte. Ltd. (formerly known as Asiasons WFG Capital Pte. Ltd.) for a total consideration of S$500,000. There was no gain or loss on disposal recognised in the consolidated income statement for this transaction.

The identifiable assets and liabilities disposed were as follows:

	2014
	Carrying Amount
	S$
Cash at bank	698,140
Trade receivables	207,424
Property, plant and equipment (Note 20)	14,684
Other current assets	125,150
Other payables	(544,174)
Deferred tax liabilities	(1,224)
Total identifiable net assets	500,000
Gain on disposal of subsidiary	-
Consideration received	500,000
Less: Cash and cash equivalent of disposed subsidiary	(698,140)
Net cash outflow on disposal of subsidiary	(198,140)

Prior to disposal, Xandar Capital Pte. Ltd. (formerly known as Asiasons WFG Capital Pte. Ltd.) repurchased 10% of its shares for a total consideration of S$5,500,000.

18 Investments in Subsidiaries (cont'd)

(c) The effect of changes in the ownership interest in the subsidiaries on the equity attributable to owners of the Company during the year is summarised as follows:

	2014	2013
	S$	S$
Carrying amount of non-controlling interests acquired	792,425	619,304
Consideration transferred by way of share issue (Note 28)	(6,240,253)	-
Consideration paid – cash payment	-	(1,071,338)
Excess of consideration over the share of fair value of the net assets acquired	(5,447,828)	(452,034)

On 9 July 2014, Asiasons Investment Ltd, a wholly owned subsidiary of the Company acquired the remaining 30% paid up capital of Hub Media Group Pte. Ltd. The total purchase consideration amounted to S$6,240,253 which was based on the issuance of the Company's shares of 117,740,625 shares at the market price of S$0.053 per share.

Note
The excess of the consideration over the share of book value of net assets acquired has been recognised directly in equity as Other Reserve as a result of a transaction with owners.

(d) During the previous financial year ended 31 December 2013, the Company incorporated Asiasons Private Equity (Malaysia) Ltd with share capital of US$1.00. The Company has a 100% effective equity interest in the subsidiary.

19 Investments in Associated Companies

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Quoted equity shares, at cost	32,949,031	32,949,031	-	1,633,200
Unquoted equity shares	8	8	-	-
	32,949,039	32,949,039	-	1,633,200
Less:				
Share of post-acquisition accumulated losses	(11,714,031)	(10,057,020)	-	-
Impairment losses	(10,100,691)	-	-	-
	11,134,317	22,892,019	-	1,633,200
Fair value:				
Quoted equity shares	12,125,076	17,949,362	-	1,259,898

As at 31 December 2014, the quoted shares in an investment in associated company with fair value amounting to S$993,350 is pledged as security for bank term loan as disclosed in Note 27 (b).

Details of the associates held by the Group are as follows:

Name of associated company, country of incorporation, place of operation and principal activity	Effective interest held by the Group	
	2014	2013
	%	%
Chaswood Resources Holdings Ltd., Singapore [1] *Restaurant operator and investment holdings*	44.62	44.62
ISR Capital Limited, Singapore [2] *Investment holdings*	27.31	27.31

[1] Audited by RSM Chio Lim, Singapore

[2] Audited by RT LLP, Singapore except for the financial year 2013 which was audited by PricewaterhouseCoopers, Singapore

19 Investments in Associated Companies (cont'd)

Set out below are the summarised financial information of Chaswood Resources Holdings Ltd ("Chaswood").

Summarised balance sheet

	2014 S$	2013 S$
Current assets	10,055,959	10,551,785
Non-current assets	25,549,758	29,478,291
Current liabilities	(14,889,595)	(16,817,691)
Non-current liabilities	(8,489,867)	(7,203,285)

Summarised income statement

	2014 S$	2013 S$
Revenue	59,959,342	63,632,934
Loss for the year	(4,063,892)	(2,084,359)
Other comprehensive income for the year	478,219	60,767
Total comprehensive loss for the year	(3,585,673)	(2,023,592)

19 Investments in Associated Companies (cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Chaswood recognised in the consolidated financial statements:

	2014	2013
	S$	S$
Net assets of the associate	12,226,255	16,009,100
Proportion of the Group's ownership in Chaswood	44.62%	44.62%
Interest in Chaswood	5,455,355	7,143,260
Goodwill	5,678,954	15,460,862
Carrying amount of the Group's interest in Chaswood	11,134,309	22,604,122

Aggregate information of associates that are not individually material

	2014	2013
	S$	S$
Group's share of loss after tax	* 287,889	(12,361,660)
Group's share of other comprehensive loss	-	(185,624)
Group's share of total comprehensive loss	287,889	(12,547,284)
Aggregate carrying amount of the Group's interest in these associates	8	287,897

* The Group has not recognised its share of losses of the associate amounting to S$2,078,274 (2013: Nil) because the Group's cumulative share of losses exceeds its interest in that entity and the Group has no obligation in respect to those losses.

20 Property, Plant and Equipment

	Motor vehicles	Leasehold improvements	Office furniture and equipment	Total
	S$	S$	S$	S$
Group				
2014				
Cost				
At 1 January	222,691	613,328	470,899	1,306,918
Additions	-	-	137,109	137,109
Disposal	-	-	(3,430)	(3,430)
Disposal of subsidiary (Note 18(b)(iii))	-	-	(24,304)	(24,304)
Currency alignment	(1,452)	-	(2,680)	(4,132)
At 31 December	221,239	613,328	577,594	1,412,161
Accumulated depreciation				
At 1 January	34,869	27,462	155,648	217,979
Depreciation for the year	39,001	109,850	112,327	261,178
Disposal	-	-	(1,350)	(1,350)
Disposal of subsidiary (Note 18(b)(iii))	-	-	(9,620)	(9,620)
Currency alignment	(565)	-	(2,077)	(2,642)
At 31 December	73,305	137,312	254,928	465,545
Net book value				
At 31 December	147,934	476,016	322,666	946,616

20 Property, Plant and Equipment (cont'd)

	Motor vehicles	Leasehold improvements	Office furniture and equipment	Total
	S$	S$	S$	S$
Group				
2013				
Cost				
At 1 January	77,385	145,920	433,218	656,523
Additions	148,000	613,328	272,603	1,033,931
Write off	-	(145,920)	(231,124)	(377,044)
Currency alignment	(2,694)	-	(3,798)	(6,492)
At 31 December	222,691	613,328	470,899	1,306,918
Accumulated depreciation				
At 1 January	4,097	145,920	334,185	484,202
Depreciation for the year	31,121	27,462	54,977	113,560
Write off	-	(145,920)	(231,124)	(377,044)
Currency alignment	(349)	-	(2,390)	(2,739)
At 31 December	34,869	27,462	155,648	217,979
Net book value				
At 31 December	187,822	585,866	315,251	1,088,939

20 Property, Plant and Equipment (cont'd)

	Motor vehicles	Leasehold improvements	Office furniture and equipment	Total
	S$	S$	S$	S$
Company				
2014				
Cost				
At 1 January	148,000	613,328	306,297	1,067,625
Additions	-	-	89,238	89,238
Disposal	-	-	(2,110)	(2,110)
At 31 December	148,000	613,328	393,425	1,154,753
Accumulated depreciation				
At 1 January	24,000	27,462	82,347	133,809
Depreciation for the year	24,000	109,850	69,895	203,745
Disposal	-	-	(1,203)	(1,203)
At 31 December	48,000	137,312	151,039	336,351
Net book value				
At 31 December	100,000	476,016	242,386	818,402

20 Property, Plant and Equipment (cont'd)

	Motor vehicles	Leasehold improvements	Office furniture and equipment	Total
	S$	S$	S$	S$
Company				
2013				
Cost				
At 1 January	-	145,920	324,146	470,066
Additions	148,000	613,328	213,275	974,603
Write off	-	(145,920)	(231,124)	(377,044)
At 31 December	148,000	613,328	306,297	1,067,625
Accumulated depreciation				
At 1 January	-	145,920	287,052	432,972
Depreciation for the year	24,000	27,462	26,419	77,881
Write off	-	(145,920)	(231,124)	(377,044)
At 31 December	24,000	27,462	82,347	133,809
Net book value				
At 31 December	124,000	585,866	223,950	933,816

The Group acquired property, plant and equipment with an aggregate cost of S$137,109 (2013: S$1,033,931) during the financial year ended 31 December 2014. Included in additions in the consolidated financial statements are property, plant and equipment acquired under finance leases amounting to Nil (2013: S$140,000) and cash payments amounting to S$137,109 (2013: S$893,931).

The carrying amount of property, plant and equipment acquired under finance lease arrangements for the Group as at 31 December 2014 amounted to S$147,934 (2013: S$187,822).

21 Investment Properties

	2014	2013
	S$	S$
Group		
Cost		
At 1 January and 31 December	2,360,000	2,360,000
Accumulated depreciation		
At 1 January	76,945	33,241
Depreciation for the year	43,704	43,704
At 31 December	120,649	76,945
Net book value		
At 31 December	2,239,351	2,283,055

The Group has two investment properties as at 31 December 2014 and 31 December 2013.

One property is located at 65 Tiong Poh Road #01-32 Singapore 160065 ("Property 1"). Property 1 is a 99 years leasehold property starting from year 1967. A term loan was obtained by a subsidiary to partially finance the purchase. The loan is secured by property 1 and a corporate guarantee given by the Company (Note 27 (b)). The cost of investment is S$1,230,000 and the estimated fair value as at 31 December 2014 is S$ 1,330,000 (2013: S$1,330,000).

Another property is located at 65 Tiong Poh Road #02-32 Singapore 160065 ("Property 2"). Property 2 is a 99 years leasehold property starting from year 1967. Property 2 is held in trust by a third party. A trust agreement is signed between the third party and a subsidiary company where the subsidiary company retains the full rights to Property 2. The subsidiary company makes monthly bank borrowing payment through the third party for the said property (Note 27 (e)). The cost of investment is S$1,130,000 and the estimated fair value of the investment property as at 31 December 2014 is S$1,130,000 (2013: S$1,100,000).

The fair value of the two properties were derived using sales comparable method. The fair value of these properties were classified under Level 2 of the Fair Value Hierarchy (Note 34 (b)). The valuation was arrived at by reference to market evidence of transaction prices for similar properties. The most significant input in this valuation approach is the selling price per unit of floor area.

21 Investment Properties (cont'd)

The following are recognised in the profit or loss:

	Property 1	Property 2
	S$	S$
2014		
Rental income	27,000	42,000
Direct expenses incurred during periods in which investment property earned income	1,524	17,641
Direct expenses incurred during periods in which investment property did not earn income	1,442	-
2013		
Rental income	-	35,000
Direct expenses incurred for investment property earning income	-	26,788
Direct expenses incurred for investment property not earning income	8,843	-

22 Intangible Assets

	2014	2013
	S$	S$
Group		
Content license fees:		
At 1 January	1,386,763	-
Acquisition of subsidiary (Note 18 (a)(ii))	-	246,840
Additions	1,921,385	1,139,923
At 31 December	3,308,148	1,386,763
Accumulated amortisation:		
At 1 January	11,937	-
Amortisation for the year	812,592	11,937
At 31 December	824,529	11,937
Net book value		
At 31 December	2,483,619	1,374,826

23 Loan Receivable

	Group	
	2014	2013
	S$	S$
Loan receivable	12,552,350	12,342,000
Less: Allowance for impairment losses	(12,552,350)	-
	-	12,342,000

The loan receivable from an investee company is unsecured and carries a fixed interest of 12% per annum (2013: the amount bears interest rate equivalent to the cost of funds of 5.049% per annum) and is not expected to be repaid within the next 12 months.

23 Loan Receivable (cont'd)

Movement in the allowance for impairment account during the financial year are as follows:

	Group	
	2014	2013
	S$	S$
At 1 January	-	-
Charge to profit or loss	12,037,450	-
Currency alignment	514,900	-
At 31 December	12,552,350	-

24 Other Non-Current Asset

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Amounts due from a subsidiary	-	-	96,154,142	-
Less: Allowance for impairment losses	-	-	(83,755,998)	-
	-	-	12,398,144	-

The amounts due from a subsidiary were unsecured, non-trade in nature, interest free and are not expected to be repaid within the next 12 months.

Movement in the allowance for impairment account during the financial year are as follows:

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
At 1 January	-	-	-	-
Charge to profit or loss	-	-	83,755,998	-
At 31 December	-	-	83,755,998	-

25 Goodwill

	Group 2014 S$	Group 2013 S$
At the beginning of the year	5,825,638	53,435
Arising from acquisition of subsidiary (Note 18 (a)(ii))	-	5,772,203
At the end of the year	5,825,638	5,825,638

Goodwill is allocated to cash-generating units ("CGU") for the purpose of impairment testing. Each CGU represents the Group's investment by each primary reporting segment as follows:

	Media sales S$	Investment management S$	Consolidated S$
2014			
Asiasons Partners Sdn. Bhd.	-	53,435	53,435
Hub Media Group Pte. Ltd.	5,772,203	-	5,772,203
	5,772,203	53,435	5,825,638
2013			
Asiasons Partners Sdn. Bhd.	-	53,435	53,435
Hub Media Group Pte. Ltd.	5,772,203	-	5,772,203
	5,772,203	53,435	5,825,638

Goodwill is assessed for impairment during the fourth quarter of each financial year. As at 31 December 2014 and 2013, no impairment loss was recognised to write down the Group's goodwill to its recoverable amount. An impairment loss is the amount by which the carrying amount of a CGU exceeds its recoverable amount. The recoverable amount of the CGU was determined based on value-in-use calculations. Cash flow projections used in these calculations were based on the financial budgets approved by management covering a one-year period. Cash flows from one to five-year period were extrapolated using the estimated growth rates stated below.

	Investment management 2014	Investment management 2013	Media sales 2014	Media sales 2013
Growth rate [1]	0%	0%	10%	10%
Discount rate [2]	8.34%	5.36%	12%	7%

[1] Weighted average growth rate used to extrapolate cash flows beyond the one-year period to the fifth year. 0% growth rate beyond the five-year period were used for both segments.

[2] Pre-tax discount rate applied to the pre-tax cash flow projections

26 Trade and Other Payables

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Current:				
Trade payables				
Third parties	368,997	703,365	-	-
Other payables				
Third parties	247,051	162,383	77,152	11,000
Former subsidiaries	103,288	-	34,184	-
Related parties	-	104,330	-	2,704,870
Investee company	8,912,380	14,614,274	-	-
Deposits received	16,000	19,311	-	-
Deferred revenue	20,614	173,932	-	-
Others	2,738,526	8,703,015	447,661	533,085
	12,406,856	24,480,610	558,997	3,248,955
Non-current:				
Other payables				
Former subsidiary	22,978,582	-	-	-
Investee company	1,100,000	-	1,100,000	-
	24,078,582	-	1,100,000	-

Other payables-others, mainly comprise an amount of S$932,628 (2013: S$6,251,210) due to Dragonrider Opportunity Fund I L.P. ("DROF I"), which is a fund managed by a subsidiary of the Group. This amount is unsecured, interest free and repayable on demand.

The amounts due to related parties (as defined in Note 12) were unsecured, non-trade in nature, interest free and repayable on demand.

The amounts due to former subsidiaries included S$18,273,282 which bear interest at rate ranging from 5% to 20% (2013: Nil) per annum and repayable on 31 December 2016.

The amounts due to investee companies included S$1,100,000 which is repayable in May 2016 and were unsecured, non-trade in nature and interest free.

The Company provides services and recover cost from certain investee companies as follows:

	Group	
	2014	2013
	S$	S$
- Branding and communication consultancy income	112,088	192,000
- Reimbursement of rent expense	135,717	77,300

27. Borrowings

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Current				
Revolving credit facility[a]	500,000	9,237,920	-	-
Bank term loans[b]	6,604,695	3,388,045	-	-
Short term loan[c]	1,300,000	-	-	-
Hire purchase creditor [d]	29,562	28,254	21,741	20,824
Others [e]	24,664	25,530	-	-
	8,458,921	12,679,749	21,741	20,824
Non-current				
Bank term loans[b]	387,917	6,714,093	-	-
Hire purchase creditor [d]	112,651	142,213	77,488	99,229
Others [e]	475,012	499,960	-	-
	975,580	7,356,266	77,488	99,229

Hire Purchase Creditor

	Minimum payments		Present value of minimum payments	
	2014	2013	2014	2013
	S$	S$	S$	S$
Group				
Not later than one year	35,193	35,192	29,562	28,254
Later than one year and not later than five years	121,518	147,145	112,651	132,859
Later than five years	-	9,566	-	9,354
	156,711	191,903	142,213	170,467
Less future finance charges	(14,498)	(21,436)	-	-
Present value of minimum lease payments	142,213	170,467	142,213	170,467

27. Borrowings (cont'd)

	Minimum payments		Present value of minimum payments	
	2014	**2013**	**2014**	**2013**
Company				
Not later than one year	25,596	25,596	21,741	20,824
Later than one year and not later than five years	83,162	108,758	77,488	99,229
	108,758	134,354	99,229	120,053
Less future finance charges	(9,529)	(14,301)	-	-
Present value of minimum lease payments	99,229	120,053	99,229	120,053

(a) The Revolving Credit Facility ("RCF") is secured by a pledge of certain quoted securities (Note 14) and a corporate guarantee by the Company. Interest is charged at 2.63% (2013: 2.94%) per annum. The RCF is currently rolled over a 1 month period (2013: 3 months).

(b) These comprise two bank term loans which incur effective interest rate ranging from 0.379% to 2.63% (2013: 0.323% to 5.049%) per annum.

The bank term loans are secured by the mortgage of the property at 65 Tiong Poh Road #01-32, Singapore (Note 21) and quoted securities (Notes 14 and 19). One of the term loan of S$422,917 (2013: S$457,917) is also secured by corporate guarantee of the Company.

As at 31 December 2014, one of the bank term loans amounting to S$422,917 (2013: S$457,917) is repayable by monthly instalments over a period of 15 years.

As at 31 December 2014, other bank term loan amounting to S$6,569,695 (2013: S$9,644,221) is repayable within 1 year.

(c) The short term loan facility incurs fixed interest rate of 24% per annum. Subsequent to the financial year ended 31 December 2014, the loan was fully repaid in February 2015.

(d) The hire purchase facilities are granted for the purchase of motor vehicles and bears an effective interest rate of 2.41% to 4.31% (2013: 2.41% to 4.31%) per annum.

27. Borrowings (cont'd)

(e) Asiasons Consumer Ventures Pte. Ltd. ("ACVPL") purchased a property from a third party as disclosed in Note 21. The property is partly financed by a bank loan taken up by the third party and is secured by the said property. ACVPL has a trust agreement with the third party and under the agreement, ACVPL will continue to make monthly bank borrowing payment through the third party for a period of 19 years or until the property is disposed of. All benefits with regards to the property such as rental income and any residual disposal benefits belong to ACVPL under the trust agreement. This borrowing bears an effective interest rate of 1.40% (2013: 1.40%) per annum.

28. Share Capital

	Group and Company			
	2014	**2013**	**2014**	**2013**
	No. of shares	**No. of shares**	**S$**	**S$**
Ordinary shares				
Issued and fully paid:				
At beginning of year	979,764,476	973,213,529	113,671,814	107,513,924
Issue of new shares pursuant to the acquisition of equity interest in subsidiaries (Note 18 (a)(ii),(c))	117,740,625	6,550,947	6,240,253	6,157,890
At end of year	1,097,505,101	979,764,476	119,912,067	113,671,814

Ordinary shares have no par value.

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

On 9 July 2014, the Company through its wholly-owned subsidiary, Asiasons Investment Ltd, acquired 45,000 ordinary shares representing 30% of the issued share capital of HMGPL, for a consideration of S$6,240,253. The Company issued 117,740,625 new ordinary shares as purchase consideration.

On 30 April 2013, the Company through its wholly-owned subsidiary, Asiasons Investment Ltd, acquired 105,000 ordinary shares representing 70% of the issued share capital of HMGPL, for a consideration of S$5,978,534. The Company issued 6,550,947 new ordinary shares as purchase consideration and introducer fee.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

29. Reserves

		Group	
		2014	**2013**
		S$	**S$**
Foreign currency translation reserve	(a)	383,940	75,962
Other reserves	(b)	(10,626,467)	(5,178,639)
Fair value reserve	(c)	(266,620)	7,076,782
		(10,509,147)	1,974,105

(a) Foreign currency translation reserve

	Group	
	2014	**2013**
	S$	**S$**
Balance at beginning of year	75,962	(525,456)
Exchange difference on translation of foreign operations	(86,538)	571,427
Reclassification of foreign currency translation differences on disposal of subsidiaries	9,073	-
Share in exchange differences on translation of foreign operations of associated companies	385,443	29,991
Balance at end of year	383,940	75,962

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

(b) Other reserves

	Group	
	2014	**2013**
	S$	**S$**
Balance at beginning of year	(5,178,639)	(4,726,605)
Acquisition of additional interest in subsidiary (Note 18(c))	(5,447,828)	(452,034)
Balance at end of year	(10,626,467)	(5,178,639)

The other reserves comprise the excess of consideration over the share of book value of net assets in respect of the additional acquired interest in subsidiaries.

29. Reserves (cont'd)

(c) Fair value reserves

	Group	
	2014	2013
	S$	S$
Balance at beginning of year	7,076,782	18,073,384
Net fair value loss on financial assets, available-for-sale	(7,343,402)	(10,808,525)
Share in net fair value loss on financial assets, available-for-sale of associated companies	-	(188,077)
Balance at end of year	(266,620)	7,076,782

The fair value reserve pertains to the net change in the fair value of financial assets, available-for-sale held until the investments are derecognised.

The movements in the reserves are recognised in the consolidated statement of comprehensive income.

30. Commitments

(a) Operating Lease Commitment as a Lessee

At the balance sheet date, future minimum lease payments under non-cancellable operating leases are as follows:

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Within one year	632,617	632,966	504,300	534,410
Within two to five years	171,760	766,769	168,100	672,400
	804,377	1,399,735	672,400	1,206,810
Rental expense for the year	483,635	469,245	258,534	264,434

The Group leases its offices space, warehouse and copiers from non-related parties under non-cancellable operating arrangements. These leases have varying terms and renewal rights.

30. Commitments (cont'd)

(b) Operating Lease Commitment as a Lessor

The Group has entered into an operating lease on its investment property. This non-cancellable lease has remaining lease term of less than 24 months and no escalation clause and renewal rights.

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Within one year	42,000	42,000	-	-
Within two to five years	7,000	7,000	-	-
	49,000	49,000	-	-
Rental income for the year	69,000	35,000	-	-

31. Earnings Per Share

The earnings per share is calculated by dividing the Group's loss attributable to owners of the Company by the weighted number of shares in issue during the year.

The calculation of the loss per share is based on the following:

	Group	
	2014	2013
	S$	S$
Loss from operations		
Loss after tax	(57,772,284)	(92,697,978)
Non-controlling interest	(613,171)	(128,853)
Loss attributable to owners of the Company	(58,385,455)	(92,826,831)
Loss per share attributable to owners of the Company		
Basic and diluted loss per share (cents)	(5.63)	(9.50)
Number of shares		
Weighted average number of ordinary shares for the purposes of computing basic and diluted earnings per share	1,036,538,038	977,574,844

There is no potential dilutive share as at 31 December 2014 and 31 December 2013.

32. Segment Information

The Group is involved in investment management, financial advisory and media sales activities. Management has considered the business from a business segment perspective and not from geographic segment perspective as the management deemed it as impractical. For management purposes, the Group is organised into three main business segments:

- Investment management

The investment management segment consists of fund management, private equity and investing activities.

- Financial Advisory

The financial advisory segment consists of the provision of corporate finance advisory services and dealing in securities.

- Media Sales

The media sales segment consists of distribution and production of media related services and products.

Management monitors the results of the three segments for the purpose of making decisions in resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, may be measured differently from operating profit or loss in the consolidated financial statements.

Unallocated income/costs represent corporate income/expenses while unallocated assets/liabilities comprise mainly corporate assets/liabilities. Segment assets consist primarily cash and cash equivalents, financial assets at fair value through profit or loss, financial assets, available-for-sale, trade receivables, other current assets, intangible assets and goodwill. Segment liabilities comprise mainly of trade and other payables.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

32. Segment Information (cont'd)

Segment information about these businesses is presented below:

	Investment Management	Financial Advisory	Media Sales	Total
	S$	S$	S$	S$
Group				
2014				
Revenue				
Segment revenue - external	2,439,712	1,187,584	5,505,986	9,133,282
Segment results	(44,066,161)	(155,730)	4,000,328	(40,221,563)
Segment assets	27,667,141	-	9,543,833	37,210,974
Segment liabilities	34,204,293	-	969,907	35,174,200
2013				
Revenue				
Segment revenue - external	2,000,754	2,718,295	1,327,268	6,046,317
Segment results	(76,836,076)	399,356	768,882	(75,667,838)
Segment assets	67,320,291	4,211,580	7,830,059	79,361,930
Segment liabilities	22,176,652	669,907	1,296,969	24,143,528

32 Segment Information (cont'd)

Geographical Information

Revenue are based on the country in which the customers and investments are located. Non-current assets are shown by the geographical area where the assets are located.

	Revenue		Non-current assets*	
	2014	2013	2014	2013
	S$	S$	S$	S$
Group				
Singapore	2,473,861	3,335,613	22,479,894	33,277,069
Malaysia	5,475,218	1,336,409	146,877	184,638
Cayman Islands	276,550	819,334	8	8
British Virgin Islands	309,777	274,526	2,762	2,762
Others	597,876	280,435	-	-
	9,133,282	6,046,317	22,629,541	33,464,477

* Non-current assets exclude financial assets, available-for-sale and loan receivable from an investee company

Included in the revenue arising from media sales of S$5,506,986 (2013: S$1,327,268) are revenue of approximately S$4,861,983 (2013: S$1,291,809) which arose from sales to the Group's largest customer.

A reconciliation of the segment results to loss before tax is provided as follows:

	Group	
	2014	2013
	S$	S$
Segment results	(40,221,563)	(75,667,838)
Depreciation and amortisation	(1,117,474)	(169,201)
Unallocated corporate expenses	(2,583,090)	(2,984,747)
Gain on disposal of subsidiaries	925,336	-
Share of loss of associated companies	(12,143,145)	(13,272,752)
Finance costs	(5,179,978)	(1,023,540)
Finance income	1,756,553	707,805
Loss before tax	(58,563,361)	(92,410,273)

32 Segment Information (cont'd)

A reconciliation of total assets for reportable segments to total assets is as follows:

	Group	
	2014	2013
	S$	S$
Segment assets for reportable segments	37,210,974	79,361,930
Investment in associated companies	11,134,317	22,892,019
Property, plant and equipment	946,616	1,088,939
Investment properties	2,239,351	2,283,055
Loan receivable	-	12,342,000
Unallocated assets	2,307,661	682,702
Total assets	53,838,919	118,650,645

Management monitors the Media Sales segment based on a measure of segment results that excludes the amortisation of the intangible assets. However, segment assets of the Media Sales includes the related intangible assets.

A reconciliation of total liabilities for reportable segments to total liabilities is as follows:

	Group	
	2014	2013
	S$	S$
Segment liabilities for reportable segments	35,174,200	24,143,528
Borrowings	9,434,501	20,036,015
Unallocated liabilities	1,658,997	1,944,085
Total liabilities	46,267,698	46,123,628

33. Corporate Guarantees

As at 31 December 2014, the Company has total corporate guarantees amounting to S$12,167,917 (2013: S$26,110,917) issued to banks for the subsidiaries' bank borrowings and to a fund for the investee companies' secured redeemable notes. The fair value of these corporate guarantees is estimated to be insignificant as the borrowings are collateralised by the related mortgaged property and quoted and unquoted securities and the subsidiaries and investee companies have the ability to generate sufficient cash flows from their operations to finance their continuing operations and repay the bank borrowings and redeemable notes.

34. Financial Instruments

(a) Financial Risk Management Policies and Objectives

The main risks arising from the entity's financial instruments are capital risk, credit risk, liquidity risk and market price risk comprising interest rate risk, foreign currency risk and price risk exposures. The management reviews and monitors policies for managing each of these risks and they are summarised below.

(i) Capital risk

The capital structure of the Group and Company consists of equity attributable to owners of the Company, comprising share capital, reserves and accumulated losses and net debt.

The Group's and Company's objectives when managing capital are: (a) to safeguard the Group's and Company's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders, and (b) to provide an adequate return to shareholders by pricing products and services that are commensurate with the level of risk. The Group's and Company's overall strategy remains unchanged since 2013.

The Group and Company are not subject to any externally imposed capital requirements for the financial years ended 31 December 2014 and 31 December 2013, except for one (2013: two) of its subsidiary company.

One subsidiary was required to maintain a base capital of not lower than S$250,000 based on Base Capital Requirements required by Singapore's Securities and Futures Act Regulations for a Registered Fund Management Company. The subsidiary was in compliance with all externally imposed capital requirements for the financial years ended 31 December 2014 and 2013.

As at 31 December 2013, a subsidiary is required to maintain a shareholder's fund of S$5 million at all times based on the Base Capital Requirements and Risk Based Capital Adequacy Requirements required by the Singapore's Securities and Future (Financial and Margin Requirements) Regulations for Holders of Capital Markets Services Licence. The subsidiary was in compliance with all externally imposed capital requirements for the financial year ended 31 December 2013. The subsidiary was disposed of during the current financial year ended 31 December 2014 (Note 18 (b)(iii)).

The Group and Company set the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(i) Capital risk (cont'd)

The Group and Company monitor capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and bank balances, income tax payable and deferred tax liabilities. Total equity comprises all components of equity, i.e. share capital, accumulated losses and reserves.

	Group		Company	
	2014	**2013**	**2014**	**2013**
	S$	**S$**	**S$**	**S$**
Net debt	42,794,209	31,280,469	(103,126)	3,266,101
Total equity	7,571,221	72,527,017	19,234,734	98,513,037
Net debt-to-equity ratio	5.65	0.43	N.M	0.03

N.M: not meaningful

(ii) Credit risk

The Group and Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due, resulting in financial loss to the Group and Company. Impairment provisions are made for losses that have been incurred at the balance sheet date. Significant changes in the economy, or in the health of a particular counterpart that represents a concentration in the Group and Company's portfolio, could result in losses that are different from those provided for at the balance sheet date. Management therefore carefully manages its exposure to credit risk.The Group and Company structure the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to geographical segments. Such risks are monitored on a revolving basis and subject to an annual or more frequent reviews.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(ii) Credit risk (cont'd)

Exposure to credit risk is managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing these lending limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate guarantees.

The maximum exposure to credit risk in the event that the counter parties fail to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the statement of financial position, except for those corporate guarantees given to subsidiaries and investee companies (Note 33).

Financial assets that are neither past due nor impaired

Trade and other receivables and loan receivable that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents, financial assets, at fair value through profit or loss and financial assets, available-for-sale are placed with or entered into with reputable financial institutions or companies with good credit ratings.

NOTES TO THE FINANCIAL STATEMENTS
31 December 2014

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(ii) Credit risk (cont'd)

Financial assets that are neither past due nor impaired (cont'd)

Credit risk exposure analysed by country in respect of the Group and Company's financial assets are set out below:

	Cash and bank balances	Trade receivables	Other current assets	Financial assets, at fair value through profit or loss	Financial assets, available-for-sale	Loan receivable	Total
	S$	S$	S$	S$	S$	S$	S$
Group							
Country concentration							
2014							
Singapore	3,061,536	15,856	520,074	1,550,000	154,651	-	5,302,117
Malaysia	64,194	-	241,064	-	2,709,191	-	3,014,449
People's Republic of China	-	-	-	-	79,428	-	79,428
Others	-	11,684	234,223	-	21,442,046	-	21,687,953
	3,125,730	27,540	995,361	1,550,000	24,385,316	-	30,083,947
2013							
Singapore	12,707,418	160,441	938,589	13,182,975	844,213	12,342,000	40,175,636
Malaysia	528,738	448,359	555,014	-	7,105,464	-	8,637,575
Thailand	-	-	1,350,000	-	10,529,112	-	11,879,112
People's Republic of China	-	-	-	-	79,428	-	79,428
Others	-	86,461	331,899	-	22,207,548	-	22,625,908
	13,236,156	695,261	3,175,502	13,182,975	40,765,765	12,342,000	83,397,659

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(ii) Credit risk (cont'd)

Financial assets that are neither past due nor impaired (cont'd)

	Cash and bank balances	Other current assets	Other non-current asset	Total
	S$	S$	S$	S$
Company				
2014				
Singapore	1,861,352	1,518,024	12,398,144	15,777,520
Malaysia	-	224,166	-	224,166
Others	-	2,181,905	-	2,181,905
	1,861,352	3,924,095	12,398,144	18,183,591
2013				
Singapore	102,907	92,498,099	-	92,601,006
Malaysia	-	328,342	-	328,342
	102,907	92,826,441	-	92,929,348

There are no other class of financial assets that is past due and/or impaired except for trade receivables, other current assets, other non-current asset and financial assets, available-for-sale debt securities.

The table below is an analysis of financial assets as at the balance sheet date:

	Group	
	2014	2013
	S$	S$
Not past due and not impaired	1,084,343	33,263,178
Past due but not impaired#	27,540	663,589
	1,111,883	33,926,767
Impaired financial assets - individually assessed	32,957,086	725,345
Less: Allowance for impairment losses	(32,957,086)	(725,345)
	-	-

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(ii) Credit risk (cont'd)

Financial assets that are past due and/or impaired (cont'd)

	Company	
	2014	**2013**
	S$	**S$**
Not past due and not impaired	16,322,239	92,826,441
Past due but not impaired#	-	-
	16,322,239	92,826,441
Impaired - individually assessed	86,951,879	-
Less: Allowance for impairment losses (Note 24)	(86,951,879)	-
	-	-

The age analysis of financial assets past due but not impaired is as follows:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	S$	**S$**	**S$**	**S$**
Past due within 30 days	5,153	613,109	-	-
Past due within 31 to 90 days	6,531	26,460	-	-
Past due over 90 days	15,856	24,020	-	-
	27,540	663,589	-	-

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iii) Liquidity risk

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

	Less than 1 year	Between 2 and 5 years	After 5 years	Total	Carrying amount
	S$	S$	S$	S$	S$
Group					
2014					
Financial liabilities					
Trade and other payables	12,871,020	24,078,582	-	36,949,602	36,464,824
Borrowings	9,764,593	423,598	785,777	10,973,968	9,434,501
Financial guarantee contracts	11,245,000	-	-	11,245,000	11,245,000
Total undiscounted financial liabilities	33,880,613	24,502,180	785,777	59,168,570	57,144,325
2013					
Financial liabilities					
Trade and other payables	24,306,678	-	-	24,306,678	24,306,678
Borrowings	12,835,012	6,816,097	860,093	20,511,202	20,036,015
Financial guarantee contracts	5,000,000	-	-	5,000,000	5,000,000
Total undiscounted financial liabilities	42,141,690	6,816,097	860,093	49,817,880	49,342,693

NOTES TO THE FINANCIAL STATEMENTS
31 December 2014

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iii) Liquidity risk (cont'd)

	Less than 1 year	Between 2 and 5 years	After 5 years	Total	Carrying amount
	S$	S$	S$	S$	S$
Company					
2014					
Financial liabilities					
Trade and other payables	558,997	1,100,000	-	1,658,997	1,658,997
Borrowings	25,596	83,162	-	108,758	99,229
Financial guarantee contracts	12,167,917	-	-	12,167,917	12,167,917
	12,752,510	1,183,162	-	13,935,672	13,926,143
2013					
Financial liabilities					
Trade and other payables	3,248,955	-	-	3,248,955	3,248,955
Borrowings	25,596	108,758	-	134,354	120,053
Financial guarantee contracts	26,110,917	-	-	26,110,917	26,110,917
	29,385,468	108,758	-	29,494,226	29,479,925

The Group and Company manage the liquidity risk by maintaining sufficient cash to enable them to meet their normal operating commitments.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iv) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group and Company have cash balances placed with reputable banks and financial institutions and investments held by the Funds. Such balances are placed on varying maturities and generate interest income for the Group and Company. The Group and Company manage its interest rate risks by placing such balances on varying maturities and interest rate terms.

The Group obtains additional financing through bank borrowings. The Group's borrowings are mainly on floating rates while a hire purchase facility has a fixed interest rate.

The table below sets out the Group's and the Company's exposure to interest rate risks and information on weighted average effective yield. Included in the table are the Group's assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iv) Interest rate risk (cont'd)

	Fixed rate			Floating rate					
	Within 1 year	Within 1 year	After 5 years	Within 1 year	2 to 5 years	After 5 years	Non-interest-bearing	Total	Effective interest rate
	S$	S$	S$	S$	S$	S$	S$	S$	%
Group									
2014									
Cash and bank balances	-	-	-	-	-	-	3,125,730	3,125,730	-
Financial assets, at fair value through profit or loss	-	-	-	-	-	-	1,550,000	1,550,000	-
Financial assets, available-for-sale	-	-	-	-	-	-	24,385,316	24,385,316	5
Trade receivables	-	-	-	-	-	-	27,540	27,540	-
Other current assets	-	-	-	-	-	-	995,361	995,361	10
Loan receivable	-		-	-	-	-	-	-	12
Trade and other payables	-	(18,273,282)	-	-	-	-	(18,191,542)	(36,464,824)	5-20
Borrowings	(1,329,562)	(112,651)	-	(7,129,359)	(476,837)	(386,092)	-	(9,434,501)	0.379-24
	(1,329,562)	(18,385,933)	-	(7,129,359)	(476,837)	(386,092)	11,892,405	(15,815,378)	

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iv) Interest rate risk (cont'd)

	Fixed rate			Floating rate					
	Within 1 year	**Within 1 year**	**After 5 years**	**Within 1 year**	**2 to 5 years**	**After 5 years**	**Non-interest-bearing**	**Total**	**Effective interest rate**
	S$	**S$**	**S$**	**S$**	**S$**	**S$**	**S$**	**S$**	**%**
Group									
2013									
Cash and bank balances	3,000,000	-	-	-	-	-	10,236,156	13,236,156	0.22
Financial assets, at fair value through profit or loss	-	-	-	-	-	-	13,182,975	13,182,975	-
Financial assets, available-for-sale	7,095,910	-	-	-	-	-	33,669,855	40,765,765	5
Trade receivables	-	-	-	-	-	-	695,261	695,261	-
Other current assets	1,350,000	-	-	-	-	-	1,825,502	3,175,502	10
Loan receivable	-	-	-	-	12,342,000	-	-	12,342,000	5.049
Trade and other payables	-	-	-	-	-	-	(24,306,678)	(24,306,678)	-
Borrowings	(28,254)	(132,859)	(9,354)	(12,651,495)	(6,815,067)	(398,986)	-	(20,036,015)	1.12-5.049
	11,417,656	(132,859)	(9,354)	(12,651,495)	5,526,933	(398,986)	35,303,071	39,054,966	

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(iv) *Interest rate risk* (cont'd)

	Fixed rate				
	Within 1 year	2 to 5 years	Non-interest bearing	Total	Effective interest rate
	S$	S$	S$	S$	%
Company					
2014					
Cash and bank balances	-	-	1,861,352	1,861,352	-
Other receivables	-	-	3,924,095	3,924,095	-
Other non-current asset	-	-	12,398,144	12,398,144	-
Trade and other payables	-	-	(1,658,997)	(1,658,997)	-
Borrowings	(21,741)	(77,488)	-	(99,229)	4.31
	(21,741)	(77,488)	16,524,594	16,425,365	
2013					
Cash and bank balances	-	-	102,907	102,907	-
Other receivables	-	-	92,826,441	92,826,441	-
Trade and other payables	-	-	(3,248,955)	(3,248,955)	-
Borrowings	(20,824)	(99,229)	-	(120,053)	4.31
	(20,824)	(99,229)	89,680,393	89,560,340	

A 1% increase/(decrease) in interest rate for the financial assets and financial liabilities with floating rate at the balance sheet date would result in a corresponding decrease/(increase) in loss before tax (2013: profit before tax) as follows:

	Group		Company	
	2014	2013	2014	2013
	S$	S$	S$	S$
Income statement and equity				
- interest rate increased by 1%	(79,923)	(75,235)	-	-
- interest rate decreased by 1%	79,923	75,235	-	-

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(v) Foreign currency risk

There is also exposure to changes in foreign exchange rates arising from foreign currency transactions and balances and changes in fair values. These exposures and changes in fair values from time to time are monitored and any gains and losses are included in the income statement unless otherwise stated in the notes to the financial statements. The Group's policy is to constantly monitor the foreign currency balances and kept them at minimum level sufficient for operational requirements in order to minimise the currency exposures.

The Group and Company's exposure to foreign currency risk is as follows:

	Singapore Dollar	Malaysian Ringgit	United States Dollar	Renminbi	Others	Total
	S$	S$	S$	S$	S$	S$
Group						
2014						
Cash and bank balances	2,226,655	27,925	871,150	-	-	3,125,730
Trade receivables	-	-	27,540	-	-	27,540
Other receivables	601,808	231,582	161,971	-	-	995,361
Financial assets through profit or loss	1,550,000	-	-	-	-	1,550,000
Financial assets, available-for-sale	91,941	2,699,637	21,514,310	79,428	-	24,385,316
Trade and other payables	(4,397,994)	(137,252)	(31,929,578)	-	-	(36,464,824)
Borrowings	(99,229)	(42,984)	(9,292,288)	-	-	(9,434,501)
Net financial (liabilities)/assets	(26,819)	2,778,908	(18,646,895)	79,428	-	(15,815,378)
Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currency	26,819	(79,271)	17,307,682	-	-	17,255,230
Currency exposure	-	2,699,637	(1,339,213)	79,428	-	1,439,852

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(v) Foreign currency risk (cont'd)

	Singapore Dollar	Malaysian Ringgit	United States Dollar	Renminbi	Others	Total
	S$	S$	S$	S$	S$	S$
Group						
2013						
Cash and bank balances	12,445,943	527,501	262,712	-	-	13,236,156
Trade receivables	168,855	-	526,406	-	-	695,261
Other receivables	2,427,994	497,939	248,213	-	1,356	3,175,502
Financial assets through profit or loss	13,182,975	-	-	-	-	13,182,975
Financial assets, available-for-sale	-	-	40,686,337	79,428	-	40,765,765
Loan receivable	12,342,000	-	-	-	-	12,342,000
Trade and other payables	(7,476,783)	(101,647)	(16,728,248)	-	-	(24,306,678)
Borrowings	(4,103,460)	(50,414)	(15,882,141)	-	-	(20,036,015)
Net financial assets	28,987,524	873,379	9,113,279	79,428	1,356	39,054,966
Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currency	(28,987,524)	(907,981)	17,603,271	-	-	(12,292,234)
Currency exposure	-	(34,602)	26,716,550	79,428	1,356	26,762,732

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(v) Foreign currency risk (cont'd)

	Singapore Dollar	Malaysian Ringgit	United States Dollar	Total
	S$	S$	S$	S$
Company				
2014				
Cash and bank balances	1,852,852	-	8,500	1,861,352
Other receivables	1,631,747	110,443	2,181,905	3,924,095
Other non-current assets	12,398,144	-	-	12,398,144
Trade and other payables	(1,658,997)	-	-	(1,658,997)
Borrowing	(99,229)	-	-	(99,229)
Net financial assets	14,124,517	110,443	2,190,405	16,425,365
Less: Net financial assets denominated in the entity's functional currency	(14,124,517)	-	-	(14,124,517)
Currency exposure	-	110,443	2,190,405	2,300,848
2013				
Cash and bank balances	87,528	-	15,379	102,907
Other current assets	88,621,451	166,342	4,038,648	92,826,441
Trade and other payables	(3,248,955)	-	-	(3,248,955)
Borrowing	(120,053)	-	-	(120,053)
Net financial assets	85,339,971	166,342	4,054,027	89,560,340
Less: Net financial assets denominated in the entity's functional currency	(85,339,971)	-	-	(85,339,971)
Currency exposure	-	166,342	4,054,027	4,220,369

A 2% strengthening of the Singapore dollar against the following currencies at the balance sheet date would increase/(decrease) both the income statement and equity by the amounts shown above. This analysis assumes that all other variables, in particular interest rates, remain constant.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(v) *Foreign currency risk* (cont'd)

	Group		Company	
	Increase/ (decrease) Profit or Loss	Increase/ (decrease) Equity	Increase/ (decrease) Profit or loss	Increase/ (decrease) Equity
	S$	S$	S$	S$
2014				
Malaysian ringgit	-	53,993	2,209	-
United States dollar	(28,038)	1,294	43,808	-
Renminbi	1,589	-	-	-
2013				
Malaysian ringgit	(692)	-	3,327	-
United States dollar	73,296	461,035	81,081	-
Renminbi	1,589	-	-	-
Others	27	-	-	-

(vi) *Price risk*

The Group is exposed to equity securities price risk because of the quoted investments held by the Group, which are classified on the consolidated balance sheet as financial assets, at fair value through profit or loss and financial assets, available-for-sale. Some securities are listed in Singapore. The market value of these investments are affected, amongst others, by changes in market prices as a result of changes in global economic conditions, macro and micro economic factors affecting the country, where investments are quoted, and factors specific to investee corporations. The fluctuations in market prices due to the above factors are unforeseen and the Group monitors these changes to respond to them as and when appropriate and necessary.

34 Financial Instruments (cont'd)

(a) Financial Risk Management Policies and Objectives (cont'd)

(vi) Price risk (cont'd)

A 5% (2013: 5%) increase/(decrease) in the underlying equity prices at the reporting date would increase/(decrease) profit or loss and equity by the following amount:

	Group	
	2014	**2013**
	S$	**S$**
Income statement	77,500	659,149
Equity	4,597	39,075

This analysis assumes that all other variables remain constant.

(b) Fair Value of the Group's Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;

(b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(c) Level 3 - Inputs for the assets or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS

31 December 2014

34 Financial Instruments (cont'd)

(b) Fair Value of the Group's Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis (cont'd)

The following table shows an analysis of financial instruments carried at fair value by level of fair value hierarchy:

	Group			
	Level 1	**Level 2**	**Level 3**	**Total**
	S$	**S$**	**S$**	**S$**
2014				
Financial assets, fair value through profit or loss				
- Equity instruments (quoted)	1,550,000	-	-	1,550,000
Financial assets, available-for-sale				
- Equity instruments (quoted)	91,941	-	-	91,941
- Equity instruments (unquoted)	-	-	21,442,046	21,442,046
2013				
Financial assets,fair value through profit or loss				
- Equity instruments (quoted)	13,182,975	-	-	13,182,975
Financial assets, available-for-sale				
- Equity instruments (quoted)	781,503	-	-	781,503
- Equity instruments (unquoted)	-	-	22,207,548	22,207,548
- Debt instruments (unquoted)	-	-	7,095,910	7,095,910

There was no transfer between Level 1 and 2 during the financial years ended 31 December 2014 and 31 December 2013.

Determination of fair value

Fair value of quoted equity instruments are determined directly by reference to their published market bid price at the balance sheet date.

34 Financial Instruments (cont'd)

(b) Fair Value of the Group's Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis (cont'd)

Determination of fair value (cont'd)

Fair value of the unquoted equity and debt instruments being designated as financial assets, available-for-sale is determined based on one of the following basis:

(a) *Enterprise value/Earnings Before Interest Tax and Depreciation ("EV/EBITDA"):* The valuation method is based on adjusted EBITDA multiples (based on the budgeted EBITDA and equivalent corresponding EBITDA multiples of comparable listed companies).

(b) *Discounted cash flows:* The valuation method considers projected cash flows, adjusted EBITDA multiples (based on the budgeted EBITDA and equivalent corresponding EBITDA multiples of comparable listed companies), assessment of third party external debts, marketability discount and cost of capital adjustment.

In prior year, majority of the Group's investments were at their implementation stage and earnings are not reflective for the valuation. As a result, management has determined that using EV/EBITDA method is not appropriate to value the financial instruments, and fair value has been estimated using discounted cash flows.

Movements in Level 3 financial instruments measured at fair value

The following table presents the reconciliation for all financial instruments measured at fair value based inputs for the assets or liability that are not based on observable market data (unobservable inputs).

	Equity instruments (unquoted)	**Debt instruments (unquoted)**	**Total (Unquoted)**
	S$	**S$**	**S$**
Group			
2014			
Opening balance	22,207,548	7,095,910	29,303,458
Total losses recognised in other comprehensive loss			
- net fair value loss on financial assets, available-for-sale	(2,157,508)	(4,770,910)	(6,928,418)
Purchases	331,262	-	331,262
Impairment losses recognised in profit or loss	-	(2,325,000)	(2,325,000)
Currency alignment	1,060,744	-	1,060,744
	21,442,046	-	21,442,046

34 Financial Instruments (cont'd)

(b) Fair Value of the Group's Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis (cont'd)

	Equity instruments (unquoted) S$	Debt instruments (unquoted) S$	Total (Unquoted) S$
Group			
2013			
Opening balance	26,953,341	9,502,276	36,455,617
Total losses recognised in other comprehensive loss			
- net fair value loss on financial assets, available-for-sale	(5,193,344)	(131,862)	(5,325,206)
Purchases	447,551	-	447,551
Disposals	-	(2,274,504)	(2,274,504)
	22,207,548	7,095,910	29,303,458

Information about valuation techniques and inputs used in Level 3:

		Valuation Technique	Significant unobservable inputs	Relationship of unobservable inputs to fair value
(a)	For unquoted equity instruments			
	- For financial year ended 31 December 2014	EV/EBITDA	EV/EBITDA multiple of 1 to 5 times	The higher the EV/EBITDA, the higher the fair value.
	- For financial year ended 31 December 2013	Discounted cashflow	Growth rate from 10% - 15%	The higher the revenue growth rate, the higher the fair value.
			Weighted average cost of capital ("WACC") from 12% - 13%	The higher the WACC, the lower the fair value.
			Operating margin from 23% - 47%	The higher the operating margin, the higher the fair value.
(b)	For unquoted debt instruments for financial years ended 31 December 2014 and 31 December 2013	Discounted cashflow	Probability of default of 5%	The higher the probability of default, the lower the fair value.

34 Financial Instruments (cont'd)

(b) Fair Value of the Group's Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis (cont'd)

The following table shows the impact on the Level 3 fair value measurement of assets that are sensitive to changes in unobservable inputs that reflect reasonably possible alternative assumptions. The positive and negative effects are approximately the same.

		Effect of reasonably possible alternative assumptions	
	Carrying Amount	**Other Comprehensive Income**	
		Increase	**Decrease**
	S$	**S$**	**S$**
<u>2014</u>			
Available-for-sale financial assets:			
Unquoted equity securities	21,442,046	2,785,651	(2,999,177)
<u>2013</u>			
Available-for-sale financial assets:			
Unquoted equity securities	22,270,258	2,364,580	(2,146,672)
Unquoted debt securities	7,095,910	354,796	(354,796)

In order to determine the effect of the above reasonably possible alternative assumptions, the Group adjusted the following key unobservable inputs used in the fair value measurement:

- For unquoted equity securities for the financial year ended 31 December 2014, the Group adjusted the EV/EBITDA multiple by increasing and decreasing the multiple by one.

- For unquoted equity securities for the financial year ended 31 December 2013, the Group adjusted the growth rate, WACC and operating margin by 5%, 1% and 1%, respectively.

- For unquoted debt securities for the financial years ended 31 December 2014 and 31 December 2013, the Group adjusted the probability of default used to calculate the discounted cash flow. The adjustment was made to increase and decrease the assumption by 5%.

34 Financial Instruments (cont'd)

(c) Fair Value of the Group's Financial Assets and Liabilities that are not Measured at Fair Value on a Recurring Basis (but Fair Value Disclosure is Required)

The following summarises the significant methods and assumption used in estimating fair values of financial instruments of the Group and Company that are not measured at fair value on a recurring basis.

(i) Long term financial assets and financial liabilities

The carrying amounts of loan receivable, borrowings, obligations under finance leases and other payables approximate fair value as they bear interest at rates which approximate the current incremental borrowing rate for similar types of lending and borrowing arrangements.

(ii) Other financial assets and liabilities

The carrying amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values because of the short period to maturity.

35 Subsequent Events

Subsequent to financial year ended 31 December 2014:

- the Company is currently in negotiations with a party for the sale of a subsidiary. The said subsidiary holds certain long term assets of the Group as well as certain short and long term debts and liabilities of the Group. If successful, the proposed transaction will enable the Group to procure immediate liquidity for its long term assets and at the same time reduce some of the short and long term debt and liabilities; and

- the Company has entered into a non-legally binding term sheet with a third party in connection with the issuance of 1% unsecured equity linked redeemable structured convertible notes due 2018, with an aggregate principal amount of up to S$25,000,000 in three tranches.

SHAREHOLDERS' INFORMATION

STATISTICS OF SHAREHOLDERS AS OF 20 MARCH 2015

Number of Shares	:	1,097,505,101		
Class of Shares	:	Ordinary shares		
Voting Rights	:	On show of hands	:	One vote for each member
		On a poll	:	One vote for each ordinary share
Treasury Shares	:	Nil (there were no treasury shares)		

VOTING RIGHTS

Shareholder's voting rights are set out in Article 65 of the Company's Article of Association.

On a show of hands, every member who is present in person or by proxy shall have one vote and on a poll, every member who is present in person or by proxy shall have one vote for every share which he holds or represents.

ANALYSIS OF SHAREHOLDINGS BY RANGE

Size of Shareholding	No. of Shareholders	%	No. of Shares	%
1 – 99	53	1.24%	2,062	*
100 - 1,000	449	10.48%	204,917	0.02%
1,001 – 10,000	909	21.22%	6,221,366	0.57%
10,001 – 1,000,000	2,771	64.68%	343,356,286	31.28%
1,000,001 and above	102	2.38%	747,720,470	68.13%
	4,284	100.00%	1,097,505,101	100.00%

* Negligible

SHAREHOLDERS' INFORMATION

SHAREHOLDINGS HELD BY THE PUBLIC

Based on information available to the Company as at 20 March 2015, 50.58% of the issued ordinary shares of the Company is held by the public, and therefore, Rule 723 of the Listing Manual is complied with.

LIST OF TWENTY LARGEST SHAREHOLDERS

S/No.	Name of Shareholders	No. of Shares	%
1	RHB SECURITIES SINGAPORE PTE LTD	113,567,000	10.35
2	BALHETCHET CAESAR KEVIN	59,366,182	5.41
3	UNITED OVERSEAS BANK NOMINEES PTE LTD	46,586,586	4.24
4	ABN AMRO NOMS S"PORE PTE LTD	46,461,000	4.23
5	DBS NOMINEES PTE LTD	39,218,112	3.57
6	ASIASONS INVESTMENT MANAGERS INC	34,000,000	3.10
7	LIM CHEE SAN	32,400,000	2.95
8	ABN AMRO CLEARING BANK N.V.	28,633,000	2.61
9	PHILLIP SECURITIES PTE LTD	21,933,644	2.00
10	OCBC SECURITIES PRIVATE LTD	18,290,144	1.67
11	MAYBANK KIM ENG SECS PTE LTD	18,264,790	1.66
12	RAFFLES NOMINEES (PTE) LTD	16,907,400	1.54
13	TAN AIK TI RON	16,889,443	1.54
14	TAN HEE NAM	14,000,000	1.28
15	CITIBANK NOMS S'PORE PTE LTD	13,214,200	1.20
16	LI HUA	12,004,000	1.09
17	LIM & TAN SECURITIES PTE LTD	9,277,892	0.85
18	ONG TECK BENG (WANG DEMING)	7,300,000	0.67
19	CIMB SEC (S'PORE) PTE LTD	6,671,060	0.61
20	LIM SOOK LIN	6,050,000	0.55
		561,034,453	51.12

SHAREHOLDERS' INFORMATION

SUBSTANTIAL SHAREHOLDERS

Shareholder's Name	Direct Interest	Deemed Interest
Asiasons Investment Managers, Inc	268,000,000	108,000,000
Porterhouse Capital Limited	107,000,000	-
Balhetchet Caesar Kevin	59,366,182	-
Datuk Jared Lim Chih Li[1]	-	483,000,000
Ng Teck Wah[1]	-	483,000,000

1 By virtue of interests in Asiasons Investments Managers, Inc and Porterhouse Capital Limited

NOTICE OF ANNUAL GENERAL MEETING

31 December 2014

ASIASONS CAPITAL LIMITED

Company Registration No. 199906459N
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 on Wednesday, 29 April 2015 at 3:00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Directors' Report and Auditors' Report thereon.
[See Explanatory Note (i)]

2. To re-elect Mr. Att Asavanund as Director of the Company pursuant to Article 97 of the Articles of Association of the Company.
[See Explanatory Note (ii)] **(Resolution 1)**

3. To re-elect Datuk Jared Lim Chih Li as Director of the Company pursuant to Article 91 of the Articles of Association of the Company.
[See Explanatory Note (iii)] **(Resolution 2)**

4. To approve the payment of Directors' fees of S$148,742 for the financial year ended 31 December 2014 (2013: S$201,000). **(Resolution 3)**

5. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications,:-

Ordinary Resolution :
Authority to issue and allot shares

"That, pursuant to Section 161 of the Companies Act, Chapter 50 and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**"), including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,

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

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

provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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 (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares to be issued under such circumstances (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below); and

(2) (subject to such manner of calculation and adjustments 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 (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities;

(ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST 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

(4) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (iv)] **(Resolution 5)**

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Teo Boon Lee
Thum Sook Fun
Company Secretaries

Singapore, 14 April 2015

NOTICE OF ANNUAL GENERAL MEETING

31 December 2014

Explanatory Notes:

(i) This Agenda item is meant for discussion only, as the provision of Section 201(1) of the Companies Act (Chapter 50) does not require a formal approval for the Audited Financial Statements from the shareholders. Hence, this Agenda item is not put forward to shareholders for voting.

(ii) Mr. Att Asavanund will, upon re-election as Director of the Company, remain as member of Nominating Committee, Audit Committee and Remuneration Committee and will be considered as non-independent.

(iii) Datuk Jared Lim Chih Li will, upon re-election as Director of the Company, remain as Managing Director of the Company.

(iv) The Ordinary Resolution in item No. 6, if passed, will empower the Directors of the Company effective from the date of the above Meeting 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 at a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares in pursuance of such Instruments, up to a number not exceeding, in aggregate 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company.

For the purpose of this Resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

NOTICE OF ANNUAL GENERAL MEETING

31 December 2014

Notes:

(a) A member of the Company entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company.

(b) Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.

(c) A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

(d) The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.

(e) The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registered Office at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

IMPORTANT
1. For investors who have used their CPF monies to buy the Company's shares, this **Annual Report** is forwarded to them at the request of their CPF approved nominees and is sent solely FOR INFORMATION ONLY.
2. This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes to be used or purported to be used by them.
3. CPF investors who wish to vote should contact their CPF Approved Nominees.

ASIASONS CAPITAL LIMITED

Company Registration No. 199906459N
(Incorporated in the Republic of Singapore)

Proxy Form

I/We____________________________________NRIC/Passport No.________________________
of____(Address)

being a member/members of **ASIASONS CAPITAL LIMITED (**the **"Company")** hereby appoint

Name	Address	NRIC/Passport No.	Proportion of Shareholdings to be represented by proxy (%)

*and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings to be represented by proxy (%)

or failing *him/them, the Chairman of the meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the Annual General Meeting of the Company to be held at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 on Wednesday, 29 April 2015 at 3:00 p.m., and at any adjournment thereof.

Note: Please indicate with an **"X"** in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions as set out in the **Notice of Annual General Meeting**. In the absence of specific directions or in the event of any item arising not summarised below, the proxy/proxies may vote or abstain from voting as he/they may think fit.

No.	Ordinary Resolutions	For	Against
1	To re-elect Mr. Att Asavanund as Director of the Company pursuant to Article 97 of the Articles of Association of the Company.		
2	To re-elect Datuk Jared Lim Chih Li as Director of the Company pursuant to Article 91 of the Articles of Association of the Company.		
3	To approve the payment of Directors' fees of S$148,742 for the financial year ended 31 December 2014.		
4	To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.		
5	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50.		

Note: Please note that the short descriptions given above of the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the **Notice of Annual General Meeting** for the full purpose and intent of the Resolutions to be passed.

Dated this ______ day of _______________ 2015

Total Number of Shares Held

____
Signature(s) of Member(s)/
Common Seal of Corporate Shareholder

** Delete accordingly*

IMPORTANT: PLEASE READ NOTES OVERLEAF

IMPORTANT NOTES TO PROXY FORM :

1. A member of the Company entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
5. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registered Office at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
6. A member should insert the total number of shares held by you. If the member has shares entered against his/her name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by member of the Company.
7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument of proxy or proxies lodged if the members are not shown to have shares against their name in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the Personal Data Privacy term as set out in the Notice of the Annual General Meeting dated 14 April 2015.

Affix postage stamp here

ASIASONS CAPITAL LIMITED
22 Cross Street
#03-54/61 South Bridge Court
China Square Central
SINGAPORE 048421

ASIASONS | 亞昇投資集團

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