SINOCLOUD GROUP LIMITED
(THE "COMPANY")
(Company Registration No.: 34050)
(Incorporated in Bermuda on 13 August 2003)

Unaudited Fourth Quarter and Twelve Months Financial Statement And Dividend Announcement for the Financial Period Ended 31 March 2019

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

CONSOLIDATED INCOME STATEMENT
FOR THE PERIOD ENDED 31 MARCH 2019
(Expressed in Hong Kong thousand dollars)

	Three Months Ended			Twelve Months Ended		
	Group	Group		Group	Group	
	31.3.2019	31.3.2018	%	31.3.2019	31.3.2018	%
	(Unaudited)	(Unaudited)	+/(-)	(Unaudited)	(Audited)	+/(-)
Revenue	10,779	36,702	(71)	52,873	89,472	(41)
Other income	-	85	(100)	7,782	22,754	(66)
Employee benefits expense	(2,731)	(2,692)	1	(10,830)	(10,604)	2
Depreciation of property, plant and equipment	(2,338)	(1,437)	63	(9,333)	(10,097)	(8)
Amortisation of intangible assets	(2,412)	(2,412)	0	(9,649)	(9,649)	0
Impairment of:						
-investment in associates	-	(26,400)	(100)	-	(26,400)	(100)
-amount due from associates	-	(22,719)	(100)	-	(22,719)	(100)
Operating lease income/ (expense)	24	(27)	NM	(2,826)	(5,504)	(49)
Provision for warranty	-	(1,201)	(100)	-	(1,201)	(100)
Subcontracting fee	-	(18,153)	(100)	-	(27,619)	(100)
Bandwidth fee	(2,941)	(2,625)	12	(17,113)	(10,000)	71
Other expenses	(2,606)	(2,971)	(12)	(12,080)	(11,501)	5
Foreign exchange adjustment gain/ (loss)	333	(1,612)	NM	904	681	33
Finance costs	(613)	(1,159)	(47)	(3,306)	(3,229)	2
Share of associates' loss	-	(315)	(100)	-	(1,288)	(100)
Loss before tax	(2,505)	(46,936)	(95)	(3,578)	(26,904)	(87)
Income tax (expense)/ benefit	(412)	105	NM	(4,810)	(7,994)	(40)
Loss for the financial period	(2,917)	(46,831)	(94)	(8,388)	(34,898)	(76)
(Loss)/ Profit attributable to:						
Equity holders of the Company	(3,974)	(51,627)	(92)	(13,940)	(49,936)	(72)
Non-controlling interest	1,057	4,796	(78)	5,552	15,038	(63)
	(2,917)	(46,831)	(94)	(8,388)	(34,898)	(76)

NM: Not meaningful

1(a)(ii) A consolidated statement (for the group) of comprehensive income together with a comparative statement for the corresponding period of the immediately preceding financial year

SINOCLOUD GROUP LIMITED
CONSOLIDATED COMPREHENSIVE INCOME STATEMENT
FOR THE PERIOD ENDED 31 MARCH 2019
(Expressed in Hong Kong thousand dollars)

	Three Months Ended			Twelve Months Ended		
	31.3.2019	31.3.2018	%	31.3.2019	31.3.2018	%
	(Unaudited)	**(Unaudited)**	+/(-)	**(Unaudited)**	**(Audited)**	+/(-)
Loss for the period	**(2,917)**	**(46,831)**	(94)	**(8,388)**	**(34,898)**	(76)
Other comprehensive income/ (loss)						
Currency translation difference arising from consolidation	5,452	13,553	(60)	(14,037)	17,425	NM
Total comprehensive income/ (loss) for the year	**2,535**	**(33,278)**	NM	**(22,425)**	**(17,473)**	28
Total comprehensive income/ (loss) attributable to						
Equity holders of the Company	(703)	(45,044)	(98)	(22,362)	(39,481)	(43)
Non-controlling interest	3,238	11,766	(72)	(63)	22,008	(100)
Total comprehensive income/ (loss) for the period	**2,535**	**(33,278)**	NM	**(22,425)**	**(17,473)**	28

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

SINOCLOUD GROUP LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019
(Expressed in Hong Kong thousand dollars)

	The Group		The Company	
	As at 31.3.2019 (Unaudited)	As at 31.3.2018 (Audited)	As at 31.3.2019 (Unaudited)	As at 31.3.2018 (Audited)
ASSETS				
Non-current assets				
Property, plant and equipment	197,732	220,800	-	-
Intangible assets	141,968	151,617	-	-
Amount due from subsidiaries (non-trade)	-	-	117,566	104,507
	339,700	372,417	117,566	104,507
Current assets				
Trade and other receivables	110,948	169,544	12,737	31,851
Cash and bank balances	168	724	-	-
	111,116	170,268	12,737	31,851
TOTAL ASSETS	450,816	542,685	130,303	136,358
LIABILITIES				
Current liabilities				
Trade and other payables	52,185	106,101	12,285	9,448
Short term borrowing	5,262	49,967	-	-
Loans from shareholder	-	2,000	-	-
Convertible bonds	13,220	-	-	-
Provision for warranty	862	1,266	-	-
	71,529	159,334	12,285	9,448
Non-current liabilities				
Convertible bonds	-	13,220	13,220	13,220
Loans from shareholder	7,974	4,074	-	-
Trade payables	27,681	-	-	-
	35,655	17,294	13,220	13,220
			-	-
TOTAL LIABILITIES	107,184	176,628	25,505	22,668
NET ASSETS	343,632	366,057	104,798	113,690
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	14,311	14,311	14,311	14,311
Share premium	473,003	473,003	473,003	473,003
Contributed surplus	16,456	16,456	16,456	16,456
Translation reserve	1,206	9,628	-	-
Statutory reserve	5,863	5,863	-	-
Revaluation reserve	98	98	-	-
Other reserve	15,120	15,120	-	-
Accumulated losses	(266,806)	(252,866)	(398,972)	(390,080)
	259,251	281,613	104,798	113,690
Non-controlling interest	84,381	84,444	-	-
TOTAL EQUITY	343,632	366,057	104,798	113,690

(b)(ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

	As at 31.3.2019 In HK$'000		As at 31.3.2018 In HK$'000	
	Secured	**Unsecured**	**Secured**	**Unsecured**
Short term loan from bank	-	5,262	-	6,246
Amount due to director of the Company	-	1,242	-	1,020
Loan from director of a subsidiary	-	-	-	7,445
Loan from third party	-	585	-	625
Short term loan from a financial institution	-	-	-	43,721
Loans from a shareholder of the Company	-	-	-	2,000
Convertible bonds	-	13,220	-	-

Amount repayable after one year

	As at 31.3.2019 In HK$'000		As at 31.3.2018 In HK$'000	
	Secured	**Unsecured**	**Secured**	**Unsecured**
Loans from a shareholder of the Company	-	7,974	-	4,074
Convertible bonds	-	-	-	13,220

Details of any collateral

Not applicable as there are no collateral on the Group's borrowings and debt securities.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

SINOCLOUD GROUP LIMITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2019 (Expressed in Hong Kong thousand dollars)				
	Three Months Ended		Twelve Months Ended	
	31.3.2019	31.3.2018	31.3.2019	31.3.2018
Operating activities				
Loss for the financial period	(2,505)	(46,936)	(3,578)	(26,904)
Adjustments:				
Depreciation of property, plant and equipment	2,338	1,437	9,333	10,097
Amortisation of intangible assets	2,412	2,412	9,649	9,649
Share of associates' loss	-	315	-	1,288
Property, plant and equipment written off	-	50	-	50
Impairment of investment in associates	-	26,400	-	26,400
Impairment of amount due from associates	-	22,719	-	22,719
Provision for warranty	-	1,201	-	1,201
Interest expense	613	1,159	3,306	3,229
Interest income	-	(1)	-	(1)
Operating profit before working capital changes	2,858	8,756	18,710	47,728
Trade and other receivables	(2,364)	(62,526)	29,050	(69,966)
Trade and other payables	20	28,727	(23,836)	39,258
Cash generated from/ (used in) operations	514	(25,043)	23,924	17,020
Income tax paid	-	-	(4,397)	(7,994)
Net cash generated from/ (used in) operating activities	514	(25,043)	19,527	9,026
Investing activities				
Proceeds from refundable deposit for a potential acquisition	-	-	39,823	-
Additions to property, plant and equipment	-	(12,137)	-	(156,778)
Prepayment for software development	-	-	(12,749)	-
Interest income received	-	1	-	1
Net cash (used in)/ generated from investing activities	-	(12,136)	27,074	(156,777)
Financing activities				
Repayment of short term borrowing from bank	(585)	-	(585)	(2,084)
Repayment of lease obligations	-	-	-	(36,233)
Repayment of loan from third party	-	-	-	(4,681)
Proceeds of loan from a shareholder of the Company	400	-	1,900	4,074
Proceeds of loan from director of the Company	280	500	480	500
Proceeds of loan from director of a subsidiary	-	-	-	5,418
Repayment of loan from director of a subsidiary	(203)	-	(7,028)	-
Repayment of loan/ borrowing from a financial institution	-	39,953	(40,465)	41,453
Interest paid	(105)	(1,816)	(1,278)	(3,229)
Proceeds from capital injection by a shareholder of a subsidiary	-	-	-	136,754
Net cash (used in)/ generated from financing activities	(213)	38,637	(46,976)	141,972
Net increase/ (decrease) in cash and cash equivalents	301	1,458	(375)	(5,779)
Cash and cash equivalents at beginning of the financial period	389	564	724	1,081
Effect of exchange rate changes in cash and cash equivalents	(522)	(1,298)	(181)	5,422
Cash and cash equivalents at end of the financial period	168	724	168	724

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Group	Attributable to equity holders of the Company									
	Share capital	**Share premium**	**Contributed surplus**	**Translation reserve**	**Statutory reserve**	**Revaluation reserve**	**Other reserve**	**Accumulated losses**	**Non-controlling Interest**	**Total equity**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**
Balance as at 1 April 2018	**14,311**	**473,003**	**16,456**	**9,628**	**5,863**	**98**	**15,120**	**(252,866)**	**84,444**	**366,057**
Loss for the period from 1.4.2018 to 30.6.2018	-	-	-	-	-	-	-	(3,467)	1,128	(2,339)
Other comprehensive loss, net of tax	-	-	-	(7,008)	-	-	-	-	(4,325)	(11,333)
Total comprehensive loss	-	-	-	(7,008)	-	-	-	(3,467)	(3,197)	(13,672)
Balance as at 30 June 2018	**14,311**	**473,003**	**16,456**	**2,620**	**5,863**	**98**	**15,120**	**(256,333)**	**81,247**	**352,385**
Loss for the period from 1.7.2018 to 30.9.2018	-	-	-	-	-	-	-	(4,849)	870	(3,979)
Other comprehensive loss, net of tax	-	-	-	(4,570)	-	-	-	-	(3,395)	(7,965)
Total comprehensive loss	-	-	-	(4,570)	-	-	-	(4,849)	(2,525)	(11,944)
Balance as at 30 September 2018	**14,311**	**473,003**	**16,456**	**(1,950)**	**5,863**	**98**	**15,120**	**(261,182)**	**78,722**	**340,441**
Profit for the period from 1.10.2018 to 31.12.2018	-	-	-	-	-	-	-	(1,650)	2,497	847
Other comprehensive loss, net of tax	-	-	-	(115)	-	-	-	-	(76)	(191)
Total comprehensive income	-	-	-	(115)	-	-	-	(1,650)	2,421	656
Balance as at 31 December 2018	**14,311**	**473,003**	**16,456**	**(2,065)**	**5,863**	**98**	**15,120**	**(262,832)**	**81,143**	**341,097**

Group	Attributable to equity holders of the Company									
	Share capital	**Share premium**	**Contributed surplus**	**Translation reserve**	**Statutory reserve**	**Revaluation reserve**	**Other reserve**	**Accumulated losses**	**Non-controlling Interest**	**Total equity**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**
Balance as at 31 December 2018	**14,311**	**473,003**	**16,456**	**(2,065)**	**5,863**	**98**	**15,120**	**(262,832)**	**81,143**	**341,097**
Loss for the period from 1.1.2019 to 31.3.2019	-	-	-	-	-	-	-	(3,974)	1,057	(2,917)
Other comprehensive income, net of tax	-	-	-	3,271	-	-	-	-	2,181	5,452
Total comprehensive income	-	-	-	3,271	-	-	-	(3,974)	3,238	2,535
Balance as at 31 March 2019	**14,311**	**473,003**	**16,456**	**1,206**	**5,863**	**98**	**15,120**	**(266,806)**	**84,381**	**343,632**

Group	Attributable to equity holders of the Company									
	Share capital HK$'000	**Share premium HK$'000**	**Contributed surplus HK$'000**	**Translation reserve HK$'000**	**Statutory reserve HK$'000**	**Revaluation reserve HK$'000**	**Other deficit HK$'000**	**Accumulated losses HK$'000**	**Non-controlling Interest HK$'000**	**Total equity HK$'000**
Balance as at 1 April 2017	**10,918**	**438,396**	**16,456**	**(3,785)**	**5,863**	**98**	**(52,475)**	**(199,972)**	**31,277**	**246,776**
Profit for the period from 1.4.2017 to 30.6.2017	-	-	-	-	-	-	-	8,412	8,569	16,981
Contribution by and distributions to owners										
Write off of translation reserve arising from	-	-	-	2,958	-	-	-	(2,958)	-	-
GY Fund capital injection	-	-	-	-	-	-	37,936	-	24,188	62,124
Total contribution by and distributions to owners	-	-	-	2,958	-	-	37,936	(2,958)	24,188	62,124
Balance as at 30 June 2017	**10,918**	**438,396**	**16,456**	**(827)**	**5,863**	**98**	**(14,539)**	**(194,518)**	**64,034**	**325,881**
Profit for the period from 1.7.2017 to 30.9.2017	-	-	-	-	-	-	-	(586)	2,573	1,987
Other comprehensive income, net of tax	-	-	-	253	-	-	-	-	-	253
Total comprehensive income	-	-	-	253	-	-	-	(586)	2,573	2,240
Contribution by and distributions to owners										
GY Fund capital injection	-	-	-	1,823	-	-	43,179	-	33,386	78,388
Total contribution by and distributions to owners	-	-	-	1,823	-	-	43,179	-	33,386	78,388
Balance as at 30 September 2017	**10,918**	**438,396**	**16,456**	**1,249**	**5,863**	**98**	**28,640**	**(195,104)**	**99,993**	**406,509**
Loss for the period from 1.10.2017 to 31.12.2017	-	-	-	-	-	-	-	(6,135)	(900)	(7,035)
Contribution by and distributions to owners										
Issuance of shares	3,393	34,608	-	-	-	-	(15,824)	-	(22,177)	-
GY Fund capital injection	-	-	-	1,795	-	-	-	-	-	1,795
Total contribution by and distributions to owners	3,393	34,608	-	1,795	-	-	(15,824)	-	(22,177)	1,795
Balance as at 31 December 2017	**14,311**	**473,004**	**16,456**	**3,044**	**5,863**	**98**	**12,816**	**(201,239)**	**76,916**	**401,269**

Group	Attributable to equity holders of the Company									
	Share capital HK$'000	**Share premium HK$'000**	**Contributed surplus HK$'000**	**Translation reserve HK$'000**	**Statutory reserve HK$'000**	**Revaluation reserve HK$'000**	**Other deficit HK$'000**	**Accumulated losses HK$'000**	**Non-controlling Interest HK$'000**	**Total equity HK$'000**
Balance as at 31 December 2017	**14,311**	**473,004**	**16,456**	**3,044**	**5,863**	**98**	**12,816**	**(201,239)**	**76,916**	**401,269**
Loss for the period from 1.1.2018 to 31.3.2018	-	-	-	-	-	-	-	(51,627)	4,796	(46,831)
Other comprehensive income, net of tax	-	(1)	-	6,584	-	-	-	-	6,970	13,553
Total comprehensive loss	-	(1)	-	6,584	-	-	-	(51,627)	11,766	(33,278)
Contribution by and distributions to owners										
Issuance of shares	-	-	-	-	-	-	1	-	-	1
GY Fund capital injection	-	-	-	-	-	-	2,303	-	(4,238)	(1,935)
Total contribution by and distributions to owners	-	-	-	-	-	-	2,304	-	(4,238)	(1,934)
Balance as at 31 March 2018	**14,311**	**473,003**	**16,456**	**9,628**	**5,863**	**98**	**15,120**	**(252,866)**	**84,444**	**366,057**

Company	Attributable to equity holders of the Company				
	Share capital	**Share premium**	**Contributed surplus**	**Accumulated losses**	**Total equity**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**
Balance as at 1 April 2018	**14,311**	**473,003**	**16,456**	**(390,080)**	**113,690**
Loss for the period from 1.4.2018 to 30.6.2018	-	-	-	(2,325)	(2,325)
Balance as at 30 June 2018	**14,311**	**473,003**	**16,456**	**(392,405)**	**111,365**
Loss for the period from 1.7.2018 to 30.9.2018	-	-	-	(2,584)	(2,584)
Balance as at 30 September 2018	**14,311**	**473,003**	**16,456**	**(394,989)**	**108,781**
Loss for the period from 1.10.2018 to 31.12.2018	-	-	-	(1,951)	(1,951)
Balance as at 31 December 2018	**14,311**	**473,003**	**16,456**	**(396,940)**	**106,830**
Loss for the period from 1.1.2019 to 31.3.2019	-	-	-	(2,032)	(2,032)
Balance as at 31 March 2019	**14,311**	**473,003**	**16,456**	**(398,972)**	**104,798**

Company	Attributable to equity holders of the Company				
	Share capital HK$'000	**Share premium HK$'000**	**Contributed surplus HK$'000**	**Accumulated losses HK$'000**	**Total equity HK$'000**
Balance as at 1 April 2017	**10,918**	**438,396**	**16,456**	**(325,744)**	**140,026**
Loss for the period from 1.4.2017 to 30.6.2017	-	-	-	(2,424)	(2,424)
Balance as at 30 June 2017	**10,918**	**438,396**	**16,456**	**(328,168)**	**137,602**
Loss for the period from 1.7.2017 to 30.9.2017	-	-	-	(2,412)	(2,412)
Balance as at 30 September 2017	**10,918**	**438,396**	**16,456**	**(330,580)**	**135,190**
Loss for the period from 1.10.2017 to 31.12.2017	-	-	-	(3,770)	(3,770)
Contribution by and distributions to					
Issuance of shares	3,393	34,608	-	-	38,001
Total contribution by and distributions to owners	3,393	34,608	-	-	38,001
Balance as at 31 December 2017	**14,311**	**473,004**	**16,456**	**(334,350)**	**169,421**
Loss for the period from 1.1.2018 to 31.3.2018	-	-	-	(55,730)	(55,730)
Other comprehensive loss, net of tax	-	(1)	-	-	(1)
Total comprehensive loss	-	(1)	-	(55,730)	(55,731)
Balance as at 31 March 2018	**14,311**	**473,003**	**16,456**	**(390,080)**	**113,690**

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Issued and fully paid-up ordinary shares	Share capital HK$'000
Balance as at 31 December 2018 and 31 March 2019	**14,310,670,617**	**14,311**

On 28 November 2017, the Company entered into two separate convertible bonds agreements with Mr Lam Cho Ying Terence Joe and Mr Soo Kok Beng Peter ("**Subscribers**") respectively, for bonds in aggregate principal amount of S$2,256,000 to be issued by the Company, due on 27 November 2019 ("**Convertible Bonds**"). The Convertible Bonds are convertible into 1,128,000,000 new shares in the capital of the Company at a conversion price of S$0.002 for each share. As at 31 March 2019 and as at the date of this announcement, no conversion has taken place.

The total number of shares that may be issued on conversion of all the outstanding convertibles of the Company as at 31 March 2019 is 1,128,000,000 (31 March 2018: 1,128,000,000). The convertible securities as at 31 March 2019 relate to the Convertible Bonds. Save for the above, the Company does not have any other convertible securities.

There were no treasury shares and subsidiary holdings as at 31 March 2019 and 31 March 2018.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued shares excluding treasury shares as at 31 March 2019 was 14,310,670,617 (31 March 2018: 14,310,670,617).

There were no treasury shares as at 31 March 2019 and 31 March 2018.

1(d)(iv) A statement showing all sales, transfers, cancellation, and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial period reported on.

1(d)(v) A statement showing all sales, transfers, cancellation, and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during and as at the end of the current financial period reported on.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The figures have not been audited nor reviewed by the Group's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reportin7g period compared with the audited financial statements for the financial year ended 31 March 2018. The adoption of the new and amended International Financial Reporting Standards (IFRS) and Interpretations of IFRS (INT IFRS) that are mandatory for financial year beginning on or after 1 April 2018 does not result in substantial changes to the Group's financial statements.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

Please refer to paragraph 4 above.

6. Loss per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

	3 Months Ended 31.3.2019	**3 Months Ended 31.3.2018**	**12 Months Ended 31.3.2019**	**12 Months Ended 31.3.2018**
Loss attributable to equity holders of the Company (HK$'000)	(3,974)	(51,627)	(13,940)	(49,936)
Weighted average number of shares in issue	14,310,670,617	14,310,670,617	14,310,670,617	12,563,116,801
Loss per ordinary share (HK cents)				
- Based on weighted average number of ordinary shares in issue	**(0.03)**	**(0.40)**	**(0.10)**	**(0.40)**
- On a fully diluted basis (Please see note below)	**(0.03)**	**(0.40)**	**(0.10)**	**(0.40)**

Note:
The convertible bonds in aggregate principal amount of S$2,256,000 which expired on 26 May 2017 has no dilutive effect for the three-month and twelve-month financial period ended 31 March 2018. The Convertible Bonds expiring on 27 November 2019 has no dilutive effect for the three-month and twelve-month financial period ended 31 March 2019.

7. Net asset value (for the issuer and group) per ordinary share based on total number of issued shares excluding treasury shares at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	As at 31.3.2019	As at 31.3.2018
Net asset value of the Company per ordinary share	**HK$0.007**	**HK$0.008**
Net asset value of the Group per ordinary share	**HK$0.018**	**HK$0.020**

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Following the completion of the Group's acquisition of 63% interest in SinoCloud 01 Limited on 1 October 2015, SinoCloud 01 Limited ("**SC01**" and together with its subsidiaries comprising SinoCloud 01 Limited, SinoCloud 01 (HK) Limited, SinoCloud Data (Guiyang) Limited and Guiyang Zhongdian Gaoxin Digital Technologies Limited ("**GYZD**"), the "**S01 Group**") are treated as subsidiaries of the Group. The Group has consolidated the profit or loss and financial position of the S01 Group into the Group's financial statements. On 7 March 2017, the Group acquired an additional 18% interest in SC01 and the S01 Group became a 81% subsidiary of the Group. Since 15 May 2017 and as at 30 June 2017, the Company's effective interest in GYZD was reduced from 81% to 66.42% as a result of an initial investment of RMB54.0 million by Guiyang Gaoxin Big Data Fund Company ("**Guiyang Fund**") in GYZD ("**Initial Guiyang Fund Investment**"). On 6 July 2017, the Company's effective interest in GYZD was reduced from 66.42% to 48.6%, as a result of additional investment of RMB66.0 million ("**Subsequent Guiyang Fund Investment**") by Guiyang Fund in GYZD. Please refer to the Company's announcements on 16 May 2017 and 6 July 2017 for further information on the Initial Guiyang Fund Investment and the Subsequent Guiyang Fund Investment. On 6 October 2017, the Group completed the acquisition of an additional 19.0% equity interest in SC01 and accordingly, SC01 became a 100.0% owned subsidiary of the Group, and the Company's effective interest in GYZD increased from 48.6% to 60.0%. The remaining stake of 40% in GYZD not held by the Group shall be treated as non-controlling interest and will be reported separately in the Group's financial statements for the financial period ended 31 March 2019.

(A) REVIEW OF FINANCIAL RESULTS

Revenue

Revenue generated in the three months ended ("**3M**") 31 March 2019 decreased by HK$25.9 million, from HK$36.7 million in the 3M 31 March 2018 to HK$10.8 million in the 3M 31 March 2019. Further, revenue decreased by HK$36.6 million, from HK$89.5 million in the twelve months ended ("**12M**") 31 March 2018 to HK$52.9 million in the 12M 31 March 2019. The higher revenue in 12M 31 March 2018 as compared to 12M 31 March 2019 was mainly due to certain non-recurring revenue arising from the internet data centre services in the 12M 31 March 2018.

Other income

Other income of HK$85 thousand in the 3M 31 March 2018 was related to government subsidy received by GYZD. There was no such income in the 3M 31 March 2019.

Other income of HK$7.8 million in the 12M 31 March 2019 comprised (i) government subsidy received by GYZD of HK$7.3 million; (ii) recovery of a receivable written-off during the financial year ended 31 March 2017 of HK$0.2 million; and (iii) income from reversal of provision for warranty of HK$0.3 million due to change of scope of a contract for the internet data centre service.

Other income of HK$22.8 million in the 12M 31 March 2018 comprised government subsidy received by GYZD of HK$4.1 million, and reversal of interest expenses accrued in prior years in respect of a finance lease arrangement of GYZD of HK$18.7 million. The reversal of interest expense was due to interest savings as a result of an early settlement by the subsidiary – GYZD, with the lessor of GYZD during the 3M 30 June 2017.

Operating expenses

Employee benefits expenses was HK$2.7 million in both 3M 31 March 2018 and 3M 31 March 2019, and remained relatively stable at HK$10.6 million in the 12M 31 March 2018 and HK$10.8 million in the 12M 31 March 2019.

Depreciation of property, plant and equipment increased by HK$0.9 million, from HK$1.4 million in the 3M 31 March 2018 to HK$2.3 million in the 3M 31 March 2019. Depreciation charge during 3M 31 March 2018 included audit adjustment for the financial year ended 31 March 2018. The depreciation charge decreased by HK$0.8 million, from HK$10.1 million in the 12M 31 March 2018 to HK$9.3 million in the 12M 31 March 2019, mainly due to the decrease in property, plant and equipment.

Amortisation of intangible assets remained at HK$2.4 million in both 3M 31 March 2019 and 3M 31 March 2018, and remained at HK$9.6 million in both 12M 31 March 2019 and 12M 31 March 2018. It relates to the amortisation of intangible assets of customer contract and favorable lease arising from the acquisition of SC01.

Impairment of investment in associates, China Satellite Mobile Communications Group Limited ("**CSMCG**"), amounted to HK$26.4 million in 3M 31 March 2018 and 12M 31 March 2018 and nil in 3M 31 March 2019 and 12M 31 March 2019. In December 2017, CSMCG signed a master distributor agreement with a global broadband services and technology company for the distribution of mobile satellite products and services in the PRC, subject to the approval of product type and in-country service license as required by the relevant PRC regulatory authorities. Due to the uncertainty in obtaining the requisite approval from the relevant PRC authorities, change of market potential in satellite business where CSMCG operates in and the net liabilities position of CSMCG, the management of the Group is of the view that the investment in CSMCG and amount due from CSMCG to be recovered is nil under a prudent approach, coupled with other assessment factors including uncertainty in CSMCG obtaining financial support and no revenue. As a result, an impairment of HK$22.7 million was also provided for in respect of the amount due from CSMCG in in 3M 31 March 2018 and 12M 31 March 2018.

The Group recorded operating lease income of HK$24 thousand in the 3M 31 March 2019 (due to reversal of over provision of operating lease expense in the 9M 31 December 2018), as compared to operating lease expense of HK$27 thousand in the 3M 31 March 2018. Operating lease expense decreased by HK$2.7 million, from HK$5.5 million in the 12M 31 March 2018 to HK$2.8 million in the 12M 31 March 2019, mainly due to lower rental expenses incurred in the 3M 31 March 2019 and 12M 31 March 2019 which was attributable to the relocation of GYZD's office as well as reassessment of operating lease expenses accrued and payable in respect of the GYZD's IDC.

There was no provision for warranty in the 3M 31 March 2019 and 12M 31 March 2019. Provision for warranty of HK$1.2 million in the 3M 31 March 2018 and 12M 31 March 2018 relates to the after-sales technical services to be provided for the IDC business.

There was no subcontracting fee incurred in the 3M 31 March 2019 and 12M 31 March 2019. Subcontracting fee of HK$18.2 million and HK$27.6 million in the 3M 31 March 2018 and 12M 31 March 2018 respectively, related to outsource fees payable to subcontractors for some of the project implementation process in GYZD.

Bandwidth fee increased by HK$0.3 million, from HK$2.6 million in the 3M 31 March 2018 to HK$2.9 million in the 3M 31 March 2019, and increased by HK$7.1 million, from HK$10.0 million in the 12M 31 March 2018 to HK$17.1 million in the 12M 31 March 2019. The increase was mainly due to additional bandwidth resource acquired to cater for service expansion.

Other expenses, comprising primarily office overhead, and legal and professional fees, decreased by HK$0.4 million, from HK$3.0 million in the 3M 31 March 2018 to HK$2.6 million in the 3M 31 March 2019. The decrease was mainly due to decrease in professional fees of the Group in the 3M 31 March 2019. Other expenses increased by HK$0.6 million, from HK$11.5 million in the 12M 31 March 2018 to HK$12.1 million in the 12M 31 March 2019. The increase was mainly due to an increase in consultancy service incurred by GYZD in relation to its operation.

Foreign exchange adjustment relates to gain or loss on translation from RMB to HK$ (as the reporting currency of GYZD is RMB whereas reporting currency of the Group is HK$). The Group reported a gain in foreign exchange adjustment of HK$0.3 million in the 3M 31 March 2019 as compared to a loss of HK$1.6 million in the 3M 31 March 2018. Foreign exchange adjustment gain increased by HK$0.2 million, from HK$0.7 million in the 12M 31 March 2018 to HK$0.9 million in the 12M 31 March 2019.

Finance costs decreased by HK$0.6 million, from HK$1.2 million in the 3M 31 March 2018 to HK$0.6 million in the 3M 31 March 2019. The decrease was due to the interest expense incurred on a short term loan of RMB35.0 million provided by a financial institution to GYZD in the 3M 31 March 2018, where the short term loan was fully repaid during 3M 30 September 2018. Finance costs increased slightly by HK$0.1 million, from HK$3.2 million in the 12M 31 March 2018 to HK$3.3 million in the 12M 31 March 2019.

Share of associates' loss amounted to HK$0.3 million and nil in the 3M 31 March 2018 and 3M 31 March 2019 respectively, and amounted to HK$1.3 million and nil in the 12M 31 March 2018 and 12M 31 March 2019 respectively. Such loss in 3M 31 March 2018 and 12M 31 March 2018 relates to the Company's investment in China Satellite Mobile Communications Group Limited ("**CSMCG**"), which was fully impaired during FY2018. As a result, no share of loss of associate was recognised in the 3M 31 March 2019 and 12M 31 March 2019.

Income tax

The Group recorded income tax expense of HK$0.4 million in the 3M 31 March 2019, as compared to income tax benefit of HK$0.1 million in the 3M 31 March 2018. Income tax decreased by HK$3.2 million, from HK$8.0 million in the 12M 31 March 2018 to HK$4.8 million in the 12M 31 March 2019, which relates to the provision of income tax of GYZD during the respective financial period.

Net loss after taxation

As a result of the aforesaid, the Group recorded a loss after tax of HK$2.9 million and HK$8.4 million in the 3M 31 March 2019 and 12M 31 March 2019 respectively, as compared to a loss after tax of HK$46.8 million and HK$34.9 million in the 3M 31 March 2018 and 12M 31 March 2018 respectively.

(B) REVIEW OF FINANCIAL POSITION

Non-Current Assets

Non-current assets of the Group decreased by HK$32.7 million, from HK$372.4 million as at 31 March 2018 to HK$339.7 million as at 31 March 2019. Non-current assets comprised (i) property, plant and equipment; and (ii) intangible assets.

(i) Property, plant and equipment

The net book value of property, plant and equipment decreased by HK$23.1 million, from HK$220.8 million as at 31 March 2018 to HK$197.7 million as at 31 March 2019. The decrease was mainly due to (i) depreciation charge of HK$9.3 million during 12M 31 March 2019; and (ii) exchange difference of HK$13.8 million arising from depreciation of RMB against HK$.

(ii) Intangible assets

Intangible assets decreased by HK$9.6 million, from HK$151.6 million as at 31 March 2018 to HK$142.0 million as at 31 March 2019, due to amortisation charge during the period. The intangible assets relate to the business combination of SC01, comprising (i) goodwill of HK$124.1 million, representing the excess value of total purchase consideration over the fair value of the net identifiable assets; (ii) customer contract of HK$5.3 million; and (iii) favorable lease of HK$12.6 million as at 31 March 2019.

Current Assets

Current assets decreased by HK$59.2 million, from HK$170.3 million as at 31 March 2018 to HK$111.1 million as at 31 March 2019. Current assets comprised (i) trade and other receivables; and (ii) cash and bank balances.

(i) Trade and other receivables

Trade and other receivables decreased by HK$58.6 million, from HK$169.5 million as at 31 March 2018 to HK$110.9 million as at 31 March 2019.

Trade and other receivables as at 31 March 2019 comprised (a) trade receivables of HK$57.6 million; (b) other receivables and prepayment of HK$40.8 million; and (c) loan and deposit from vendors of CSMCG of HK$12.5 million.

(a) Trade receivables decreased by HK$5.1 million, from HK$62.7 million as at 31 March 2018 to HK$57.6 million as at 31 March 2019, mainly due to decrease in revenue in 12M 31 March 2019 contributed by the IDC business and customer settlement of the trade receivables, as well as translation loss from depreciation of RMB against HK$. The management of the Company had assessed the aging of the trade receivables as at 31 March 2019, and taking into account the debtors' payment patterns and track records, it is of the opinion that no provision for impairment is necessary.

(b) Other receivables and prepayment increased by HK$9.2 million, from HK$31.6 million as at 31 March 2018 to HK$40.8 million as at 31 March 2019. The balance as at 31 March 2019 comprised (i) prepayment of HK$8.6 million in respect of GY IDC Phase II equipment; (ii) prepayment of HK$27.0 million in respect of software development for IDC business; and (iii) aggregate deposits and prepayments of HK$5.2 million primarily in relation to the IDC business.

(c) Loan and deposit from vendors of CSMCG (the "**CSMCG Vendors**") decreased by HK$19.1 million, from HK$31.6 million as at 31 March 2018 to HK$12.5 million as at 31 March 2019, due to repayment made by the CSMCG Vendors during 12M 31 March 2019.

On 7 May 2018, the Company entered into a supplemental repayment agreement with the CSMCG Vendors to extend the repayment date of the outstanding sum ("**Repayment Agreement**"). Please refer to the announcement of the Company dated 7 May 2018 for details on the Repayment Agreement. As at the date of this announcement, HK$12.5 million remained outstanding from the CSMCG Vendors and the CSMCG Vendors had made regular repayment to the Group in accordance with the schedule set out in the Repayment Agreement.

(d) GYZD placed a refundable deposit of RMB35.0 million (equivalent to HK$41.4 million, at an exchange rate of RMB1: HK$1.185) ("**Refundable Deposit**") to Zhongdian Zhiyun Holdings Limited（中电智云控股有限公司) ("**ZDZY**") for a potential acquisition of an IDC in Lian Yun Gang in the PRC on 17 May 2018. GYZD had on 30 September 2018 mutually agreed with ZDZY not to proceed with the aforementioned potential acquisition. Accordingly, the Refundable Deposit had been duly repaid by ZDZY to GYZD during 3M 30 September 2018. Please refer to the announcement of the Company dated 17 May 2018 and 2 October 2018 for details.

(ii) Cash and bank balances

Cash and bank balances decreased by HK$0.5 million, from HK$0.7 million as at 31 March 2018 to HK$0.2 million as at 31 March 2019. Please refer to "Cashflows" on the movement in cash and cash equivalents.

Current Liabilities

Current liabilities decreased by HK$87.8 million, from HK$159.3 million as at 31 March 2018 to HK$71.5 million as at 31 March 2019. Current liabilities comprised mainly (i) trade and other payables; (ii) short term borrowing; (iii) loans from shareholder; (iv) convertible bonds; and (v) provision for warranty.

(i) Trade and other payables

Trade and other payables decreased by HK$53.9 million, from HK$106.1 million as at 31 March 2018 to HK$52.2 million as at 31 March 2019. Trade and other payables as at 31 March 2019 comprised (a) trade payables of HK$13.4 million; (b) other payables of HK$35.7 million; (c) customer deposits of HK$1.9 million; and (d) amount due to directors of HK$1.2 million.

(a) Trade payables decreased by HK$37.1 million, from HK$50.5 million as at 31 March 2018 to HK$13.4 million as at 31 March 2019. Trade payables as at 31 March 2019 relate to (i) outstanding balance owing to an equipment supplier upon termination of the finance lease arrangement under GYZD of HK$0.3 million; (ii) outstanding balance owing to bandwidth suppliers of HK$0.6 million; and (iv) outstanding balance owing to subcontractors of HK$12.5 million incurred by GYZD.

The operating lease expenses payable as at 31 March 2019 was nil (31 March 2018: HK$26.9 million) as a result of a reclassification of HK$26.9 million from current liabilities to non-current liabilities. Reclassification is due to reassessment of operating lease expenses accrued and payable in respect of GYZD's IDC to be repayable to the landlord after 12 months from the financial period ending 31 March 2019.

(b) Other payables decreased by HK$13.9 million, from HK$49.6 million as at 31 March 2018 to HK$35.7 million as at 31 March 2019. Other payables as at 31 March 2019 comprised mainly (i) development and consultancy fees in relation to GYZD's IDC business of HK$14.1 million; (ii) income tax payable of HK$11.8 million; and (iii) accrued operating expenses of the Group of HK$9.8 million.

(c) Customer deposits decreased by HK$3.1 million, from HK$5.0 million as at 31 March 2018 to HK$1.9 million as at 31 March 2019. Customer deposits as at 31 March 2019 relate to the receipt of deposits from customers of GYZD, where the service has yet been provided.

(d) Amount due to directors of the Company and a director of a subsidiary of the Company decreased by HK$7.3 million, from HK$8.5 million as at 31 March 2018 to HK$1.2 million as at 31 March 2019. The loans were provided for operation purpose, and are interest-free, unsecured and repayable on demand.

(ii) Short term borrowing

Short term borrowing comprised (i) short term loan from a bank; and (ii) short term loan from a financial institution.

Short term loan from a bank decreased by HK$0.9 million, from HK$6.2 million as at 31 March 2018 to HK$5.3 million as at 31 March 2019. The decrease was due to partial repayment and depreciation of RMB against HK$ as the loans were denominated in RMB. The loan bears an interest rate of 8.28% per annum and is repayable on or before 9 March 2019. The loan is guaranteed by Shenzhen Zhongdian Lechu Data Technology Co., Limited ("**Shenzhen Co**"), the holding company of GYZD. GYZD is in the process to renew the short term loan with the bank.

Short term loan from a financial institution – Northern International Trust Co. Limited 北方國際信托股份有限公司 of HK$43.7 million as at 31 March 2018 was fully repaid as at 30 September 2018. The loan bears an interest rate of 8.5% per annum and guaranteed by Guiyang Zhongdian Guiyun Communication Development Co., Limited, a 75%-subsidiary of Shenzhen Co, and a director of the Company.

(iii) Loans from shareholder

Loans from a shareholder of the Company was HK$2.0 million as at 31 March 2018 and nil as at 31 March 2019, mainly due to reclassification of HK$2.0 million loan from current liabilities to non-current liabilities as the Company had entered into an agreement with the said shareholder to extend the repayment date of the outstanding loan to 31 March 2021. The loans are interest-bearing at 15% per annum and unsecured.

(iv) Convertible bonds

Convertible bonds relate to the Convertible Bonds of an aggregate amount of S$2.26 million (equivalent to HK$13.2 million) entered into by the Company with the Subscribers in November 2017, which bears interest rate at 12% per annum at a conversion price of S$0.002 for each Share. The Convertible Bonds are due on 27 November 2019, within a year as at 31 March 2019. Accordingly, it was reclassified from non-current liabilities to current liabilities as at 31 March 2019.

(v) Provision for warranty

Provision for warranty decreased by HK$0.4 million, from HK$1.3 million as at 31 March 2018 to HK$0.9 million as at 31 March 2019, due to depreciation of RMB against HK$ as well as change of scope of a sales contract for the internet data centre service.

Non-current Liabilities

Non-current liabilities increased by HK$18.4 million, from HK$17.3 million as at 31 March 2018 to HK$35.7 million as at 31 March 2019. Non-current liabilities comprised (i) convertible bonds; (ii) loans from shareholder; and (iii) trade payables.

(i) Convertible bonds

The Convertible Bonds are due on 27 November 2019, which is within a year as at 31 March 2019. Accordingly, it was reclassified from non-current liabilities to current liabilities as at 31 March 2019.

(ii) Loans from shareholder

Loans from a shareholder of the Company increased by HK$3.9 million, from HK$4.1 million as at 31 March 2018 to HK$8.0 million as at 31 March 2019, due to reclassification of HK$2.0 million from current liabilities, due to the extension of the due date to 31 March 2021, and new loans of HK$1.9 million during 12M 31 March 2019. The loans are interest-bearing at 15% per annum and unsecured.

(iii) Trade payables

Trade payables relate to accruals for operating lease of HK$27.7 million. Accrued operating lease expenses of HK$26.9 million was reclassified from current liabilities to non-current liabilities during the 12M 31 March 2019, and HK$0.8 million being additional accrual in the 12M 31 March 2019. Reclassification from current to non-current was due to reassessment of operating lease expenses accrued and payable in respect of GYZD's IDC to be repayable to the landlord 12 months after the financial period ending 31 March 2019.

Working Capital

The Group reported a positive working capital of HK$39.6 million as at 31 March 2019, as compared to a positive working capital of HK$11.0 million as at 31 March 2018.

(C) CASH FLOWS

(a) 3M 31 March 2019

Net cash generated from operating activities for the 3M 31 March 2019 amounted to HK$0.5 million. This was mainly due to (i) an operating profit before changes in working capital of HK$2.9 million; (ii) an increase in trade and other receivables of HK$2.4 million; and (iii) an increase in trade and other payables of HK$20 thousand.

There was no cash used in or generated from investing activities in the 3M 31 March 2019.

Net cash used in financing activities of HK$0.2 million in the 3M 31 March 2019 relates to (i) repayment of short term loan borrowing from a director of subsidiary of HK$0.2 million; (ii) repayment of short term borrowing from bank of HK$0.6 million; and (iii) interest paid of HK$0.1 million, partially offset by (iv) loan from a shareholder of the Company of HK$0.4 million; and (v) short term loan from a director of the Company of HK$0.3 million.

As a whole, the Group generated cash and cash equivalents of HK$0.3 million in the 3M 31 March 2019. The cash and cash equivalents as at 31 March 2019 amounted to HK$0.2 million.

(b) 12M 31 March 2019

Net cash generated from operating activities for the 12M 31 March 2019 amounted to HK$18.9 million. This was due to (i) an operating profit before changes in working capital of HK$18.7 million; (ii) a decrease in trade and other receivables of HK$29.1 million; (iii) a decrease in trade and other payables of HK$24.4 million; and (iv) income tax paid of HK$4.4 million.

Net cash generated from investing activities for the 12M 31 March 2019 amounted to HK$27.1 million. This was mainly due to proceeds from refundable deposit for a potential acquisition of HK$39.8 million, partially offset by prepayment for software development of HK$12.8 million.

Net cash used in financing activities of HK$46.4 million in the 12M 31 March 2019 relates to (i) repayment of short term loan from a director of subsidiary of HK$7.0 million; (ii) repayment of loan/borrowing from a financial institution of HK$39.9 million; (iii) interest paid of HK$1.3 million, (iv) repayment of short term borrowing from bank of HK$0.6 million; partially offset by (v) loan from a shareholder of the Company of HK$1.9 million; and (vi) short term loan from a director of the Company of HK$0.5 million.

As a whole, the Group used cash and cash equivalents of HK$0.4 million in the 12M 31 March 2019. The cash and cash equivalents as at 31 March 2019 amounted to HK$0.2 million.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable.

10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

The Group derives its revenue primarily from GYZD, which has been generating positive results since early 2016. As set out in the Company's annual report for the financial year ended 31 March 2018 and the Company's announcement dated 4 July 2018, GYZD is expecting to complete the construction of the phase II development with a then-capacity of hosting 1,000 racks, to increase GYZD's existing capacity of 660 racks to 1,660 racks. Currently, GYZD is in the process of expanding its capacity of hosting 1,500 racks in place of original plan of 1,000 racks as set out above. Due to the changes in GYZD's end-users requirements, such expansion will be divided into phases, where the capacity of hosting 500 racks is expected to be in operation in the second half of 2019 rather than the previous plan of first half of 2019.

The Group continues to focus its efforts on strengthening its IDC business to capture the continuing growth from the IDC market in the PRC. Furthermore, the Group will be looking for other IDC related investment opportunities which will enable the Group to maximise its return in the long run.

The Company is exploring various alternatives to strengthen its financial positions and cash position. The Company will make the necessary announcement(s) in due course.

11. Dividend

If a decision regarding dividend has been made :-

(a) Whether an interim (final) ordinary dividend has been declared (recommended)

None.

(b)(i) and (b)(ii) Amount of dividend per share of the current reporting financial period and of the previous corresponding period.

Nil (3M 31 March 2018: nil).

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

No dividend is declared/recommended by the Directors for the 12M 31 March 2019 as the Company is loss making.

13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

No IPT general mandate has been obtained by the Group from the Company's shareholders.

14. Negative assurance on interim financial statements pursuant to Rule 705(5)

We, Chan Andrew Wai Men and Chu Yin Ling, Karen, being directors of the Company do hereby confirm on behalf of the Board of Directors that, to the best knowledge of the Board of Directors, nothing has come to the attention of the Board of Directors which may render the interim financial statements for the 3 months ended 31 March 2019 to be false or misleading in any material aspect.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

BY ORDER OF THE BOARD

Chan Andrew Wai Men
Chairman and Chief Executive Officer

Chu Yin Ling, Karen
Executive Director

15 May 2019

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

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

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.