UNITAS HOLDINGS LIMITED
宏海控股集團有限公司

(Formerly known as Chanceton Financial Group Limited)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8020)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2017

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the "Directors") of UNITAS HOLDINGS LIMITED (the "Company" and together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.

HIGHLIGHTS

- The Group audited revenue of approximately HK$198.34 million for the year ended 31 March 2017 (2016: HK$141.15 million), representing an increase of approximately 40.52% when compared to the corresponding period in 2016.
- The Group recorded audited net loss attributable to owners of the Company for the year ended 31 March 2017 of approximately HK$198.55 million (2016: net profit of approximately HK$18.49 million). Such turnaround in performance was mainly due to (i) a slip in performances of the Group's corporate finance advisory business and shipping business for the year ended 31 March 2017 as compared with the same period in 2016; (ii) increase in share of loss of the Group's investment in an associate related to AIDS medication business to approximately HK$157.54 million from approximately HK$22.66 million in 2016; (iii) loss on impairment on goodwill of approximately HK$139.95 million arising from the acquisition of Ture Yield Limited related to shipping business in September 2015; (iv) imputed interest incurred in connection with the convertible bonds issued by the Company of approximately HK$6 million; (v) gain on fair value changes in contingent consideration payables in connection with the acquisition of Ture Yield Limited of approximately HK$102.23 million which partially set off the effect; (vi) realised and unrealised gain on fair value changes in available-for-sale financial assets in relation to listed securities and share options issued by listed companies of approximately HK$7.50 million which partially set off the effect.
- **The Board wishes to emphasise that items (ii) to (v) of the above-mentioned are non-cash in nature and have no cash flow impact to the Group. The Group remains in a stable financial condition.**
- The Board does not recommend the payment of a dividend for the year ended 31 March 2017.

ANNUAL RESULTS (AUDITED)

The board of Directors (the "**Board**") of Unitas Holdings Limited (the "**Company**") is pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 March 2017 (the "**Financial Year**"), together with the audited comparative figures for the corresponding period in 2016, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2017

	Notes	2017 HK$'000	2016 HK$'000
Revenue	5	**198,336**	141,151
Cost of operations		**(180,411)**	(96,530)
Gross profit		**17,925**	44,621
Other gains and losses	5	**9,319**	(7,059)
Administrative and operating expenses		**(24,028)**	(16,660)
Impairment loss recognised in respect of available-for-sale financial assets		**–**	(8,000)
Impairment loss recognised in respect of trade receivables		**(162)**	(320)
Impairment loss on goodwill		**(139,948)**	–
Change in fair value of contingent consideration payables		**102,234**	38,909
Finance cost	6	**(6,008)**	(5,594)
Share of result of an associate		**(157,541)**	(22,657)
(Loss)/profit before tax	7	**(198,209)**	23,240
Income tax	8	**(344)**	(4,749)
(Loss)/profit for the year		**(198,553)**	18,491
Other comprehensive income, net of income tax			
Item that may be reclassified subsequently to profit or loss:			
Share of changes in other comprehensive income in an associate		**93**	79
Other comprehensive income for the year		**93**	79
Total comprehensive (loss)/income for the year		**(198,460)**	18,570
(Loss)/profit for the year attributable to:			
Owners of the Company		**(198,553)**	18,491
Total comprehensive (loss)/income for the year attributable to the owners of the Company		**(198,460)**	18,570
(Loss)/earnings per share			
Basic and diluted (HK cents)	10	**(8.74)**	0.83

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2017

	Notes	2017 HK$'000	2016 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment		**1,250**	221
Goodwill		**98,000**	237,948
Interest in an associate		**–**	157,448
Available-for-sale financial assets		**–**	2,000
		99,250	397,617
Current assets			
Trade receivables	*11*	**1,671**	2,547
Financial assets at fair value through profit or loss		**7,470**	381
Prepayments, deposits and other receivables		**18,129**	22,913
Promissory note receivable		**1,666**	3,000
Amount due from a related company		**60**	72
Cash and cash equivalents		**19,138**	15,531
		48,134	44,444
Less: Current liabilities			
Other payables and accruals		**2,146**	1,779
Convertible bond		**83,199**	–
Tax payable		**6,489**	5,346
		91,834	7,125
Net current (liabilities)/assets		**(43,700)**	37,319
Total assets less current liabilities		**55,550**	434,936
Less: Non-current liabilities			
Convertible bond		**–**	77,191
Contingent consideration payables		**39,895**	178,609
Deferred tax liabilities		**710**	1,701
		40,605	257,501
Net assets		**14,945**	177,435
EQUITY			
Equity attributable to the owners of the Company			
Share capital	*12*	**23,330**	22,600
Reserves		**(8,385)**	154,835
Total equity		**14,945**	177,435

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2017

	Attributable to the owners of the Company							
	Share capital HK$'000	**Share premium** HK$'000	**Other reserve** HK$'000 (Note (i))	**Exchange translation reserve** HK$'000 (Note (ii))	**Convertible bond reserve** HK$'000 (Note (iii))	**Share option reserve** HK$'000 (Note (iv))	**Accumulated losses** HK$'000	**Total equity** HK$'000
At 1 April 2015	22,200	124,131	529	(15)	22,856	1,954	(33,190)	138,465
Profit for the year	–	–	–	–	–	–	18,491	18,491
Other comprehensive income for the year, net of income tax	–	–	–	79	–	–	–	79
Total comprehensive income for the year	–	–	–	79	–	–	18,491	18,570
Issue of consideration shares	400	20,000	–	–	–	–	–	20,400
At 31 March 2016 and 1 April 2016	22,600	144,131	529	64	22,856	1,954	(14,699)	177,435
Loss for the year	–	–	–	–	–	–	(198,553)	(198,553)
Other comprehensive income for the year, net of tax	–	–	–	93	–	–	–	93
Total comprehensive loss for the year	–	–	–	93	–	–	(198,553)	(198,460)
Release upon deregistration of subsidiaries	–	–	(510)	–	–	–	–	(510)
Issue of consideration shares	730	35,750	–	–	–	–	–	36,480
As at 31 March 2017	**23,330**	**179,881**	**19**	**157**	**22,856**	**1,954**	**(213,252)**	**14,945**

Notes:

(i) The amount represented the difference between the nominal amount of shares issued by the Company and the aggregate amount of the share capital of subsidiaries acquired under common control pursuant to the reorganisation during the year ended 31 March 2012.

(ii) The amount represented the share of changes in other comprehensive income in an associate which is the exchange differences relating to the translation of the net assets of the associate's foreign operations from their functional currencies to the associate's presentation currency.

(iii) The amount represented the equity component of the convertible bond issued during the year ended 31 March 2013.

(iv) The amount represented the equity-settled share-based payments recognised during the year ended 31 March 2015.

The accompany notes form an integral part of these consolidated financial statements.

1. CORPORATE INFORMATION

Unitas Holdings Limited (formerly known as Chanceton Financial Group Limited) was incorporated as an exempted company with limited liability in the Cayman Islands on 20 April 2011. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681 KY1-1111, Cayman Islands. The principal place of business is Room 801B, 8/F., Tsim Sha Tsui Centre West Wing, No.66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company had its primary listing on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 October 2011.

The Company acts as an investment holding company.

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is also the functional currency of the Company. All values are rounded to the nearest thousand (HK$'000), unless otherwise stated.

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

In the current year, the Group has applied for the first time, the following new and revised standards, amendments and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2016. A summary of the new HKFRSs are set out as below:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle
HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisition of Interests in Joint Operation
HKFRS 14	Regulatory Deferral Accounts
HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements

The application of the above amendments to HKFRSs and HKAS in the current year has had no material impact on the Group's financial performance and financial positions for the current and prior years and/or on the disclosures set out in the Group's consolidated financial statements.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 cycle[5]
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment[2]
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contract[2]
HKFRS 9	Financial Instruments[2]
HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associates or Joint Venture[4]
HKFRS 15	Revenue from Contracts with Customers[2]
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 Revenue from Contracts with Customers[2]
HKFRS 16	Leases[3]
HKAS 7 (Amendments)	Disclosure Initiative[1]
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses[1]
HKFRS 40 (Amendments)	Transfers of Investment Property[2]
HK(IFRIC) Int 22	Foreign Currency Transactions and Advance Consideration[2]

1 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
2 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
3 Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
4 Effective for annual periods beginning on or after a date to be determined.
5 Effective for annual periods beginning on or after 1 January 2017 and 2018, as appropriate.

HKFRS 9 Financial Instruments

HKFRS 9 issued in November 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in November 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in July 2014 mainly to include (a) impairment requirements for financial assets and (b) limited amendments to the classification and measurement requirements by introducing a fair value through other comprehensive income ("FVTOCI") measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised; and

- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an "economic relationship". Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018.

The directors anticipate that the adoption of HKFRS 9 in the future may have an impact on the amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

Amendments to HKFRS 10 and HKAS 28 Sale or *Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments to HKFRS 10 and HKAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The directors do not anticipate that the application of these amendments to HKFRS 10 and HKAS 28 will have a material impact on the Group's consolidated financial statements.

HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

– Step 1: Identify the contract(s) with a customer

– Step 2: Identify the performance obligations in the contract

– Step 3: Determine the transaction price

– Step 4: Allocate the transaction price to the performance obligations in the contract

– Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

HKFRS 16 *Leases*

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases", introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classify cash repayments of the lease liability into a principal portion and an interest portion and present them in the statement of cash flows. Also, the right-of use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for lease that are classified as operating leases under the predecessor standard, HKAS 17.

Total operating lease commitment of the Group is respect of its office premises as at 31 March 2017 was amounting to approximately HK$998,000. The directors do not expect the adoption of HKFRS 16 as compared with the current accounting policy would result in significant impact on the Group's results but it is expected that certain portion of these commitments will be required to be recognised in the consolidated statement of financial position as right-of use assets and lease liabilities. Other than that, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

The directors do not anticipate that the application of these amendments to HKFRS 16 will have a material impact on the Group's consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities ("Listing Rules") on the GEM of the Stock Exchange of Hong Kong Limited and by the disclosure requirement Hong Kong Companies Ordinance ("CO").

(b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

Going concern

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group notwithstanding that:

- The Group has incurred a net loss of approximately HK$198,553,000 during the year ended 31 March 2017 and, as of that date, the Group had net current liabilities of approximately HK$43,700,000; and

- The Group had convertible bond of approximately HK$83,199,000 which is due within the next twelve months after 31 March 2017. The directors of the Company adopted the going concern basis in the preparation of consolidated financial statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group:

  (1) Financial support

  Four of our major shareholders and the convertible notes holder, have confirmed to provide continuing financial support to the Group to enable it to continue as a going concern and to settle the liabilities as and when they fall due.

  (2) Alternative source of funding

  The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer and placing of new shares.

  (3) Control policy for operating cost

  The Group will implement operation plans to control costs and generate adequate cash flows from the Group's operations.

In the opinion of the directors of the Company, in light of the various measures/arrangements implemented after the end of the reporting period, the Group will have sufficient working capital for its current requirements and it is reasonable to expect the Group to remain a commercially viable concern. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

4. SEGMENT INFORMATION

Information reported to the management of the Group, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performances focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and specifically focuses on the Group's operating divisions. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable and operating segments under HKFRS 8 are as follows:

- corporate finance advisory service
- dry bulk shipping

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

	Corporate finance advisory service		**Dry bulk shipping**		**Consolidated**	
	2017	2016	**2017**	2016	**2017**	2016
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Revenue	**6,124**	17,823	**192,212**	123,328	**198,336**	141,151
Segment results	**4,678**	11,612	**(132,696)**	23,965	**(128,018)**	35,577
Unallocated corporate expenses					**(10,715)**	(14,999)
Unallocated corporate income					**1,839**	4
Impairment loss recognised in respect of AFS financial assets					**–**	(8,000)
Change in fair value of contingent consideration payables					**102,234**	38,909
Share of result of an associate					**(157,541)**	(22,657)
Finance cost					**(6,008)**	(5,594)
(Loss)/profit before tax					**(198,209)**	23,240
Income tax					**(344)**	(4,749)
(Loss)/profit for the year					**(198,553)**	*18,491*

Revenue reported was generated from external customers. There were no inter-segment sales for the year (2016: Nil).

Segment results represent the (loss incurred)/profit earned by each segment without allocation of other gains and losses, impairment loss recognised in respect of AFS financial assets, change in fair value of contingent consideration payables, share of result of an associate, finance cost and income tax. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Segment assets and liabilities

	Corporate finance advisory service		Dry bulk shipping		Consolidated	
	2017	2016	**2017**	2016	**2017**	2016
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Segment assets	**13,259**	7,722	**128,905**	264,186	**142,164**	271,908
Unallocated assets					**5,220**	170,153
Consolidated total assets					**147,384**	442,061
Segment liabilities	**2,209**	1,438	**5,338**	4,781	**7,547**	6,219
Unallocated liabilities					**124,892**	258,407
Consolidated total liabilities					**132,439**	264,626

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than corporate financial assets, interest in an associate and promissory note receivable;

- all liabilities are allocated to reportable segments other than convertible bond, contingent consideration payables and other corporate financial liabilities.

Other segment information

	Corporate finance advisory service		Dry bulk shipping		Unallocated		Consolidated	
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Other segment information								
Depreciation of property, plant and equipment	**(41)**	(25)	**(110)**	(12)	**–**	–	**(151)**	(37)
Impairment loss recognised in respect of AFS financial assets	**–**	–	**–**	–	**–**	(8,000)	**–**	(8,000)
Impairment loss recognised in respect of trade receivables	**(162)**	(320)	**–**	–	**–**	–	**(162)**	(320)
Change in fair value of contingent consideration payables	**–**	–	**–**	–	**102,234**	38,909	**102,234**	38,909
Gain on disposal of property, plant and equipment	**–**	11	**–**	–	**–**	–	**–**	11
Net proceed from disposal of financial assets at FVTPL	**9,620**	2,805	**–**	–	**–**	–	**9,620**	2,805
Share of result of an associate	**–**	–	**–**	–	**(157,541)**	(22,657)	**(157,541)**	(22,657)
Impairment loss of goodwill	**–**	–	**(139,948)**	–	**–**	–	**(139,948)**	–
Gain on settlement of promissory note receivable and interest receivable	**108**	–	**–**	–	**–**	–	**108**	–
Impairment loss recognised in respect of other receivables	**(148)**	–	**–**	–	**–**	–	**(148)**	–
Gain on deregistration of subsidiaries	**–**	–	**–**	–	**510**	–	**510**	–
Fair value change in financial assets at FVTPL	**5,693**	(195)	**–**	–	**1,810**	(7,500)	**7,503**	(7,695)
Additions to non-current assets*	**1,180**	13	**–**	238,160	**–**	–	**1,180**	238,173

* The amount represents additions to property, plant and equipment, goodwill for the years ended 31 March 2017 and 2016.

Information about major customers

Revenue from major customers, each of them amounted to 10% or more of the Group's revenue, are set out below:

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Customer A	**37,783**	52,100
Customer B *(Note)*	**40,753**	N/A
Customer C *(Note)*	**23,359**	N/A
Customer D *(Note)*	**21,762**	N/A

Note: The customer contributed less than 10% of the total revenue of the Group during last year.

Geographical information

The Group's operations are located in Hong Kong and overseas.

For the years ended 31 March 2017 and 2016, all of the Group's revenue is derived from Hong Kong and overseas.

The revenues generated from corporate financial advisory service is mainly in Hong Kong and provision of dry bulk shipping business services are classified into international shipping. For the geographical information, freight revenues from dry bulk shipping are analysed based on the destination of the ports at different geographical territory.

	Revenue	
	2017	2016
	HK$'000	*HK$'000*
Hong Kong	**6,124**	17,823
Overseas:		
– Asia Pacific	**53,896**	3,514
– Europe	**132,684**	67,714
– Southwest Asia	**5,632**	52,100
	198,336	141,151

The following is an analysis of the carrying amount of segment assets analysed by the geographical area in which the assets are located:

	Non-current assets	
	2017	2016
	HK$'000	*HK$'000*
The PRC	**–**	157,448
Hong Kong	**99,250**	240,169
	99,250	397,617

5. REVENUE AND OTHER GAINS AND LOSSES

Revenue represents income received from dry bulk shipping and related business and corporate finance advisory services rendered during the year.

An analysis of the revenue of the Group by principal activities are as follows:

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Corporate finance advisory service income	**6,124**	17,823
Dry bulk shipping business income	**192,212**	123,328
	198,336	141,151

Other gains/(losses) received during the years are as follows:

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Interest income from a promissory note receivable	**1,143**	599
Gain on disposal of property, plant and equipment	**–**	11
Sundry income	**203**	26
Impairment loss on other receivables	**(148)**	–
Gain on settlement of promissory note receivable and interest receivable	**108**	–
Gain on deregistration of subsidiaries	**510**	–
Fair value change in financial assets at FVTPL:		
– Unrealised gain/(loss) on financial assets at FVTPL	**5,872**	(7,500)
– Realised gain/(loss) on financial assets at FVTPL	**1,631**	(195)
	9,319	(7,059)

6. FINANCE COST

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Imputed interest on convertible bond	**6,008**	5,594

7. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging:

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Employee benefit expenses (including directors' and chief executive officer's emoluments)		
– Wages, salaries, allowance and bonus	**12,577**	7,849
– Contribution to retirement benefits schemes	**267**	211
	12,844	8,060
Depreciation of property, plant and equipment	**151**	37
Auditors' remuneration		
– audit services	**600**	500
– non-audit services	**100**	100
	700	600
Minimum lease payments under operation leases		
– Property rental	**1,212**	587

8. INCOME TAX

Hong Kong profits tax is calculated at the rate of 16.5% (2016: 16.5%) of the estimated assessable profit arising in Hong Kong during the year.

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
Current tax – Hong Kong	**1,335**	5,672
Deferred tax	**(991)**	(923)
	344	4,749

9. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend in respect of the year ended 31 March 2017 (2016: Nil).

10. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

	Year ended 31 March	
	2017	2016
	HK$'000	*HK$'000*
(Loss)/profit attributable to the owners of the Company for the purpose of basic and diluted (loss)/earnings per share	**(198,553)**	18,491

	Year ended 31 March	
	2017	2016
	'000	'000
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	**2,272,593**	2,240,603

During the years ended 31 March 2017 and 2016, the Company's outstanding convertible bond and share options were not included in the calculation of diluted (loss)/earning per share because the effect of the Company's outstanding convertible bond and share options were anti-dilutive and therefore the diluted (loss)/earning per share are the same as the basic (loss)/earning per share.

11. TRADE RECEIVABLES

The Group's trading term with its clients is, in general, due upon the issuance of invoices. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables arising from the provision of corporate advisory are non-interest-bearing.

	2017	2016
	HK$'000	*HK$'000*
Trade receivables	**1,671**	2,547

An aging analysis of trade receivables as at the end of the reporting period, based on the invoice date, net of impairment loss, is as follows:

	2017	2016
	HK$'000	*HK$'000*
Current to 30 days	**715**	680
31 – 60 days	**300**	190
61 – 90 days	**150**	350
Over 91 days	**506**	1,327
	1,671	2,547

The following is an aging analysis of the trade receivables which are past due but not impaired:

	2017	2016
	HK$'000	*HK$'000*
Current to 30 days	**715**	680
31 – 60 days	**300**	190
61 – 90 days	**150**	350
Over 91 days	**506**	1,327
	1,671	2,547

Announcement for the past due but not impaired trade receivables, although no collateral is held, the Group has assessed the credit worthiness, past payment history and substantial settlement after the reporting date, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts. The Group seeks to maintain strict control over its outstanding trade receivables. Overdue balances are reviewed regularly by the management.

Movements of impairment loss on trade receivables:

	2017	2016
	HK$'000	*HK$'000*
As at 1 April	**–**	405
Impairment loss recognised on trade receivables	**162**	320
Written off during the year	**(162)**	(725)
As at 31 March	–	–

Impairment loss recognised in respect of trade receivables are individually impaired trade receivables with balance of approximately HK$162,000 (2016: HK$320,000). The individual impaired receivables related to customers that were in financial difficulties and directors assessed that the receivables were not expected to be recovered. The impaired trade receivables are overdue more than 91 days.

12. SHARE CAPITAL

	Number of shares		**Share Capital**	
	2017	2016	**2017**	2016
	'000	*'000*	***HK'000***	*HK'000*
Ordinary shares of HK$0.01 each				
Authorised:				
Balance at the beginning and at the end of the year *(Note (a))*	**20,000,000,000**	20,000,000,000	**200,000,000**	200,000,000
Issued and fully paid:				
Balance at the beginning of the year	**2,260,000**	2,220,000	**22,600**	22,200
Issue of consideration shares *(Note (b), (c))*	**72,959**	40,000	**730**	400
Balance at the end of the year	**2,332,959**	2,260,000	**23,330**	22,600

Notes:

(a) Upon incorporation of the Company on 20 April 2011, the authorised share capital was HK$200,000,000,000 divided into 20,000,000,000,000 ordinary shares of HK$0.01 each, of which one fully-paid share of HK$0.01 was allotted and issued to the subscriber to the memorandum of association the Company, and was transferred to Kate Glory on the same date at par value.

(b) On 27 January 2017, 72,959,333 consideration shares were issued at issue price of HK$0.50 per share in relation to part of the contingent consideration settlement for the acquisition of Ture Yield Limited and its subsidiaries.

(c) On 25 September 2015, 40,000,000 consideration shares were issued at HK$0.51 per share in relation to part of the consideration for the acquisition of subsidiaries.

BUSINESS REVIEW

The Group is principally engaged in the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC and provision of dry bulk shipping services.

Corporate finance advisory services

The Group continues seeking to position itself as one of the active local corporate finance advisory service providers in Hong Kong. The Group provides a broad range of corporate finance advisory services to its clients, including:

(i) advising on the Listing Rules, the GEM Listing Rules and Takeovers Code;

(ii) acting as independent financial adviser to transactions of listed issuers falling under the Listing Rules, the GEM Listing Rules and the Takeovers Code;

(iii) advising on M&A activities and other corporate activities; and

(iv) advising on corporate resumption.

During the Financial Year, the corporate finance industry remained challenging due to the unstable market sentiment and the slow recovery pace of the global economy.

The Group recorded revenue (excluding inter-company transactions) from corporate finance advisory services of approximately HK$6.12 million for the year ended 31 March 2017 (2016: HK$17.82 million), representing a decrease of approximately 65.66% when compared to the corresponding period in 2016. Such decrease was mainly due to reduction in corporate actions conducted by our existing clients. Our corporate finance advisory services recorded net profit (excluding inter-company transactions) of approximately HK$4.59 million for the year ended 31 March 2017 as compared to a net profit (excluding inter-company transactions) of approximately HK$10.03 million for the year ended 31 March 2016, representing a decrease of approximately 54.24% when compared with last year.

Dry bulk shipping services

Subsequent to a temporary rebound in the global shipping industry in 2015, the global shipping industry has experienced an unexpectedly continuous shrink meanwhile accompanying with keen competition througout 2016, which seriously affected the performance of the Group's shipping business. To survive in such severe market conditions, the Company has implemented competitive pricing strategies to secure shipping orders from clients.

Revenue contributed from the Group's dry bulk shipping business amounted to approximately HK$192.21 million for the year ended 31 March 2017. (2016: HK$123.33 million), representing an increase of approximately 55.85% when compared to corresponding period in 2016. Such increase was mainly due to the different track record period of only six months for the year ended 31 March 2016 against the whole financial year of 31 March 2017. Net profit (excluding inter-company transactions and extraordinary items) attributable from the Group's dry bulk shipping business amounted to approximately HK$6.67 million for the year ended 31 March 2017. (2016 (from 26 September 2015 to 31 March 2016): net profit (excluding inter-company transactions and extraordinary items) of HK$19.87 million). The disappointing profit margin of the Group's shipping business of approximately 3.47% for the year ended 31 March 2017 (2016: 16.11%) was mainly due to unexpected delay in completion of client orders, which led to significant increase in charter fee borne by the Group. Charter fee to revenue ratio for the year ended 31 March 2017 was approximately 57.58% (2016: approximately 39.01%). The Group will closely review and if necessary, modify operation procedures of the Group's shipping business to avoid such incidents to re-occur in future. An impairment of approximately HK$139.95 million on goodwill arising from the acquisition of the Group's dry bulk shipping business was provided as the management of the Company assessed the that net profit attributable to the Group's shipping business for the year ended 31 March 2017 could not fulfil relevant required profit guarantee and that the future outlook of the global shipping industry shall remain uncertain and challenging despite a sign of rebound appeared in the first quarter of 2017. The Company considered whether the Group's shipping business can generate sufficient profit in near future to match with the related goodwill is uncertain in this regards.

Investment in an associate relating to Acquired Immunodeficiency Syndrome ("AIDS") medication business

The Company deeply regrets to announce that Professor Li Zelin ("**Professor Li**"), the major pharmacology inventor of the AIDS medication capsule (祛毒增寧膠囊) (the "**AIDS Medication Capsule**"), passed away on 19 September 2016. Following the passing away of Professor Li, majority of the then existing researchers, whose had been following Professor Li for many years, gradually quit the clinical trials operation of the AIDS Medication Capsule. The progress of the clinical trials of the AIDS Medication Capsule become stagnant since early 2017 despite effort has been placed by the Company to mitigate the impact on the passing away of Professor Li including but not limited to talent retention, communication with the other shareholder of Revenue Synthesis Limited and re-designation of legal representative of 北京世紀康醫藥科技開發有限公司 ("**Beijing Century Health**").

Upon several discussions and negotiations with the controlling shareholder of Revenue Synthesis Limited (the "**Controlling Shareholder**") on future business strategies of the AIDS medication business, the Controlling Shareholder had expressed its will that no further investments will be made to the AIDS medication business.

Given the above-mentioned and having considered (i) huge resources has to be injected into the AIDS medication business to re-initiate the closing of phase IIB clinical trials and to commence Phase IIC clinical trials of the AIDS Medication Capsule; (ii) material uncertainties may arise to source for suitable experts and potential business partners to complete the remaining clinical trials of the AIDS Medication Capsule; (iii) the Company assessed that the overall time table to commercialise the AIDS Medication Capsule would definitive be postponed seriously; and (iv) the patent of the AIDS Medication Capsule will expire in 2024, the Company considered itself could hardly commercialise the AIDS Medication Capsule in the absence of support from the Controlling Shareholder and Professor Li, the Company started to look for opportunity to divest the AIDS medication business. Due to the above-mentioned unexpected incidents and for the sake of prudence, the management of Beijing Century Health had made full provision on the value of the patent in connection with AIDS Medicine Capsule which resulted in the significant increase in share of loss by the Group to approximately HK$157.54 million for the year ended 31 March 2017.

On 2 June 2017, the Company entered into a non-legally binding memorandum of understanding (the "**MOU**") with a third party potential purchaser (the "**Potential Purchaser**") indicating the intention of the Company and the Potential Purchaser to enter into a formal agreement in respect of the possible acquisition (the "**Possible Acquisition**") of all the equity interest of Revenue Synthesis Limited held by the Company, for an exclusive period of 120 days from the date of the MOU. The consideration of the Possible Acquisition are yet to be determined between the Potential Purchaser and the Company, pursuant to the MOU, the Potential Purchaser and the Company intended that the consideration of the Possible Acquisition will be determined with reference to, among others, valuation of Revenue Synthesis Limited prepared by an independent professional valuer to be appointed by the Company.

The Directors consider that the Possible Acquisition, if materialised, represents a good opportunity for the Group to divest its AIDS medication business. If the Possible Acquisition materialises, it is expected that the Possible Acquisition may constitute a notifiable transaction of the Company pursuant to the Listing Rules. The Company will comply with the relevant requirements under the Listing Rules as and when appropriate.

The Company's Directors and management will continue to dedicate their best effort to lead the Group to strive for the best interests for its Shareholders.

FINANCIAL REVIEW

Revenue

For the Financial Year, revenue of the Group increased by approximately 40.52% to approximately HK$198.34 million from approximately HK$141.15 million last year. Such increase was mainly attributable to (i) revenue contributed from our dry bulk shipping business of approximately HK$192.21 million for the whole year as compared with only six months in 2016; and (ii) decrease in revenue from our corporate finance advisory business by approximately HK$11.7 million which partially set off the effect.

Administrative and other operating expenses

The Group's administrative and operating expenses for the Financial Year increased by approximately 44.24% to approximately HK$24.03 million compared to approximately HK$16.66 million last year. The increase was mainly due to the increase in staff cost by approximately 59.31% to approximately HK$12.84 million compared with approximately HK$8.06 million in last year to cope with expansion of the Group and increase in marketing expenses to promote the Group's corporate finance business.

Loss for the Financial Year attributable to owners of the Company

The Group recorded audited net loss attributable to owners of the Company for the year ended 31 March 2017 of approximately HK$198.55 million (2016: net profit of approximately HK$18.49 million). Such turnaround in performance was mainly due to (i) a slip in performances of the Group's corporate finance advisory business and shipping business for the year ended 31 March 2017 as compared with the same period in 2016; (ii) increase in share of loss of the Group's investment in an associate related to AIDS medication business to approximately HK$157.54 million from approximately HK$22.66 million in 2016; (iii) loss on impairment on goodwill of approximately HK$139.95 million arising from the acquisition of Ture Yield Limited related to shipping business in September 2015; (iv) imputed interest incurred in connection with the convertible bonds issued by the Company of approximately HK$6 million; (v) gain of fair value changes in contingent consideration payables in connection with the acquisition of Ture Yield Limited of approximately HK$102.23 million which partially set off the effect; (vi) realised and unrealised gain on fair value changes in available-for-sale financial assets in relation to listed securities and share options issued by listed companies of approximately HK$7.50 million which partially set off the effect. The Board wishes to emphasise that items (ii) to (v) of the above-mentioned are non-cash in nature and have no cash flow impact to the Group. The Group remains in a stable financial condition.

Liquidity and financial resources

During the Financial Year, the Group mainly financed its operations with its own working capital.

As at 31 March 2017, the Group had net current liabilities of approximately HK$43.70 million (2016: net current assets of approximately HK$37.32 million). The Group had cash and bank balances of approximately HK$19.14 million (2016: approximately HK$15.53 million). Current ratio as at 31 March 2017 was approximately 0.52 (2016: 6.24). The net current liabilities position of the Group of approximately HK$43.70 million as at 31 March 2017 was mainly due to the zero-coupon convertible bond issued by the Company to a substantial shareholder of the Company in 2012 with outstanding principal amount of HK$87.50 million. The convertible bond will be mature on 4 December 2017. Nevertheless, the Company has obtained confirmations from four of the Company's major shareholders and the convertible bond holder confirmed that they will provide continuing financial support to the Group to enable it to continue as a going concern and to settle the liabilities as and when they fall due. In view of the above, the Company considers that the current net current liabilities position would not have material adverse effect to the financial condition of the Group.

The Group's gearing ratios as at 31 March 2017 was 823.65% (2016: 144.17%). Gearing ratio is calculated by dividing total debt with the total equity.

Throughout the Financial Year, the Group had minimal exposure in foreign currency risk as most of the business transactions, assets and liabilities were denominated in Hong Kong dollars. The Group will continue to monitor its foreign currency exposure closely.

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 March 2017 (2016: Nil).

CAPITAL COMMITMENTS

As at 31 March 2017, the Group did not have any significant capital commitments (2016: Nil).

CAPITAL STRUCTURE

On 27 January 2017, the Company allotted and issued 72,959,333 new shares of the Company to the nominee of the vendor of the sale and purchase agreement dated 2 September 2015 for partial settlement of consideration regarding acquisition of Ture Yield Limited upon fulfillment of the first year profit guarantee by Ture Yield Limited.

As at 31 March 2017, the issued share capital of the Company was HK$23,329,593.33 divided into 2,332,959,333 shares.

SIGNIFICANT INVESTMENTS HELD

Except for investment in subsidiaries and the approximately 25% equity interest in Revenue Synthesis Limited relating to AIDS medication business, during the Financial Year, the Group did not hold any significant investment in equity interest in any company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2017, the Group did not have any plan for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Financial Year, the Group had no material acquisitions and disposal of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2017 (2016: Nil).

OUTLOOK

We will continue to pursue our core business, the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC and the dry bulk shipping business. For our corporate finance advisory segment, we will continue to enhance our professional knowledge to cope with the rapid changing capital market and regulatory environment in Hong Kong in order to maintain our professionalism in the corporate finance industry. We will continue to increase our exposure and improve our public awareness in the capital market to enhance our client base. For our dry bulk shipping business, we will continue to manage our business under asset-light operation model and we will further broaden our customer base. We will also actively explore other business opportunities to maximise shareholder's wealth and diversify business risk in future.

We will continue to dedicate the best effort to lead the Group to strive for the best interests for the Company's shareholders.

FOREIGN EXCHANGE EXPOSURE

The Group continues to adopt a conservative treasury policy with all bank deposits being kept in Hong Kong dollars, keeping a minimum exposure to foreign exchange risks.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 31 March 2017, the Group did not pledge any of its assets (2016: Nil) as securities for the banking facilities granted to the Group.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2017, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director and Chief Executive Officer	Type of interests	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy *(Note 1)*	Beneficial owner	406,000,000	–	17.40%
	Interest of a controlled corporation	87,062,500	140,000,000	9.73%
Mr. Wong Kam Wah *(Note2)*	Interest of a controlled corporation	70,000,000	–	3.00%
Ms. Man Wing Yee Ginny	Beneficial owner	440,040,000	–	18.86%
Mr. Wang Qiang	Beneficial owner	100,000,000	–	4.29%
Mr. Lau Ling Tak	Beneficial owner	43,937,500	–	1.88%

Note(s):

1. Ms. Ho Chiu Ha Maisy has a total interest in 633,062,500 shares/underlying shares (representing an aggregate of approximately 27.14% shareholding in the Company), of which (i) 87,062,500 shares were held by Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited and the 87,062,500 shares of the Company through Refulgent Sunrise Limited by virtue of the SFO; (ii) Ms. Ho Chiu Ha Maisy personal held 406,000,000 shares; and (iii) 140,000,000 shares relate to her derivative interests in convertible bonds through her shareholding in Refulgent Sunrise Limited. Details of which are disclosed in "Convertible Bonds" below.

2. The 70,000,000 shares are registered in the name of Kate Glory Limited. Mr. Wong Kam Wah is the beneficial owner of 100% of the issued share capital of Kate Glory Limited. By virtue of the SFO, Mr. Wong Kam Wah is deemed to be interested in 70,000,000 shares held by Kate Glory Limited.

Convertible bonds

Name of bondholder	Date of issue	Conversion period	Conversion price per share HK$	Outstanding as at the Latest Practicable Date	Number of underlying shares	Approximate percentage of the issued share capital of the Company
Refulgent Sunrise Limited	5 December 2012	5 December 2012 – 4 December 2017	0.625	140,000,000	140,000,000	6.00%

Save as disclosed above, as at 31 March 2017, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 March 2017, so far as was known to the Directors, the following persons/ entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Refulgent Sunrise Limited *(Note)*	Beneficial owner	87,062,500	140,000,000	9.73%
Ms. Li Zhaoxia	Beneficial owner	46,423,333	330,700,000	16.17%
Mr. Zhao Genlong	Beneficial owner	200,000,000	–	8.57%

Note:

Refulgent Sunrise Limited is a company incorporated in BVI with limited liabilities and is owned as to 36% by Ms. Ho Chiu Ha Maisy. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in this shareholding through Refulgent Sunrise Limited by virtue of the SFO. Ms. Ho Chiu Ha Maisy personally held 406,000,000 shares.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (CONTINUED)

Long positions in the Company (continued)

Save as disclosed above, as at 31 March 2017, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the GEM Listing Rules.

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

On 2 September 2015, the Company entered into a sale and purchase agreement with Shining International Limited (the "Vendor") pursuant to which the Vendor has conditionally agreed to sell and transfer, and the Company has conditionally agreed to acquire and accept, the entire issued share capital of Ture Yield Limited, at the maximum consideration of HK$240 million, which will be satisfied by the issue of a maximum of 444 million new shares to be issued by the Company (the "Sale and Purchase Agreement").

On 27 January 2017, there were increases in the issued share capital of the Company through the issuance of 72,959,333 new ordinary shares pursuant to the Sale and Purchase Agreement. The total number of issued share capital of the Company as at 31 March 2017 was 2,332,959,333 ordinary shares.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Financial Year.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the Financial Year, none of the Directors, the management shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by Directors during the Financial Year.

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of its shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

Throughout the Financial Year, the Company had complied with all the code provisions set out in the Appendix 15 Corporate Governance Code and Corporate Governance Report (the "CG Code") of the GEM Listing Rules with the exception of the following deviation:

CODE PROVISION E.1.2

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

DEVIATION

The chairlady of the Board, Ms. Ho Chiu Ha Maisy, was unable to attend the annual general meeting of the Company held on 30 September 2016 (the "AGM 2016") as she had other important business engagement. However, Mr. Wong Kam Wah, an Executive Director, had chaired the AGM 2016 in accordance with the articles of association of the Company.

AUDIT COMMITTEE

The Board established the Audit Committee in September 2011, with written terms of reference in compliance with the Code Provisions (which were further reviewed by the Board in March 2012 and June 2016). The revised written terms of reference of the Remuneration Committee are available on the GEM website *(www.hkgem.com)* and the Company's website *(www.unitas.com.hk)*.

The Audit Committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group's financial reporting process, risk management and internal control systems.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT, ANNUAL REPORT AND CIRCULAR

This annual results announcement is published on the GEM websites (www.hkgem.com) and on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website (www.chanceton.com). The 2016/2017 annual report of the Company and a circular containing the notice of annual general meeting of the Company will be dispatched to shareholders of the Company and published on the above websites in due course.

By Order of the Board
Unitas Holdings Limited
Ho Chiu Ha Maisy
Chairlady

Hong Kong, 30 June 2017

As at the date of this announcement, the Company's executive Directors are Ms. Ho Chiu Ha Maisy (Chairlady), Mr. Wong Kam Wah, Mr. Lau Ling Tak, Ms. Man Wing Yee Ginny, Mr. Leung Man Kit and Mr. Wang Qiang, and the independent non-executive Directors are Mr. Chiu Chi Kong, Mr. William Robert Majcher and Mr. Yau Yan Ming Raymond.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website (www.hkgem.com) and on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published on the Company's website (www.chanceton.com).