CONTENTS

FINANCIAL SUMMARY

	Year ended 31 March			
	2009	2010	2011	**2012**
	HK$'000	*HK$'000*	*HK$'000*	***HK$'000***
RESULTS				
Revenue	112,453	166,279	271,189	**328,821**
Profit before taxation	45,323	68,792	100,836	**145,363**
Taxation	(7,655)	(11,510)	(17,121)	**(24,956)**
Profit for the year	37,668	57,282	83,715	**120,407**
Profit attributable to owners of the Company	37,668	57,282	83,716	**120,407**
Non-controlling interests	—	—	(1)	**—**
Profit for the year	37,668	57,282	83,715	**120,407**

	At 31 March			
	2009	2010	2011	**2012**
	HK$'000	*HK$'000*	*HK$'000*	***HK$'000***
ASSETS AND LIABILITIES				
Total assets	37,096	68,812	127,480	**532,440**
Total liabilities	(19,418)	(31,852)	(56,805)	(**54,126**)
Net assets	17,678	36,960	70,675	**478,314**
Equity attributable to owners of the Company	17,678	36,960	70,675	**478,314**

The results and summary of assets and liabilities for each of the three years ended 31 March 2011 which were extracted from the Company's prospectus dated 19 March 2012 have been prepared on a combined basis to present the results of the Group as if the group structure at the time when the Group Reorganisation took place had been in existence throughout those years.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors
Liu Tianni *(Chairman)*
Sun Bin *(Chief Executive Officer)*
Chan Pui Kei

Independent non-executive Directors
Lam Ting Lok
Li Ling Xiu
Lam Ling

AUDIT COMMITTEE

Lam Ting Lok *(Chairman)*
Li Ling Xiu
Lam Ling

NOMINATION AND REMUNERATION COMMITTEES

Li Ling Xiu *(Chairman)*
Liu Tianni
Lam Ting Lok
Lam Ling

COMPANY SECRETARY

Ong King Keung HKICPA, ACCA

SOLICITORS

Tung & Co.

INDEPENDENT AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

COMPLIANCE ADVISOR

Cinda International Capital Limited
45/F, COSCO Tower
183 Queen's Road Central
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

CORPORATE INFORMATION *(Continued)*

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

6/F, Nexxus Building
No. 41 Connaught Road Central
Hong Kong

REGISTERED OFFICE

Scotia Centre, 4^{th} Floor
P.O. Box 2804
George Town
Grand Cayman KY1-1112
Cayman Islands

STOCK CODE

1260

COMPANY WEBSITE

http://www.wsfg.hk

CHAIRMAN'S STATEMENT

Dear Shareholders

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Wonderful Sky Financial Group Holdings Limited (the "**Company**", together with its subsidiaries collectively referred to as the "**Group**"), I am pleased to present all shareholders with our first annual report of the Group for the year ended 31 March 2012. The Group has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 30 March 2012. The initial public offering has enabled the Group to access the international capital market while bringing its brand building and corporate governance endeavor to new heights.

RESULTS

The Group's revenue and profit and total comprehensive income scaled new heights and recorded growth of approximately 21.3% and 43.8%, respectively, compared to those of the preceding year. The Group recorded a total revenue of approximately HK$328.8 million and a profit and total comprehensive income for the year of approximately HK$120.4 million for the year ended 31 March 2012. Basic earnings per share was HK16 cents, based on the weighted average of 751,366,120 ordinary shares in issue during the year.

FINAL DIVIDEND AND SPECIAL DIVIDEND

In appreciation of our shareholders' support, the Directors recommended the payment of a final dividend of HK1.9 cents per share and special dividend of HK0.8 cent per share for the year ended 31 March 2012 to all shareholders whose names appear on the register of members of the Company on 8 August 2012. Subject to the approval of the shareholders at the forthcoming annual general meeting, the proposed final dividend and special dividend is expected to be paid on or about 14 August 2012.

BUSINESS REVIEW

In 2011/2012, Hong Kong's capital market faces continued challenges. With concerted efforts of our staff, the Group's revenue and profit and total comprehensive income scaled new height and grew year-on-year by approximately 21.3% and 43.8%, respectively. The Group recorded a total revenue of approximately HK$328.8 million and a profit and total comprehensive income for the year of approximately HK$120.4 million.

During the year, the Group focused operating activities on two business segments offering different types of services, namely the provision of financial public relations services and the organisation and coordination of international roadshow services, the latter of which was launched in October 2010.




Provision of Financial Public Relations Services (the "Financial PR services")

Our financial PR services focus on the aspects of (i) public relations services; (ii) investor relations services; and (iii) financial printing services. Our clients can be categorised into initial public offering clients (the "**IPO Clients**") and non-initial public offering clients (the "**Non-IPO Clients**"). The revenue and segment results for Financial PR services were approximately HK$286.4 million and HK$167.4 million, respectively, representing a growth of approximately 11.6% and 39.3%, respectively, compared to those in the last corresponding year.

IPO Clients

During the year ended 31 March 2012, the Group had 11 IPO Clients successfully listed on the Stock Exchange, bringing in a total of approximately HK$77.1 million in IPO-related revenue, or approximately 23.4% of the total revenue. Compared to that in the last corresponding year of HK$124.9 million, the decrease was mainly due to a higher revenue from engagements for project-based services to a PRC state-owned client in the banking industry in the preceding year. During the period from 1 April 2012 to the date of this report, 4 IPO Clients were successfully listed on the Stock Exchange and over 20 IPO Clients were in the progress of their listing applications.

Non-IPO Clients

During the year ended 31 March 2012, the Group had over 150 Non-IPO Clients and revenue generated by Non-IPO Clients was approximately HK$209.3 million, which was approximately 63.7% of the total revenue. Compared to that in the last corresponding year of HK$131.8 million, the increase was mainly attributable to an increase in our revenue from engagements for project-based services from our Non-IPO Clients for the year ended 31 March 2012.

Organisation and coordination of international roadshow services (the "Roadshow services")

Our Roadshow services include coordinating and managing the overall logistics of investor presentations for our clients to ensure that the roadshow would run smoothly, which allows our clients to concentrate on the marketing aspect of their roadshow. The revenue generated by the Roadshow services was approximately HK$42.4 million, which was approximately 12.9% of the total revenue during the year. During the year ended 31 March 2012, our revenue from international roadshow business recorded a growth of approximately 192.9%, compared to that in the last corresponding year of approximately HK$14.5 million. The segment results generated by the Roadshow services was approximately HK$8.4 million, representing a growth of approximately 225.6%, compared with that in the last corresponding year of approximately HK$2.6 million. The increase was mainly due to commencement of our international roadshow business in October 2010. Our Roadshow services were rendered to complement our Financial PR services and such business was still at the initial stage of development.

CHAIRMAN'S STATEMENT *(Continued)*

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group generally finances its operations with internally generated cash flow and banking facilities provided by its principal bankers in Hong Kong. The Group is financially sound and its cash position remains healthy. The Group's cash and bank balances and short-term bank deposits as of 31 March 2012 amounted to approximately HK$432.8 million. The Group's gearing ratio as at 31 March 2012 was nil (2011: nil), based on the short-term and long-term interest bearing bank borrowings and the equity attributable to equity holders of the Company. We believe that the Group's cash holding, liquid asset value, future revenue and available banking facilities will be sufficient to fulfill working capital requirements of the Group.

Exchange Rates Exposure

Most of the transactions of the Group were made in Hong Kong dollars and US dollars. As of 31 March 2012, the Group was not exposed to any material exchange risk as the exchange rates of Hong Kong dollars and US dollars were relatively stable under the currency peg system. The Group's foreign exchange exposure was therefore insignificant.

Financial Guarantees and Charges on Assets

As at 31 March 2012, corporate guarantees amounting to approximately HK$20 million were given to banks by the Company for the provision of general banking facilities granted to one of its subsidiaries. Please also refer to note 27 to the consolidated financial statements for details of pledge of assets.

PROSPECTS

Since August 2011, Hong Kong's capital market faces continued challenges. Nevertheless, we trust that opportunity still exists despite the financial market volatility. The financial public relations industry in Hong Kong still enjoys growth potential in the long run. The increase in the number of companies applying for listing on the Stock Exchange, and the enhancement of corporate governance from listed companies will in turn boost the demand for financial public relations services. The Group is well poised to take advantage of our leadership in the financial public relations market in Hong Kong and the Group's profit level will rise even higher with a warming up of the capital market. Further, effective from 27 May 2012, the Group has moved its office to Hong Kong's premier location at 6/F Nexxus Building, No. 41 Connaught Road Central, with an area of approximately 10,000 sq. ft.. Expansion of our physical space will further enhance the image of the Group while providing a broader human resources platform for growing our business. Moreover, the Group is expanding its financial printing services to prospectus by taking advantage of the new office.

In order to diversify our current business in Hong Kong and acquire an additional growth engine, the Group intends to explore public relations services in the A share market of the PRC. The Group is now in the process of setting up a PRC subsidiary. Subject to the prevailing market conditions and the availability of potential targets, the Group may also acquire or set up a joint venture with a public relations firm in the PRC and implement strategic merger with and acquisition of company(ies) in Hong Kong with experience in the public relations business, investor relations business, financial printing business or international roadshow business. As of 31 March 2012, the Group had not yet identified any definite target.

We believe that these forward-looking measures will consolidate our leading position of the Group and lay the way for our greater success in the future.

CHAIRMAN'S STATEMENT *(Continued)*

EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2012, the Group had 111 full-time employees. Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are normally reviewed on an annual basis and bonuses paid, if any, will be based on performance appraisals and other relevant factors. Staff benefits plans maintained by the Group include mandatory provident fund scheme, share option scheme and medical insurance.

CLOSURE OF REGISTER OF MEMBERS FOR THE ANNUAL GENERAL MEETING ("AGM")

The AGM of the Company will be held on 31 July 2012. The register of members of the Company will be closed from 27 July 2012 to 31 July 2012 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 26 July 2012.

CLOSURE OF REGISTER OF MEMBERS FOR DIVIDENDS

The register of members of the Company will be closed from 6 August 2012 to 8 August 2012 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 3 August 2012.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the period from the date of listing to 31 March 2012.

APPRECIATION

On behalf of the Board, I would like to thank all our staff for their dedication and contributions and our customers, suppliers, business associates and shareholders for their continuous support.

Liu Tianni
Chairman

Hong Kong, 15 June 2012

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND SENIOR MANAGEMENT OF THE GROUP

EXECUTIVE DIRECTORS

Mr. Liu Tianni (劉天倪), aged 49, is the chairman of the Company and has been appointed an executive Director since 12 January 2011. He has been the chairman of Wonderful Sky Financial Group Limited since April 2008. Prior to the transfer of assets from Wonderful Sky Limited to Wonderful Sky Financial Group Limited as stated in the Company's prospectus dated 19 March 2012, he had been the chairman of Wonderful Sky Limited for more than 11 years. He is an executive director of all companies of the Group. He is primarily responsible for leading and broadening the development of the Group's project platforms, actively developing new business areas, and formulating the Group's developmental goals and strategies. Mr. Liu has approximately 15 years of experience in the finance and financial public relations sectors. During these 15 years, Mr. Liu has gained experience in capital markets, post-listing corporate financings, and mergers and acquisitions. Mr. Liu obtained a master's degree in Science (理學碩士學位) from Beijing Normal University (北京師範大學) in 1990. In October 2008, he was awarded the "Excellence in Achievement of World Chinese Youth Entrepreneurs" (世界傑出青年華商) award, jointly organised by Yazhou Zhoukan (亞洲週刊) and World Federation of Chinese Entrepreneurs Organization (世界華商組織聯盟). Currently, Mr. Liu is an executive director of Silver Grant International Industries Limited (stock code: 171) and, an independent non-executive director of Chongqing Iron & Steel Company Limited (stock code: 1053) and Qingling Motors Company Limited (stock code: 1122), shares of which are all listed on the Main Board of the Stock Exchange. In addition, Mr. Liu is the sole director of and holds 51% of the entire issued share capital in Sapphire Star Investments Limited, a substantial shareholder of the Company.

Ms. Sun Bin (孫彬), aged 41, joined the Group in September 2010 and has been an executive Director and the chief executive officer of the Company since 18 April 2011. She is also an executive director of certain subsidiaries of the Group. She is primarily responsible for the overall management, execution of business strategies and decisions of the Board and formation of new business areas to maximise profitability of the Group. Ms. Sun has over 7 years of experience in the financial public relations industry. From August 2004 to September 2010, she worked as a senior manager at China International Capital Corporation Limited. Ms. Sun obtained a bachelor's degree in Arts (文學學士學位) from Beijing Foreign Studies Institute (北京外國語學院) (now known as Beijing Foreign Studies University (北京外國語大學)) in July 1993.

Ms. Chan Pui Kei (陳珮琪), aged 37, has been an executive Director and deputy general manager of the Company since 18 April 2011. She has also been an executive director of Wonderful Sky Financial Group Limited since June 2008. She has over 10 years of experience in the financial public relations industry. She is primarily responsible for assisting the daily operation of the Group. She also participates in the formulation of the Group's annual targets and strategic development, overall strategic planning, and the operation of the Group's initial public offering projects, ensuring the listing of different companies to proceed smoothly and maintaining relationships with different clients. Ms. Chan has obtained a higher diploma in Translation and Interpretation from The City University of Hong Kong in November 1998 and a master's degree of Arts in Applied Translation Studies from The University of Leeds in November 1999.

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND SENIOR MANAGEMENT OF THE GROUP *(Continued)*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Ting Lok (林庭樂), aged 39, has been an independent non-executive Director of the Company since 7 March 2012. He has over 13 years of experience in the accounting and financial industry and is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lam started his career in an international accounting firm in 1995. He then moved on to the financial and investment field since 2000. He obtained a bachelor's degree of Business Administration from The Chinese University of Hong Kong in 1995. Currently, Mr. Lam is also an independent non-executive director of Enterprise Development Holdings Limited (formerly known as Tai-I International Holdings Limited) (stock code: 1808), a company whose shares are listed on the Main Board of the Stock Exchange.

Ms. Li Ling Xiu (李靈修), aged 49, has been an independent non-executive Director of the Company since 7 March 2012. She was the group deputy general manager of China Strategic Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 235). She has been serving as the chief executive officer and a director of Chip Lian Investments (HK) Limited since January 2001. Ms. Li obtained a bachelor's degree of Arts (文學學士學位) in English Language from Hunan Normal University (湖南師範學院) in July 1984 and successfully completed the Advanced Management Program at Harvard Business School from September 2000 to November 2000. Currently, Ms. Li is an non-executive director of Metech International Limited (formerly known as Centillion Environment & Recycling Limited) and IPC Corporation Limited, the shares of both companies are listed on the Singapore Stock Exchange.

Ms. Lam Ling (林玲), aged 39, has been an independent non-executive Director of the Company since 7 March 2012. She has more than 10 years of experience in the corporate finance industry. She worked in G.T. Investment Limited as an executive assistant from February 1999 to January 2000. During the period from January 2000 to May 2001, Ms. Lam worked at Core Pacific Yamaichi International (H.K.) Limited and was an assistant manager of its corporate and private banking department when she left. She then worked at CSC Securities (HK) Limited as an associate director in its sales/dealing department from May 2001 to March 2003. She worked as an associate director in the equity capital markets department of China Merchants Securities (HK) Company Limited from May 2003 to January 2007. She has been working as an associate director in Wag Worldsec Corporate Finance Limited since January 2007. Ms. Lam obtained a master's degree in Economics from The University of Hong Kong in November 2008 and a bachelor's degree of Arts in Languages with Business from The Hong Kong Polytechnic University in November 1996.

SENIOR MANAGEMENT

Mr. Ong King Keung (王競強), aged 36, has been the chief financial officer and company secretary of the Group since 18 April 2011. He obtained a master's degree of Science in Finance from The City University of Hong Kong in October 2007 and a bachelor's degree of Arts in Accountancy from The Hong Kong Polytechnic University in November 1998. He has over 10 years of experience in accounting and auditing. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. Currently, Mr. Ong is also an independent non-executive director of China Water Affairs Group Limited (stock code: 855), a company whose shares are listed on the Main Board of the Stock Exchange.

REPORT OF THE DIRECTORS

The Directors hereby present their first report and the audited consolidated financial statements for the year ended 31 March 2012.

GROUP REORGANISATION

The Company was incorporated and registered as an exempted company in the Cayman Islands under the Companies Law of the Cayman Islands on 12 January 2011. Through a group reorganisation as fully explained in the Company's prospectus dated 19 March 2012, the Company has since 31 March 2011 become the holding company of the Group. The Company has completed its initial public offering and the shares of the Company were listed on the Stock Exchange on 30 March 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 29 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

An analysis of the Group's performance for the year by segments is set out in note 7 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's profit for the year ended 31 March 2012 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 27 to 66.

An interim dividend of HK$37,000,000 was paid in November and December 2011.

The Directors recommend the payment of a final dividend of HK1.9 cents per ordinary share and special dividend of HK0.8 cent per ordinary share, totalling HK$27,000,000 in respect of the year ended 31 March 2012 to all shareholders whose names appear on the register of members of the Company on 8 August 2012, which is expected to be paid on or about 14 August 2012.

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

On 30 March 2012, the Company received the net proceeds in the sum of approximately HK$314.8 million raised from the issue of new shares at the time of its listing on the Stock Exchange. Such net proceeds were derived after deduction of related issuance expenses. None of the listing proceeds has been utilised as at 31 March 2012 and they are placed on short-term deposits and/or money market instruments with authorized financial institutions and/or licensed banks in Hong Kong and/or the PRC. The Directors are of the opinion that the remaining proceeds will be applied in the coming years to their intended uses as set out in the Company's prospectus dated 19 March 2012.

REPORT OF THE DIRECTORS *(Continued)*

SUMMARY FINANCIAL INFORMATION

The summary of the results and of the assets and liabilities of the Group for the last four financial years is set out on pages 2 to 3.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options during the year are set out in notes 21 and 24, respectively, to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DISTRIBUTABLE RESERVES

As at 31 March 2012, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK$79,997,000 as computed in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, of which HK$27,000,000 has been proposed as final and special dividends for the year. In addition, subject to the solvency test under the Cayman Companies Law being met, the Company's share premium account, with a balance of HK$314,232,000 as at 31 March 2012, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers were as follows:

(1) The aggregate amount of revenue attributable to the Group's five largest customers represented approximately 9.1% of the Group's total revenue. The amount of revenue to the Group's largest customer represented approximately 34.5% of the Group's total revenue.

REPORT OF THE DIRECTORS *(Continued)*

(2) The aggregate amount of purchases attributable to the Group's five largest suppliers represented approximately 9.3% of the Group's total purchases. The amount of purchases from the Group's largest supplier represented approximately 36.0 % of the Group's total purchases.

None of the Directors nor any of their associates nor any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

DIRECTORS

The Directors during the year and up to the date of this report were as follows:

Executive Directors:

Mr. Liu Tianni (appointed on 12 January 2011)
Ms. Sun Bin (appointed on 18 April 2011)
Ms. Chan Pui Kei (appointed on 18 April 2011)
Ms. Chan Ka Ling, Joanne (appointed on 18 April 2011 and resigned on 1 October 2011)

Independent non-executive Directors:

Mr. Lam Ting Lok (appointed on 7 March 2012)
Ms. Li Ling Xiu (appointed on 7 March 2012)
Ms. Lam Ling (appointed on 7 March 2012)

Mr. Liu Tianni and Ms. Chan Pui Kei will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting in accordance with Article 84 of the Company's articles of association respectively.

The Company has received annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") from all independent non-executive Directors and still considers them to be independent.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

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

As at 31 March 2012, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers and which were required to be entered in the register kept by the Company pursuant to Section 352 of the SFO were as follows:

(i) The Company

		Number of shares held			
Name of Director	**Long/ Short position**	**Interest in controlled corporation**	**Other interests**	**Total interests**	**Total interests as % of the issued share capital of the Company**
Mr. Liu Tianni	Long	712,500,000 *(Note 1)*	37,500,000 *(Note 1)*	750,000,000	75.0%

Note:

1. The shares are owned by Sapphire Star Investments Limited ("**Sapphire Star**"), a company incorporated in the British Virgin Islands. Mr. Liu Tianni holds 51% of the issued share capital in Sapphire Star and is deemed to be interested in the 49% of the issued share capital in Sapphire Star held by his spouse, Ms. Luk Ching, Sanna ("**Mrs. Liu**") under the SFO. Accordingly Mr. Liu Tianni is deemed or taken to be interested in all the shares of the Company held by Sapphire Star under the SFO.

   An aggregate of 37,500,000 shares of the Company were borrowed from Sapphire Star to facilitate the settlement of over-allocation in connection with the global offering of the Company, and successive market purchases of an aggregate of 37,500,000 shares of the Company were made for return to Sapphire Star. Please refer to the prospectus of the Company dated 19 March 2012 and its announcement dated 23 April 2012 for details.

REPORT OF THE DIRECTORS *(Continued)*

(ii) Associated Corporation

Name of Director	Long/ Short position	Name of the associated corporation	Number of shares held	Approximately percentage of interest in Sapphire Star
Mr. Liu Tianni *(Note 1)*	Long	Sapphire Star	100	100%

Note:

1. Mr. Liu Tianni holds 51% of the issued share capital in Sapphire Star and is deemed to be interested in the 49% of the issued share capital in Sapphire Star held by his spouse, Mrs. Liu under the SFO. Accordingly Mr. Liu Tianni is deemed or taken to be interested in 100% of the issued share capital in Sapphire Star.

Save as disclosed above, as at 31 March 2012, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares or 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 and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers and which were required to be entered into the register required to be kept under Section 352 of the SFO.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2012, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and 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:

Name of shareholder	Long/Short position	Beneficial owner	Person having a security interest in shares	Interest in controlled corporation	Other interests	Total interests	Percentage of issued capital of the Company
Sapphire Star	Long	712,500,000 *(Note 1)*	—	—	37,500,000 *(Note 2)*	750,000,000 *(Notes 1 and 2)*	75.0%
Mrs. Liu	Long	—	—	712,500,000 *(Note 1)*	37,500,000 *(Note 2)*	750,000,000 *(Notes 1 and 2)*	75.0%
UBS AG	Long	37,500,000 *(Note 2)*	5,600,000 *(Note 3)*	15,600,000 *(Note 3)*	—	58,700,000 *(Notes 2 and 3)*	5.87%

Notes:

(1) The shares are owned by Sapphire Star. Mrs. Liu holds 49% of the issued share capital in Sapphire Star. Therefore, Mrs. Liu is deemed or taken to be interested in all the shares of the Company held by Sapphire Star for the purposes of the SFO.

(2) An aggregate of 37,500,000 shares of the Company were borrowed from Sapphire Star to facilitate the settlement of over-allocation in connection with the global offering of the Company, and successive market purchases of an aggregate of 37,500,000 shares of the Company were made for return to Sapphire Star. Please refer to the prospectus of the Company dated 19 March 2012 and its announcement dated 23 April 2012 for details.

(3) As disclosed in the relevant disclosure of interests form 2 dated 13 April 2012 filed by UBS AG, 5,600,000 shares and 15,600,000 shares were held in the capacity of person having a security interest in shares and interest in controlled corporation, respectively.

Save as disclosed above, as at 31 March 2012, the Directors are not aware that there is any party (not being a Director) who had any interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or who was, 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 any other member of the Group or any options in respect of such shares.

PARTICULARS OF DIRECTORS OF THE COMPANY WHO WERE DIRECTORS/ EMPLOYEES OF SUBSTANTIAL SHAREHOLDERS

Mr. Liu Tianni is the sole director of Sapphire Star which is a substantial shareholder of the Company.

SHARE OPTION SCHEME

On 7 March 2012, the Company's share option scheme (the "**Scheme**") was adopted. As at 31 March 2012, no share options have been granted under the Scheme.

Details of the Company's Scheme are stated in note 24 to the consolidated financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2012 and up to the date of this report, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

REPORT OF THE DIRECTORS *(Continued)*

AUDIT COMMITTEE

The audit committee comprises three independent non-executive Directors, namely Mr. Lam Ting Lok, Ms. Li Ling Xiu and Ms. Lam Ling. The principal duties of the audit committee include the review and supervision of the Group's financial reporting matters and internal controls.

The audit committee has reviewed with the management about the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters in connection with the preparation of the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2012.

CONTINUING CONNECTED TRANSACTION

Certain related party transaction as disclosed in note 28 to the consolidated financial statements also constituted continuing connected transaction during the year, which was required to be disclosed pursuant to Rules 14A.45 and 14A.46 of the Listing Rules:

On 30 March 2011, Wonderful Sky Financial Group Limited ("**WSFG**"), an indirect wholly-owned subsidiary of the Company, as tenant, entered into the tenancy agreement ("**Tenancy Agreement**") with Draw Up Assets Limited ("**Draw Up**"), as landlord, a company owned as to 40% of its issued share capital by Mr. Liu Tianni and the remaining 60% by Mrs. Liu, and thus a connected person of the Company under the Listing Rules, in relation to the tenancy of the premises located at Units 02, 03 and 05 on 31st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (the "**Premises**") as its principal place of business for a fixed term of one year commencing from 1 April 2011 to 31 March 2012 (both days inclusive) (the "**Fixed Term**") with an option to renew the tenancy of the Premises by WSFG for a further term of two years from 1 April 2012 and ending on 31 March 2014 (both days inclusive) (the "**Extended Period**"). In this connection, WSFG gave a written notice to exercise the option of the tenancy renewal and a new tenancy agreement was entered into between the parties on 10 February 2012 for the Extended Period. The monthly rental for the Fixed Term and the Extended Period is HK$210,000 per calendar month (exclusive of management fee, government rent and rates), amounting to the aggregate sum of HK$2.52 million per annum. Upon the listing of the shares of the Company on the Main Board of the Stock Exchange, the transaction described above constitutes a non-exempt continuing connected transaction for the Company and is subject to the reporting and announcement requirements but is exempt from the requirement of independent shareholders' approval under Chapter 14A of the Listing Rules. In view of this, the Company had applied to the Stock Exchange for, and the Stock Exchange had conditionally agreed to grant us a waiver pursuant to Rule 14A.42(3) of the Listing Rules from strict compliance with the announcement requirements under Chapter 14A of the Listing Rules in respect of the transactions concerned for the financial years ending 31 March 2014. The aforesaid renewed tenancy agreement was terminated by the parties in May 2012 and as such, the rental expenses during the next year ending 31 March 2013 is less than HK$1,000,000 and falls within the de minimus threshold under Rule 14A.33(3) of the Listing Rules. As disclosed in the announcement of the Company dated 23 May 2012, the Company's principal place of business has changed to 6/F, Nexxus Building, No. 41 Connaught Road Central, Hong Kong with effect from 27 May 2012.

REPORT OF THE DIRECTORS *(Continued)*

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported the factual findings on these procedures to the Board and has confirmed to the Board the matters stated in Rule 14A.38 of the Listing Rules. The independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into by the Company in the ordinary and usual course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 20 to 24.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules since 30 March 2012 (the "**Listing Date**") and up to the date of this report.

AUDITORS

The consolidated financial statements for the year ended 31 March 2012 have been audited by Messrs. Deloitte Touche Tohmatsu. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Liu Tianni
Chairman

Hong Kong, 15 June 2012

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. During the period from the Listing Date to 31 March 2012, it had met all the code provisions in the Code on Corporate Governance Practices (the "**Code**") set out in Appendix 14 to the Listing Rules which was in effect before 1 April 2012, except for the deviation from Code provision A.1.1 in that the Board shall meet regularly and at least four times a year at approximately quarterly intervals. As the Company became listed on 30 March 2012, the Board and the Board committees, including the Audit Committee, Nomination Committee and Remuneration Committee, did not convene any meeting from the Listing Date to 31 March 2012.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix 10 to the Listing Rules.

Having made specific enquiry of all Directors, they have confirmed compliance with the required standard set out in the Model Code during the period from the Listing Date to 31 March 2012.

BOARD OF DIRECTORS

The Company is governed by the Board which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. As at the date of this report, the Board comprises six Directors of which three are executive Directors and three are independent non-executive Directors.

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Directors and management of the Group.

The Board did not convene Board meeting during the period from the Listing Date to 31 March 2012. Its present composition is as follows:

Executive Directors
Liu Tianni *(Chairman)*
Sun Bin *(Chief Executive Officer)*
Chan Pui Kei

Independent non-executive Directors
Lam Ting Lok
Li Ling Xiu
Lam Ling

The Board members have no financial, business, family or other material/relevant relationship with each other.

The Company has arranged for appropriate liability insurance since March 2012 to its Directors. The insurance coverage is reviewed on an annual basis.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and Chief Executive Officer of the Company are separated, and assumed by Mr. Liu Tianni and Ms. Sun Bin respectively with a clear division of responsibilities to assume a balance of authority and power.

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other Directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

The Chief Executive Officer is responsible for the day-to-day management of the Group's business.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are persons with academic and professional qualifications. They advise the Company on strategic development, which enables the Board to maintain high standards of compliance of financial and other mandatory requirements. Each independent non-executive Director has given an annual confirmation of the independence to the Company and the Company considers them to be independent under Rule 3.13 of the Listing Rules.

All the independent non-executive Directors are appointed for a term of three years but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the articles of association of the Company, which stipulate that one-third of the directors, including executive and independent non-executive directors, shall retire from office by rotation so that each director shall be subject to retirement at least once every three years.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 7 March 2012 and has 4 members, comprising Mr. Lam Ting Lok, Ms. Li Ling Xiu, Ms. Lam Ling (all independent non-executive Directors) and Mr. Liu Tianni, one of the executive Directors. This committee is chaired by Ms. Li Ling Xiu.

The terms of reference of the Remuneration Committee have been determined with reference to the Listing Rules and the Code. The Remuneration Committee did not convene meeting during the period from the Listing Date to 31 March 2012.

CORPORATE GOVERNANCE REPORT *(Continued)*

The responsibilities of the Remuneration Committee include (a) to make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (c) to make recommendations to the Board on the remuneration of non-executive Directors; and to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.

The primary goal of the remuneration on executive remuneration packages is to enable the Group to motivate executive Directors and senior management by linking their remuneration with reference to the Group's operation results, with reference to individual performances and comparable market statistics.

The principal elements of the Group's executive remuneration package include:

- basic salary;
- discretionary bonus without capping; and
- share options granted under a shareholders' approved option scheme.

NOMINATION COMMITTEE

The Nomination Committee was established on 7 March 2012 and has 4 members, comprising Mr. Lam Ting Lok, Ms. Li Ling Xiu, Ms. Lam Ling (all independent non-executive Directors) and Mr. Liu Tianni, one of the executive Directors. This committee is chaired by Ms. Li Ling Xiu.

The terms of reference of the Remuneration Committee have been determined with reference to the Listing Rules and the Code. The Remuneration Committee did not convene meeting during the period from the Listing Date to 31 March 2012.

The responsibilities of the Nomination Committee are (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; (c) to assess the independence of independent non-executive Directors; and (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive.

CORPORATE GOVERNANCE REPORT *(Continued)*

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing the accounts of the Company. As at 31 March 2012, the Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

The responsibilities of the external auditors about their financial reporting are set out in the independent auditor's report attached to the Company's consolidated financial statements for the year ended 31 March 2012.

Internal Controls

The Board conducts regular review and evaluation of the ongoing effectiveness and adequacy of the Group's internal control system covering all controls, including financial, operational, compliance and risk management controls. Appropriate measures and actions have been taken during the year ended 31 March 2012 on areas where rooms for improvement were identified.

AUDITORS' REMUNERATION

For the year ended 31 March 2012, fees paid/payable to the Company's external auditors for audit services and non-audit services are set out as follows:

Services rendered	**Fees paid/payable** *(HK$'000)*
Audit services	900
As reporting accountants for the Company's initial public offering	2,381
Review on preliminary results announcement for the year ended 31 March 2012	10
Review on continuing connected transactions for the year ended 31 March 2012	10
Tax review	500
	3,801

AUDIT COMMITTEE

The Audit Committee was established on 7 March 2012 and has 3 members, comprising Mr. Lam Ting Lok, Ms. Li Ling Xiu and Ms. Lam Ling (all independent non-executive Directors). This committee is chaired by Mr. Lam Ting Lok.

The terms of reference of the Audit Committee follow the Listing Rules and the Code. The Audit Committee did not convene meeting during the period from the Listing Date to 31 March 2012. Subsequent to the balance sheet date, the Audit Committee had reviewed the Group's annual results, internal control system and financial reporting matters.

CORPORATE GOVERNANCE REPORT *(Continued)*

The responsibilities of the Audit Committee include (a) to assist the Board in providing an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Company and its subsidiaries, overseeing the audit process and performing other duties and responsibilities as assigned by the Board; (b) to assure that appropriate accounting principles and reporting practices are followed; (c) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the authorized independent auditors (the "**External Auditors**"), and to approve the remuneration and terms of engagement of the External Auditors, and any questions of its resignation or dismissal; (d) to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (e) to monitor integrity of the Company's financial statements and reports and to review significant financial reporting judgments contained in them; (f) to review the financial controls, internal control and risk management system; and (g) to review the Group's financial and accounting policies and practices.

COMMUNICATION WITH SHAREHOLDERS

The Company endeavours to develop and maintain continuing relationships and effective communications with its shareholders of the Company and investors. To facilitate and enhance the relationships and communication, the Company has established, including but not limited to, the following various channels:

1. annual general meeting provides a forum for shareholders of the Company to raise comments and exchange views with the Board. The Chairman and the Directors are available at annual general meetings to address shareholders' queries;

2. separate resolutions are proposed at general meetings on each substantially separate issue and procedures for demanding a poll in general meetings are included in circulars to the shareholders to facilitate the enforcement of shareholders' rights. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the 2012 annual general meeting of the Company will be voted by poll;

3. interim and annual results are announced as early as possible so that the shareholders are kept informed of the Group's performance and operations; and

4. corporate website www.wsfg.hk contains extensive information and updates on the Company's business developments and operations, financial information and other information.

INDEPENDENT AUDITOR'S REPORT

Deloitte.
德勤

TO THE MEMBERS OF
WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED
皓天財經集團控股有限公司
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Wonderful Sky Financial Group Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 27 to 66, which comprise the consolidated statement of financial position as at 31 March 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
15 June 2012

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2012

	NOTES	2012 HK$'000	2011 HK$'000
Revenue	7	**328,821**	271,189
Direct costs		**(146,573)**	(137,253)
Gross profit		**182,248**	133,936
Other income		**2,948**	2,911
Selling expenses		**(6,970)**	(5,796)
Administrative expenses		**(28,129)**	(22,743)
Other expenses and losses		**(4,734)**	(7,472)
Profit before taxation	8	**145,363**	100,836
Taxation	10	**(24,956)**	(17,121)
Profit and total comprehensive income for the year		**120,407**	83,715
Profit and total comprehensive income for the year attributable to:			
Owners of the Company		**120,407**	83,716
Non-controlling interest		**—**	(1)
		120,407	83,715
Earnings per share — Basic	12	**HK16.0 cents**	HK11.2 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2012

	NOTES	2012 HK$'000	2011 HK$'000
Non-current asset			
Property, plant and equipment	13	**1,458**	1,034
Current assets			
Work in progress	14	**6,319**	987
Accrued revenue	15	**4,010**	30,386
Trade and other receivables	15	**86,707**	61,450
Amounts due from related parties	16	**1,175**	2,494
Amount due from a director	17	**—**	20,507
Bank balances and cash	18, 26	**432,771**	10,622
		530,982	126,446
Current liabilities			
Trade and other payables	19	**42,971**	37,741
Taxation payable		**11,033**	18,948
		54,004	56,689
Net current assets		**476,978**	69,757
Total assets less current liabilities		**478,436**	70,791
Non-current liability			
Deferred tax liabilities	20	**122**	116
Net assets		**478,314**	70,675
Capital and reserves			
Share capital	21	**10,000**	—
Reserves		**468,314**	70,675
Total equity		**478,314**	70,675

The consolidated financial statements on pages 27 to 66 were approved and authorised for issue by the Board of Directors on 15 June 2012 and are signed on its behalf by:

DIRECTOR *DIRECTOR*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2012

	Attributable to owners of the Company							
	Share capital HK$'000	Share premium HK$'000	Merger reserve HK$'000 (note i)	Capital reserve HK$'000 (note ii)	Accumulated profits HK$'000	Total HK$'000	Non-controlling interest HK$'000	Total HK$'000
At 1 April 2010	10	—	—	—	36,950	36,960	—	36,960
Profit and total comprehensive income for the year	—	—	—	—	83,716	83,716	(1)	83,715
Interim dividend recognised as distribution *(note 11)*	—	—	—	—	(50,000)	(50,000)	—	(50,000)
Capital contribution from non-controlling shareholder of a subsidiary	—	—	—	—	—	—	38	38
Acquisition of additional interest in a subsidiary	—	—	—	(1)	—	(1)	(37)	(38)
Arising from group reorganisation	(10)	—	10	—	—	—	—	—
At 31 March 2011	—	—	10	(1)	70,666	70,675	—	70,675
Profit and total comprehensive income for the year	**—**	**—**	**—**	**—**	**120,407**	**120,407**	**—**	**120,407**
Interim dividend recognised as distribution *(note 11)*	**—**	**—**	**—**	**—**	**(37,000)**	**(37,000)**	**—**	**(37,000)**
Capitalisation issue *(note 21 (e))*	**7,500**	**(7,500)**	**—**	**—**	**—**	**—**	**—**	**—**
Issue of shares by the Company on public share offering *(note 21 (f))*	**2,500**	**345,000**	**—**	**—**	**—**	**347,500**	**—**	**347,500**
Expenses incurred in connection with the issue of shares	**—**	**(23,268)**	**—**	**—**	**—**	**(23,268)**	**—**	**(23,268)**
At 31 March 2012	**10,000**	**314,232**	**10**	**(1)**	**154,073**	**478,314**	**—**	**478,314**

Notes:

(i) The merger reserve of Wonderful Sky Financial Group Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") represented the difference of the nominal value of the shares of Shine Talent Holdings Limited ("**Shine Talent Holdings**") issued in exchange for the entire share capital of Wonderful Sky Financial Group Limited ("**Wonderful Sky Financial Group**").

(ii) The capital reserve of the Group represented capital contribution arising from transfer of interest in a subsidiary to its shareholder.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2012

	NOTE	2012 HK$'000	2011 HK$'000
Operating activities			
Profit before taxation		**145,363**	100,836
Adjustments for:			
Interest income		**(377)**	—
Depreciation		**801**	996
Impairment loss (reversed) recognised on trade receivables, net		**(1,370)**	4,397
Operating cash flows before movements in working capital		**144,417**	106,229
(Increase) decrease in work in progress		**(5,332)**	2,293
Decrease (increase) in accrued revenue		**26,376**	(560)
Increase in trade and other receivables		**(23,887)**	(42,978)
Increase in trade and other payables		**8,230**	25,829
Decrease (increase) in amounts due from related parties		**1,349**	(1,799)
Cash generated from operations		**151,153**	89,014
Income tax paid		**(32,865)**	(17,222)
Net cash from operating activities		**118,288**	71,792
Investing activities			
Interest received		**377**	—
Repayments from a director		**24,175**	41,333
Advances to a director		**(6,668)**	(107,732)
Purchase of property, plant and equipment		**(1,225)**	(143)
Advances to related parties		**(49)**	(771)
Repayments from related parties		**19**	1,186
Placement of pledged bank balance		**(400)**	—
Net cash from (used in) investing activities		**16,229**	(66,127)
Financing activities			
Proceeds on issue of shares		**347,500**	—
Expenses incurred in connection with the issue of shares		**(23,268)**	—
Dividends paid		**(37,000)**	—
Repayment to a related party		**—**	(775)
Net cash from (used in) financing activities		**287,232**	(775)
Net increase in cash and cash equivalents		**421,749**	4,890
Cash and cash equivalents at beginning of the year		**10,622**	5,732
Cash and cash equivalents at end of the year	26	**432,371**	10,622

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2012

1. GENERAL AND BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 12 January 2011 under the Companies Law of the Cayman Islands Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its ultimate holding company is Sapphire Star Investments Limited, a company with limited liability incorporated in the British Virgin Islands ("**BVI**"). The address of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The principal activity of the Company is to act as an investment holding company. The Group is mainly engaged in the provision of financial public relations services and organisation and coordination of international roadshow services.

In preparing for the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Group underwent group reorganisation (the "**Group Reorganisation**") to rationalise the group structure. As a result of the Group Reorganisation, the Company became the holding company of the Group on 31 March 2011. Details of the Group Reorganisation are more fully explained in the section headed "History and Corporate Structure — Our Reorganisation" of the prospectus of the Company dated 19 March 2012 (the "**Prospectus**"). The Group resulting from the Group Reorganisation is regarded as a continuing entity under the common control of the controlling parties, who are disclosed in the Prospectus, collectively prior to and after the Group Reorganisation, and that collective control is not transitory. Accordingly, the consolidated financial statements have been prepared using the principles of merger accounting in accordance with Accounting Guideline 5 "Merger accounting under common control combination" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

The consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the year ended 31 March 2011 have been prepared on the basis as if the current group structure has been in existence throughout the year. The consolidated statement of financial position of the Group as at 31 March 2011 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the group structure has been in existence as at that date.

The shares of the Company are listed on the Stock Exchange on 30 March 2012.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company.

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

The Group has applied all the standards, amendments and interpretations issued by the HKICPA, which are effective for the Group's financial year beginning 1 April 2011.

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

Amendments to HKAS 1	Presentation of items of other comprehensive income[4]
Amendments to HKFRSs	Annual improvements to HKFRSs 2009-2011 cycle[2]
Amendments to HKFRS 1	Government loans[2]
Amendments to HKAS 12	Deferred tax: Recovery of underlying assets[1]
HKAS 19 (as revised in 2011)	Employee benefits[2]
HKAS 27 (as revised in 2011)	Separate financial statements[2]
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures[2]
Amendments to HKAS 32	Offsetting financial assets and financial liabilities[6]
Amendments to HKFRS 7	Disclosures — Transfer of financial assets[3]
	Disclosures — Offsetting financial assets and financial liabilities[2]
Amendments to HKFRS 7 and HKFRS 9	Mandatory effective date of HKFRS 9 and transition disclosures[5]
HKFRS 9	Financial instruments[5]
HKFRS 10	Consolidated financial statements[2]
HKFRS 11	Joint arrangements[2]
HKFRS 12	Disclosure of interests in other entities[2]
HKFRS 13	Fair value measurement[2]
HK(IFRIC) — INT 20	Stripping costs in the production phase of a surface mine[2]

1 Effective for annual periods beginning on or after 1 January 2012.
2 Effective for annual periods beginning on or after 1 January 2013.
3 Effective for annual periods beginning on or after 1 July 2011.
4 Effective for annual periods beginning on or after 1 July 2012.
5 Effective for annual periods beginning on or after 1 January 2015.
6 Effective for annual periods beginning on or after 1 January 2014.

The directors of the Company anticipate that the application of these new and revised HKFRSs will have no material impact on the consolidated financial statements of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis and in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance (effective from 1 January 2010 onwards).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statement of comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the group entities had been combined at the end of prior reporting period or when they first came under common control, whichever is shorter.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts.

Service income from retainer services is recognised on a straight-line basis over the term of the service period when the relevant services are rendered.

Service income from clients seeking initial public offering ("**IPO Clients**") is recognised when the relevant services are rendered to the relevant IPO Clients, which approximates the time when the IPO Clients are listed.

Service income from other non-routine project-based non-IPO Clients ("**non-IPO Clients**") and international roadshow clients are recognised when the relevant services are rendered to the relevant non-IPO Clients and international roadshow clients, which approximates the completion of the relevant non-routine projects or international roadshow event.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Revenue recognition *(Continued)*

When related services have been rendered but not yet billed to the customers at the end of the reporting period, revenue is recognised in accordance with the relevant policy as set out above, with the corresponding amounts recorded as accrued revenue at the end of the reporting period. It will be transferred to invoiced amount under trade receivables once the customer is billed and invoice is issued.

Usually the Group requires sales deposits from IPO Clients and makes progress billings for services rendered. Occasionally, IPO Clients may decide to delay the listing timetable. Under such circumstances, sales deposits received by the Group of which services have yet to be rendered pending the completion of the IPO will be accounted for as deposits received and included in current liabilities in the consolidated statement of financial position. In rare cases, IPO Clients may decide to terminate the IPO process. Under these circumstances, sales deposits received by the Group and project-based fees for services rendered will be recognised as revenue immediately when the Group received termination notice from the relevant IPO Clients.

For projects costs incurred at initial stage of the project which outcome of the transaction can be estimated reliably and costs incurred expected to be recoverable, the costs incurred are deferred and recorded as work in progress. Such costs are recognised in the consolidated statement of comprehensive income when the corresponding revenue is recognised upon services being rendered in the manner as discussed above.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Work in progress

Work in progress represents cost incurred on incomplete wide range of financial public relations and international roadshow projects that comprise costs directly incurred in providing the services and attributable overheads. Work in progress is stated at lower of cost and net realisable value.

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accrued revenue, trade receivables, amounts due from related parties, amount due from a director and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets

Loans and receivables are assessed for indicators of impairment at the end of the reporting period. Loans and receivables are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the general credit period of 30 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Financial instruments *(Continued)*

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligation specified in the relevant contract is discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Taxation *(Continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

3. SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Impairment

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

4. KEY SOURCE OF ESTIMATION UNCERTAINTY

The following is the key assumption concerning the future, and other key source of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment loss recognised on trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

As at 31 March 2012, the carrying amounts of trade receivables are HK$83,957,000 (2011: HK$59,628,000) (net of allowance for bad and doubtful debts of HK$2,660,000 and HK$5,153,000), respectively.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital, reserves and accumulated profits.

The management of the Group reviews the capital structure regularly. The management considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends and new share issues.

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2012	2011
	HK$'000	*HK$'000*
Financial assets		
Loans and receivables		
(including cash and cash equivalents)	**521,913**	123,637
Financial liabilities		
Amortised cost	**22,773**	25,005

6. FINANCIAL INSTRUMENTS *(CONTINUED)*

Financial risk management objectives and policies

The Group's major financial instruments include accrued revenue, trade receivables, amounts due from related parties, amount due from a director, bank balances and cash and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management considers the exposure to interest rate risk on bank balances is insignificant, so no sensitivity analysis is presented.

The Group also exposed to fair value interest rate risk in relation to the fixed bank deposit. However, the management considers the fair value interest rate risk on the fixed bank deposit is insignificant as the fixed bank deposit is relatively short-term. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the management reviews the recoverable amount of each individual debt and accrued revenue regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the management considers that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk on amounts due from related parties as at 31 March 2012 and 2011 and amount due from a director as at 31 March 2011. The management considers the credit risk is not significant because the counterparties are of sound financial position.

The credit risk on liquid funds is limited because the Group's bank balances are deposited with banks of high credit ratings in Hong Kong.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers and spread across diverse industries.

6. FINANCIAL INSTRUMENTS *(CONTINUED)*

Financial risk management objectives and policies *(Continued)*

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted average interest rate	Repayable on demand or within 1 year	Total undiscounted cash flows	Carrying amounts
	%	*HK$'000*	*HK$'000*	*HK$'000*
As at 31 March 2012				
Trade and other payables	N/A	22,773	22,773	22,773
As at 31 March 2011				
Trade and other payables	N/A	25,005	25,005	25,005

Fair values

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their corresponding fair values.

7. REVENUE AND SEGMENT INFORMATION

The Group's operating activities are attributable to two operating segments focusing on provision of different types of service, namely the provision of financial public relations services and organisation and coordination of international roadshow services. These operating segments have been identified on the basis of internal management reports that are regularly reviewed by the directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance.

7. REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

Segment revenue and results

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

For the year ended 31 March 2012

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshow services *HK$'000*	Consolidated *HK$'000*
Revenue	286,428	42,393	328,821
Segment profit	167,440	8,406	175,846
Unallocated corporate income			2.948
Staff costs (including retirement benefit scheme contributions)			(17,518)
Operating lease rentals			(3,670)
Listing expenses (included in other expenses and losses)			(6,068)
Other unallocated corporate expenses			(6,175)
Profit before taxation			145,363

For the year ended 31 March 2011

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshow services *HK$'000*	Consolidated *HK$'000*
Revenue	256,713	14,476	271,189
Segment profit	120,165	2,582	122,747
Unallocated corporate income			2,911
Staff costs (including retirement benefit scheme contributions)			(14,022)
Operating lease rentals			(4,313)
Listing expenses (included in other expenses and losses)			(3,075)
Other unallocated corporate expenses			(3,412)
Profit before taxation			100,836

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of other income, central administration costs and directors' salaries.

7. REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

At 31 March 2012

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshow services *HK$'000*	Consolidated *HK$'000*
Assets			
Segment assets	83,966	12,322	96,288
Bank balances and cash			432,771
Other unallocated assets			3,381
Total assets			532,440
Liabilities			
Segment liabilities	33,361	2,904	36,265
Taxation payable			11,033
Other unallocated liabilities			6,828
Total liabilities			54,126

At 31 March 2011

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshow services *HK$'000*	Consolidated *HK$'000*
Assets			
Segment assets	89,576	4,354	93,930
Amount due from a director			20,507
Bank balances and cash			10,622
Other unallocated assets			2,421
Total assets			127,480
Liabilities			
Segment liabilities	30,518	1,020	31,538
Taxation payable			18,948
Other unallocated liabilities			6,319
Total liabilities			56,805

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

7. REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

Segment assets and liabilities *(Continued)*

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

— all assets are allocated to reportable segments except for deposits and prepayment, amounts due from related parties, amount due from a director and bank balances and cash.

— all liabilities are allocated to reportable segments except for accrued administrative expenses, taxation payable and deferred tax liabilities.

Other segment information

For the year ended 31 March 2012

	Provision of financial public relations services *HK$'000*	Organisation and coordination of international roadshow services *HK$'000*	Consolidated *HK$'000*
Amounts included in the measure of segment profit or segment assets:			
Addition to non-current assets	1,207	18	1,225
Depreciation	788	13	801
Reversal of bad and doubtful debts on trade receivables, net	(1,370)	—	(1,370)
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit:			
Income tax expenses	23,583	1,373	24,956

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

7. REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

Other segment information *(Continued)*

For the year ended 31 March 2011

	Provision of financial public relations services *HK$'000*	**Organisation and coordination of international roadshow services** *HK$'000*	**Consolidated** *HK$'000*
Amounts included in the measure of segment profit or segment assets:			
Addition to non-current assets	109	34	143
Depreciation	995	1	996
Allowance for bad and doubtful debts on trade receivables	4,397	—	4,397
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit:			
Income tax expenses	16,733	388	17,121

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	2012 *HK$'000*	2011 *HK$'000*
Customer A[1]	— [2]	30,758

[1] Revenue from the provision of financial public relations services.

[2] The corresponding customer did not contribute over 10% of the total revenue of the Group for the year.

During the years ended 31 March 2012 and 2011, no analysis of revenue from external customers for each type of services is presented as the directors consider the cost to develop it would be excessive. All of the Group's revenue and non-current assets are arisen in and located in Hong Kong, the place of domicile of the relevant entities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

8. PROFIT BEFORE TAXATION

	2012 *HK$'000*	2011 *HK$'000*
Directors' remuneration *(note 9)*	**9,984**	9,168
Other staff costs	**22,697**	17,366
Retirement benefit scheme contributions for other staff	**1,187**	664
	33,868	27,198
Auditor's remuneration	**900**	160
Depreciation	**801**	996
Operating lease rentals in respect of office premises	**3,670**	4,313
Impairment loss (reversed) recognised on trade receivables, net (included in other expenses and losses)	**(1,370)**	4,397
Listing expenses (included in other expenses and losses)	**6,068**	3,075
and after crediting:		
Interest income	**377**	—
Commission income (included in other income)	**2,529**	2,883

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

	Directors' fee	Salaries and allowances	Performance related incentive payments	Retirement benefit scheme contributions	Total
	HK$'000	*HK$'000*	*HK$'000* *(note)*	*HK$'000*	*HK$'000*
For the year ended 31 March 2012					
Mr. Liu Tianni	—	3,400	2,815	12	6,227
Ms. Chan Pui Kei	—	586	96	12	694
Ms. Sun Bin	—	1,220	1,000	5	2,225
Ms. Lam Ling (appointed on 7 March 2012)	1	—	—	—	1
Mr. Lam Ting Lok (appointed on 7 March 2012)	1	—	—	—	1
Ms. Li Ling Xiu (appointed on 7 March 2012)	1	—	—	—	1
Ms. Chan Ka Ling, Joanne (resigned on 1 October 2011)	—	428	401	6	835
	3	5,634	4,312	35	9,984
For the year ended 31 March 2011					
Mr. Liu Tianni	—	3,360	3,000	12	6,372
Ms. Chan Ka Ling, Joanne	—	730	506	12	1,248
Ms. Chan Pui Kei	—	546	90	12	648
Ms. Sun Bin	—	700	200	—	900
	—	5,336	3,796	36	9,168

Note: The performance related incentive payment is determined with reference to the Group's operating results, individual performances and comparable market statistics.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(CONTINUED)*

(b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, three (2011: four) were directors of the Company for each of the year ended 31 March 2012. Details of whose emoluments are included in the disclosures above. The emoluments of the remaining two (2011: one) individuals were as follows:

	2012 ***HK$'000***	2011 *HK$'000*
Salaries and allowances	**1,940**	990
Performance related incentive payments	**390**	—
Retirement benefit scheme contributions	**24**	12
	2,354	1,002

Their emoluments were within the following bands:

	2012	2011
HK$1,000,001 to HK$1,500,000	**2**	1

During the years ended 31 March 2012 and 2011, no emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments in both years.

10. TAXATION

	2012 ***HK$'000***	2011 *HK$'000*
Hong Kong Profits Tax		
— current tax	**24,922**	17,241
— underprovision in prior years	**28**	—
	24,950	17,241
Deferred taxation *(note 20)*	**6**	(120)
	24,956	17,121

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

10. TAXATION *(CONTINUED)*

The taxation charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

	2012	2011
	HK$'000	*HK$'000*
Profit before taxation	**145,363**	100,836
Calculated at a taxation rate of 16.5%	**23,985**	16,638
Expenses not deductible for tax purposes	**1,005**	483
Income not taxable for tax purposes	**(62)**	—
Underprovision in prior years	**28**	—
Taxation charge	**24,956**	17,121

11. DIVIDENDS

The final dividend of HK1.9 cents and special dividend of HK0.8 cent, totalling of HK$27,000,000, in respect of the year ended 31 March 2012 (2011: nil) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

Dividends paid during the year ended 31 March 2011 represented an interim dividend of HK$50,000,000 declared by a subsidiary of the Company to its then shareholders prior to the Group Reorganisation.

On 30 September 2011, the board of directors of the Company has resolved to declare an interim dividend of HK$37,000,000 to its sole member.

12. EARNINGS PER SHARE

The calculation of the basic earnings per share for the year is based on the consolidated profit attributable to owners of the Company and on the weighted average number of 751,366,120 (2011: 750,000,000) ordinary shares in issue during the year which is on the assumption that the Group Reorganisation and the capitalisation issue of 749,999,220 ordinary shares of HK$0.01 each of the Company at par value on 7 March 2012 had been effective on 1 April 2011.

No dilutive earnings per share is presented as there were no potential dilutive shares during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *HK$'000*	Furniture and fixtures *HK$'000*	Motor vehicles *HK$'000*	Computer equipment *HK$'000*	Total *HK$'000*
COST					
At 1 April 2010	—	410	1,612	1,232	3,254
Additions	—	10	—	133	143
At 31 March 2011	—	420	1,612	1,365	3,397
Additions	343	91	620	171	1,225
At 31 March 2012	343	511	2,232	1,536	4,622
DEPRECIATION					
At 1 April 2010	—	219	808	340	1,367
Provided for the year	—	123	484	389	996
At 31 March 2011	—	342	1,292	729	2,363
Provided for the year	59	71	329	342	801
At 31 March 2012	59	413	1,621	1,071	3,164
CARRYING VALUES					
At 31 March 2012	284	98	611	465	1,458
At 31 March 2011	—	78	320	636	1,034

Depreciation is provided to write off the above property, plant and equipment over their estimated useful lives, using the straight-line method, at 30% per annum.

14. WORK IN PROGRESS

	2012 ***HK$'000***	2011 *HK$'000*
Project costs incurred and not yet billed	**6,319**	987

15. ACCRUED REVENUE AND TRADE AND OTHER RECEIVABLES

	2012 *HK$'000*	2011 *HK$'000*
Accrued revenue	**4,010**	30,386
Trade receivables, net of allowance	**83,957**	59,628
Other receivables		
— Deposits	**1,466**	930
— Prepayments	**1,219**	892
— Staff advances	**65**	—
	2,750	1,822
Total trade and other receivables	**86,707**	61,450

Service income arising from initial public offerings ("**IPO**") is recognised when services are rendered and is generally billed within one month from date of listing of its customers. Service income arising from retainer services from non-IPO Clients is recognised when services are rendered and is billed monthly, quarterly or semi-annually in arrears. Service income arising from organisation and coordination of international roadshow services from international roadshow clients is recognised when services are rendered and is generally billed within 30 days from the completion of the event. The Group generally grants a credit period of 30 days to its customers.

Accrued revenue represents service fees earned upon related services being rendered but not yet billed and due at the end of reporting period.

Before accepting any new customer, the Group will internally assess the potential customer's credit quality and define an appropriate credit limit. The management closely monitors the credit quality and follow-up action is taken if overdue debts are noted.

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period:

	2012 *HK$'000*	2011 *HK$'000*
Trade receivables:		
Invoiced		
— Within 30 days	**41,583**	1,822
— 31 to 90 days	**16,499**	17,398
— 91 days to 1 year	**25,875**	40,408
	83,957	59,628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

15. ACCRUED REVENUE AND TRADE AND OTHER RECEIVABLES *(CONTINUED)*

The following is an aged analysis of trade receivables on gross basis based on the invoice date at the end of the reporting period:

	2012 *HK$'000*	2011 *HK$'000*
Trade receivables:		
Invoiced		
— Within 30 days	**41,583**	1,822
— 31 to 90 days	**16,499**	17,881
— 91 days to 1 year	**27,385**	44,228
— Over 1 year	**1,150**	850
	86,617	64,781
Less: Allowance for doubtful debts	**(2,660)**	(5,153)
	83,957	59,628

The following is an aged analysis of trade receivables which are past due but not impaired at the end of the reporting period:

	2012 *HK$'000*	2011 *HK$'000*
31 to 90 days	**16,499**	17,398
91 days to 1 year	**25,875**	40,408
	42,374	57,806

Included in the Group's trade receivable balance as at 31 March 2012 are debtors with aggregate carrying amount of HK$42,374,000 (2011: HK$57,806,000) which are past due at the reporting date for which the Group has not provided for impairment loss as these receivables are either subsequently settled or due from certain major customers with no history of default during the year and have strong financial background and good creditability. The Group does not hold any collateral over these balances.

The Group's management closely monitors the credit quality of trade receivables and considers the trade receivables that are neither past due nor impaired to be of a good credit quality with satisfactory settlement history. Based on the payment history of the IPO Clients and non-IPO Clients of the Group, trade receivables which are past due but not impaired are generally collectible. Allowance on doubtful debts recognised during the year are based on estimated irrecoverable amounts from the rendering of retainer services by reference to past default experience. No allowance on doubtful debts recognised during the year are related to service income arising from organisation and coordination of international roadshow services by reference to the financial background and creditability of corporate customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

15. ACCRUED REVENUE AND TRADE AND OTHER RECEIVABLES *(CONTINUED)*

Movement in the allowance for doubtful debts

	2012 *HK$'000*	2011 *HK$'000*
Balance at beginning of the year	**5,153**	850
Impairment loss recognised on receivables	**1,473**	4,397
Impairment loss reversed	**(2,843)**	—
Amounts written off as uncollectible	**(1,123)**	(94)
Balance at end of the year	**2,660**	5,153

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK$2,660,000 (2011: HK$5,153,000). For overdue debts, based on the past default experience, payment history of the customers and subsequent settlement, the Group assessed the corporate customers for potential impairment losses. Full provision has been made for individual trade receivables aged over one year with no subsequent settlements as historical evidence shows that such amounts are not recoverable.

16. AMOUNTS DUE FROM RELATED PARTIES

Particulars of the amounts due from related parties are disclosed as follows:

	2012 *HK$'000*	2011 *HK$'000*
Chongqing Iron & Steel Company Limited (“**Chongqing Iron & Steel**”) *(note 1)*	**487**	1,894
Draw Up Assets Limited (“**Draw Up**”) *(note 2)*	**630**	600
Qingling Motors Company Limited (“**Qingling Motors**”) *(note 1)*	**58**	—
	1,175	2,494
Analysed for reporting purposes:		
Non-current assets	**—**	—
Current assets	**1,175**	2,494
	1,175	2,494

16. AMOUNTS DUE FROM RELATED PARTIES *(CONTINUED)*

Included in the amounts due from related parties is a balance of HK$545,000 (2011: HK$1,894,000), which was trade in nature, representing receivable from the provision of financial public relations services to non-IPO Client. The Group allows a credit period of 30 days to the related parties. The remaining balances are unsecured, interest-free and repayable on demand.

The following is an aged analysis of trade in nature amounts due from related parties at the end of the reporting period:

	2012	2011
	HK$'000	*HK$'000*
Accrued revenue not yet billed	**—**	385
Within 30 days	**445**	—
31-90 days	**—**	302
91 days to 1 year	**100**	1,207
	545	1,894

The outstanding balance due from Draw Up represents rental deposits paid and the outstanding balance as at 31 March 2012 will be settled upon termination of the lease term.

Maximum amount outstanding during the year is as follows:

	2012	2011
	HK$'000	*HK$'000*
Draw Up	**689**	1,786

Notes:

1. Mr. Liu Tianni, the controlling shareholder and director of the Company, is a director of Chongqing Iron & Steel and Qingling Motors.

2. Draw Up is wholly-owned by Mr. Liu Tianni and his spouse.

17. AMOUNT DUE FROM A DIRECTOR

Particulars of the amount due from a director are disclosed as follows:

	2012 *HK$'000*	2011 *HK$'000*
Mr. Liu Tianni	—	20,507

Maximum amounts outstanding during the year ended 31 March 2012 are as follows:

	2012 *HK$'000*	2011 *HK$'000*
Mr. Liu Tianni	**27,175**	111,840
Ms. Sun Bin	—	38
	27,175	111,878

The amount is interest-free, unsecured and repayable on demand. The outstanding balance as at 31 March 2011 had been fully settled during the year ended 31 March 2012.

18. BANK BALANCES AND CASH

Bank balances carry interest at prevailing market rates ranging from 0.01% to 0.70% (2011: 0.01% to 0.05%) per annum as at 31 March 2012.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

19. TRADE AND OTHER PAYABLES

	2012 HK$'000	2011 HK$'000
Trade payables	**20,556**	23,105
Deposits received from customers	**12,446**	5,423
Salaries payable	**2,217**	1,900
Accrued expenses	**6,083**	5,284
Other payables	**1,669**	2,029
	22,415	14,636
Total trade and other payables	**42,971**	37,741

The average credit period is from 30 to 60 days.

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

	2012 HK$'000	2011 HK$'000
Trade payables:		
Invoiced		
— Within 30 days	**7,898**	6,194
— 31 to 60 days	**243**	399
— 61 to 90 days	**378**	266
— 91 days to 1 year	**7,875**	14,325
— Over 1 year	**652**	470
	17,046	21,654
Net yet billed	**3,510**	1,451
	20,556	23,105

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

20. DEFERRED TAX LIABILITIES

The followings are the deferred tax liabilities recognised and movements thereon during the year:

	Accelerated tax depreciation *HK$'000*
As at 1 April 2010	236
Credited to profit or loss *(note 10)*	(120)
As at 31 March 2011	116
Charged to profit or loss *(note 10)*	6
As at 31 March 2012	122

21. SHARE CAPITAL

The movement of share capital of the Company are as follows:

	Number of shares	**Amount** *HK$'000*
Authorised:		
Ordinary shares of US$1 each		
On 12 January 2011 (date of incorporation) and at 31 March 2011 *(note (a))*	50,000	390
Cancelled pursuant to Group Restructuring on 13 April 2011 *(note c(i))*	(50,000)	(390)
Ordinary shares of HK$0.01 each		
Increase pursuant to capital restructuring on 13 April 2011 *(note c(i))*	39,000,000	390
Increase in authorised share capital on 7 March 2012 *(note d)*	9,961,000,000	99,610
At 31 March 2012	10,000,000,000	100,000
Issued and fully paid:		
Ordinary shares of US$1 each		
On 12 January 2011 (date of incorporation) and at 31 March 2011 *(note a)*	1	—
Repurchase of shares on 13 April 2011 *(note c(ii))*	(1)	—
Ordinary shares of HK$0.01 each		
Issue of shares upon the Group Reorganisation on 13 April 2011 *(note c(ii))*	780	—
Capitalisation issue *(note e)*	749,999,220	7,500
Placing of shares *(note f)*	250,000,000	2,500
At 31 March 2012	1,000,000,000	10,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

21. SHARE CAPITAL *(CONTINUED)*

The movements in the Company's authorised and issued share capital during the period from 12 January 2011 (date of incorporation) to 31 March 2012 are as follows:

(a) The Company was incorporated and registered as an exempted company in the Cayman Islands on 12 January 2011 with an authorised share capital of US$50,000 divided into 50,000 shares of US$1 each. Upon incorporation of the Company, one share of US$1 was allotted and issued to Sapphire Star Investments Limited ("**Sapphire Star Investments**") at par for US$1.

(b) On 31 March 2011, Mr. Liu Tianni, the controlling shareholder of the Company, transferred 100% equity interests in Wonderful Sky Financial Group to Shine Talent Holdings in consideration of the one share of US$1 each, as credited as fully paid, to the Company.

(c) On 13 April 2011, Sapphire Star Investments, the sole shareholder of the Company, resolved that the capital of the Company shall be restructured and the nominal or par value of each share shall be converted from US$1 to HK$0.01 each by way of the following (the "**Capital Restructuring**"):

  (i) increase of the authorised share capital of the Company from US$50,000 divided into 50,000 shares of US$1 each to US$50,000 divided into 50,000 shares of US$1 each and HK$390,000 divided into 39,000,000 shares of HK$0.01 each, by the creation of an additional 39,000,000 shares of a nominal or par value of HK$0.01 each;

  (ii) issue of 780 shares of HK$0.01 each, credited as fully paid, to Sapphire Star Investments at a consideration of HK$7.80 (the "**New Issue**");

  (iii) repurchase of the one issued share of US$1 ("**Existing Share**") in the share capital of the Company held by Sapphire Star Investments (the "**Repurchase of one share**"), following the New Issue. The Repurchase of one share is funded by the proceeds of the New Issue and the Existing Share be cancelled; and

  (iv) cancellation of 50,000 authorised but unissued shares of a nominal or par value of US$1 each of the Company, following the Repurchase of one share.

Upon completion of the Capital Restructuring, the authorised share capital of the Company changed from US$50,000 divided into 50,000 shares of a nominal or par value of US$1 each to HK$390,000 divided into 39,000,000 shares of a nominal or par value of HK$0.01 each. Sapphire Star Investments became the holder of 780 shares of a nominal or par value of HK$0.01 each, representing the then entire issued share capital of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

21. SHARE CAPITAL *(CONTINUED)*

(d) On 7 March 2012, the authorised share capital of the Company was increased from HK$390,000 divided into 39,000,000 shares of HK$0.01 each to HK$100,000,000 divided into 10,000,000,000 shares of HK$0.01 each by creation of an additional 9,961,000,000 new shares.

(e) On 30 March 2012, the Company capitalised on amount of HK$7,499,992.20 standing to the credit of its share premium account by applying such sum in paying up in full a total of 749,999,220 shares at par for allotment and issue to the sole shareholder of the Company, Sapphire Star Investments.

(f) On 30 March 2012, the Company issued 250,000,000 shares of HK$0.01 each at HK$1.39 per share by way of public share offering. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange.

The share capital of the Group at 1 April 2010 represented the share capital of Wonderful Sky Financial Group.

The share capital of the Group at 31 March 2011 and 31 March 2012 represented the share capital of the Company.

22. NON-CASH TRANSACTIONS

On 31 December 2010, one of the subsidiaries of the Group declared interim dividend of HK$50,000,000 in respect of the year ended 31 March 2011. The dividend payable for the year ended 31 March 2011 was settled by offsetting amount due from a director for the same amount.

On 31 March 2011, Shine Talent Holdings Limited acquired 100% equity interest in Wonderful Sky Financial Group from Mr. Liu Tianni by issue and allotment of one share of US$1 each, credited as fully paid, to the Company as directed by Mr. Liu Tianni.

During the year ended 31 March 2012, one of the subsidiaries of the Group has settled the accrued performance related incentive payments for the year ended 31 March 2011 of HK$3,000,000 by offsetting amount due from a director.

23. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2012 ***HK$'000***	2011 *HK$'000*
Within one year	**3,974**	3,726
In the second to fifth years inclusive	**3,324**	5,056
	7,298	8,782

Operating lease payments represent rentals payable by the Group for the office premises. Leases are negotiated for an average term of two years and rentals are fixed.

Included in operating lease commitments is future minimum lease payments of HK$2,520,000 (2011: HK$2,520,000) fall due within one year and HK$2,520,000 (2011: HK$5,040,000) fall due in the second to fifth years inclusive to its related party, Draw Up as disclosed in note 28.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

24. SHARE OPTION SCHEME

The Share Option Scheme of the Company was adopted pursuant to a resolution in writing of the sole shareholder passed on 7 March 2012. The purposes of the Share Option Scheme is to enable the Group to grant options to full-time or part-time employees, directors (whether executive or non-executive), supplier, customer, joint venture partner, business associates and advisor (professional or otherwise) of the Company as incentives or rewards for their contribution to the Group. The Share Option Scheme became effective on 7 March 2012 (the "**Effective Date**"), subject to earlier termination by the directors and approved in advance by the shareholders in a general meeting. The Share Option Scheme shall be valid and effecting for a period commencing from the Effective Date.

The total number of shares of the Company available for issue under the Share Option Scheme must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The maximum number of shares issuable upon exercise of the options which may be granted under the Share Option Scheme (including exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates (as defined under the Listing Rules), are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, (as defined under the Listing Rules) in excess of 0.1% of the shares of the Company in issue with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK$5,000,000, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted in writing by a participant within 28 days from the date of offer upon payment of a nominal consideration of HK$1 by the grantee. The exercise period for the share options granted is determined by the Directors, which period may commence from the date of acceptance of the offer for the grant of share options but shall end, in any event, not later than 10 years from the date of grant of the option subject to the provisions for early termination under the Share Option Scheme.

Up to the date of approval of the consolidated financial statements, no options have been granted to eligible participants under the Share Option Scheme.

25. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the "**MPF Scheme**") for all qualifying employees. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. Mandatory benefits are provided under the MPF Scheme. The Group contributes the lower of 5% of the relevant payroll costs and HK$1,000 per employee to the MPF Scheme.

The total contribution to the retirement benefit scheme charged to the consolidated statement of comprehensive income is HK$1,222,000 (2011: HK$700,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

26. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

	2012 *HK$'000*	2011 *HK$'000*
Bank Balances and cash	**432,771**	10,622
Less: Pledged bank balance	**(400)**	(—)
	432,371	10,622

27. PLEDGE OF ASSETS

	2012 *HK$'000*	2011 *HK$'000*
Bank balance	**400**	—

28. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had also entered into the following related party transactions:

	2012 *HK$'000*	2011 *HK$'000*
Financial public relations service income from Chongqing Iron & Steel *(note 1)*	**2,329**	3,168
Financial public relations service income from Qingling Motors *(note 1)*	**116**	—
Operating lease rentals paid to Draw Up *(note 2)*	**2,520**	3,300

Notes:

1. Chongqing Iron & Steel and Qingling Motors are the companies in which Mr. Liu Tianni, the controlling shareholder and director of the Company, has directorship.

2. Wonderful Sky Financial Group leased a property owned by Draw Up during the year. Draw Up is a company in which Mr. Liu Tianni has beneficial and controlling interests.

Also, during the year ended 31 March 2011, 5,000 shares in IR Global Roadshow Limited, representing 10% equity interest, were issued to Ms. Sun Bin, the director of the Company, at a consideration of US$5,000. In the same year, the Group further acquired the 10% equity interest from Ms. Sun Bin at a consideration of US$5,000.

In addition, from time to time, Mr. Liu Tianni makes payment on behalf of the major operating subsidiary of the Group, which were reimbursed by the Group at cost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

28. RELATED PARTY TRANSACTIONS *(CONTINUED)*

Compensation of key management personnel

The remuneration of directors and other member of key management during the year was as follows:

	2012	2011
	HK$'000	*HK$'000*
Salaries and allowances	**7,574**	6,566
Performance related incentive payments	**4,702**	3,796
Retirement benefit scheme contributions	**59**	51
	12,335	10,413

29. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Particulars of the subsidiaries held by the Company at the end of the reporting period are as follows:

Name of subsidiary	Place and date of incorporation	Place of operation	Issued and fully paid share capital	Equity interest attributable to the Group as at 31 March		Principal activities
				2012	2011	
				%	%	
IR Global Roadshow Limited ("**IR Global**")	BVI 15 September 2010	Hong Kong	US$50,000	**100**	100 *(note)*	Organisation and coordination of international roadshow
Shine Talent Holdings*	BVI 11 November 2010	Hong Kong	US$2	**100**	100	Investment holding
Wonderful Sky Financial Group	Hong Kong 1 August 2006	Hong Kong	HK$10,000	**100**	100	Provision of financial public relations services

* Directly held by the Company

Note: On 6 January 2011, Wonderful Sky Financial Group acquired an additional interest of 10% from the non-controlling shareholder at a consideration of US$5,000 and IR Global Roadshow became a wholly-owned subsidiary of Wonderful Sky Financial Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

FOR THE YEAR ENDED 31 MARCH 2012

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2012	2011
	HK$'000	*HK$'000*
Non current asset		
Investment in a subsidiary	**—**	—
Current assets		
Bank balances	**330,007**	—
Amount due from a subsidiary	**80,000**	—
	410,007	—
Current liability		
Amount due to a subsidiary	**5,778**	—
Net current assets	**404,229**	—
Total assets less current liability	**404,229**	—
Capital and reserves		
Share capital	**10,000**	—
Reserves	**394,229**	—
Total equity	**404,229**	—