Evershine Group Holdings Limited
永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2015

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

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

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

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

The board of Directors (the "Board") of Evershine Group Holdings Limited (the "Company") announces the audited consolidated results of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2015 together with the comparative figures for the year 2014 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2015

	Notes	**2015 HK$'000**	2014 HK$'000
Continuing operations			
Revenue	*4&5*	**73,772**	45,792
Cost of services		**(69,809)**	(42,418)
Gross profit		**3,963**	3,374
Other income and gain or loss, net	*6*	**19,978**	1,797
Operating and administrative expenses		**(34,247)**	(20,218)
Loss from operations		**(10,306)**	(15,047)
Finance costs	*7(a)*	**(1,729)**	(4,601)
Loss before taxation	*7*	**(12,035)**	(19,648)
Taxation	*8*	**228**	20
Loss after taxation from continuing operations		**(11,807)**	(19,628)
Discontinued operations			
Loss from discontinued operations		**(1,723)**	(3,520)
Loss for the year		**(13,530)**	(23,148)
Attributable to:			
Equity shareholders of the Company			
— From continuing operations		**(11,117)**	(18,013)
— From discontinued operations		**(879)**	(1,913)
		(11,996)	(19,926)
Non-controlling interests			
— From continuing operations		**(691)**	(1,615)
— From discontinued operations		**(843)**	(1,607)
		(1,534)	(3,222)
Loss for the year		**(13,530)**	(23,148)
Loss per share	*10(a)*		
From continuing and discontinued operations			
Basic and Diluted		**(1.42) cents**	(3.56) cents
From continuing operations	*10(b)*		
Basic and Diluted		**(1.32) cents**	(3.22) cents
From discontinued operations	*10(c)*		
Basic and Diluted		**(0.1) cents**	(0.34) cents

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	2015	2014
	HK$'000	HK$'000
Loss for the year	**(13,530)**	(23,148)
Other comprehensive expense for the year		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of overseas subsidiaries	**(737)**	(49)
Other comprehensive expense for the year	**(737)**	(49)
Total comprehensive expense for the year	**(14,267)**	(23,197)
Attributable to:		
Equity shareholders of the Company	**(12,761)**	(19,975)
Non-controlling interests	**(1,506)**	(3,222)
Total comprehensive expense for the year	**(14,267)**	(23,197)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015

	Notes	2015 HK$'000	2014 HK$'000
Non-current assets			
Property, plant and equipment		**1,165**	748
Intangible assets		**144,260**	37,860
Goodwill		**10,997**	11,614
Interests in associates		**19,272**	6,000
		175,694	56,222
Current assets			
Inventories		**14,984**	—
Trade and other receivables	*11*	**65,160**	7,286
Deposit for acquisition of subsidiaries		**10,000**	—
Restricted bank deposits		**2,550**	1,778
Cash and cash equivalents		**40,188**	7,163
		132,882	16,227
Assets classified as held for sales		**—**	59,252
		132,882	75,479
Current liabilities			
Trade and other payables	*12*	**23,200**	13,444
Short-term loan		**2,000**	2,000
Promissory notes		**27,170**	43,000
		52,370	58,444
Liabilities directly associated with assets classified as held for sales		**—**	35,244
		52,370	93,688
Net current assets/(liabilities)		**80,512**	(18,209)
Total assets less current liabilities		**256,206**	38,013
Non-current liabilities			
Convertible bonds		**38,523**	—
Deferred tax liabilities		**916**	1,277
		39,439	1,277
NET ASSETS		**216,767**	36,736
CAPITAL AND RESERVES			
Share capital		**908,401**	755,030
Reserves		**(700,335)**	(698,637)
Total equity attributable to equity shareholders of the Company		**208,066**	56,393
Non-controlling interests		**8,701**	(19,657)
TOTAL EQUITY		**216,767**	36,736

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

1. GENERAL INFORMATION

Evershine Group Holdings Limited (the "Company") is a public limited company incorporated in Hong Kong with its shares listed on the Growth Enterprise Market (the "GEM") Board of The Stock Exchange of Hong Kong Limited.

The address of the registered office and principal place of business of the Company are at 16th Floor, Zoroastrian Building, 101 Leighton Road, Causeway Bay, Hong Kong.

The principal activity of the Company is investment holding. The subsidiaries of the Company are engaged in the provision of travel agent services, advertising and marketing services, fashion garment trading, mobile application business, trading business and the cemetery business.

The trading business and the cemetery business are new business segments of the Group through acquisitions during the year.

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

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. APPLICATION OF NEW AND REVISED HKFRSs

The Group has adopted the following revised standards for the first time for the current year's financial statements.

Amendments to HKAS 19 Defined Benefit Plans: Employee Contributions
Annual Improvements to HKFRSs 2010–2012 Cycle

Annual Improvements to HKFRSs 2011–2013 Cycle

The nature and the impact of each amendment is described below:

(i) Amendments to HKAS 19 apply to contributions from employees or third parties to defined benefit plans. The amendments simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. If the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction of service cost in the period in which the related service is rendered. The amendments have had no impact on the Group as the Group does not have defined benefit plans.

(ii) *The Annual Improvements to HKFRSs 2010–2012 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:

- HKFRS 8 *Operating Segments*: Clarifies that an entity must disclose the judgements made by management in applying the aggregation criteria in HKFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar. The amendments also clarify that a reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker. The amendments have had no significant impact on the Group.

- HKAS 16 *Property, Plant and Equipment* and HKAS 38 *Intangible Assets*: Clarifies the treatment of gross carrying amount and accumulated depreciation or amortisation of revalued items of property, plant and equipment and intangible assets. The amendments have had no impact on the Group as the Group does not apply the revaluation model for the measurement of these assets.

- HKAS 24 *Related Party Disclosures*: Clarifies that a management entity (i.e., an entity that provides key management personnel services) is a related party subject to related party disclosure requirements. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendment has had no impact on the Group as the Group does not receive any management services from other entities.

(iii) The *Annual Improvements to HKFRSs 2011–2013 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:

- HKFRS 3 *Business Combinations*: Clarifies that joint arrangements but not joint ventures are outside the scope of HKFRS 3 and the scope exception applies only to the accounting in the financial statements of the joint arrangement itself. The amendment is applied prospectively. The amendment has had no impact on the Group as the Company is not a joint arrangement and the Group did not form any joint arrangement during the year.

- HKFRS 13 *Fair Value Measurement*: Clarifies that the portfolio exception in HKFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of HKFRS 9 or HKFRS 39 as applicable. The amendment is applied prospectively from the beginning of the annual period in which HKFRS 13 was initially applied. The amendment has had no impact on the Group as the Group does not apply the portfolio exception in HKFRS 13.

- HKAS 40 *Investment Property*: Clarifies that HKFRS 3, instead of the description of ancillary services in HKAS 40 which differentiates between investment property and owner-occupied property, is used to determine if the transaction is a purchase of an asset or a business combination. The amendment is applied prospectively for acquisition of investment properties. The amendment has had no impact on the Group as the Group did not acquire any investment properties during the year and so this amendment is not applicable.

In addition, the Company has adopted the amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") issued by the Stock Exchange of Hong Kong Limited relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact on the financial statements is on the presentation and disclosure of certain information in the financial statements.

4. TURNOVER

The Group's revenue comprises the provision of travel agent services, advertising and marketing services and mobile application business and trading business.

The amount of each significant category of revenue recognised in turnover during the year is analysed as follows:

	2015 HK$'000	2014 HK$'000
Continuing operations		
— Advertising and marketing services	**872**	4,657
— Revenue from travel agent services	**40,348**	40,884
— Service income from mobile application	**2,103**	251
— Trading business	**30,449**	—
	73,772	45,792
Discontinued operations		
— Artists management income	**—**	37
— Rental income	**1,573**	1,854
	1,573	1,891
	75,345	47,683

5. SEGMENT REPORTING

The Group manages its business by divisions. The reportable segments are in a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment.

In 2015, the Group had six (2014: five) business segments, namely (i) travel agent services; (ii) advertising and marketing services; (iii) mobile application; (iv) trading; (v) cemetery and (vi) entertainment:

— Travel agent services: this segment engaged in the provision of tourist routes and tour related services. Currently the Group's activities in this regard are carried out in the People's Republic of China (the "PRC").

— Advertising and marketing services: This segment is engaged in the provision of product advertising and promotion, marketing agency and planning, function organization and media project services. Currently the Group's activities in this regard are carried out in Hong Kong.

— Mobile application: This segment is engaged in the operating rights of "Ninja in Barrel" and mobile application business of "Patalogue". Currently the Group's activities in this regard are carried out in the PRC and Hong Kong.

— Trading: This segment is engaged in trading business. Currently the Group's activities in this regard are carried out in the PRC.

— Cemetery: This segment is engaged in the construction and operation of cemetery. Currently the Group's activities in this regard are carried out in the PRC.

— Entertainment: This segment is engaged in the training of contracted artists and their assignment to advertisement production. Currently the Group's activities in this regard are carried out in Hong Kong. Such business were carried out by the disposal group and classified as discontinued operation.

— Securities trading: This segment is engaged in trading of Hong Kong listed securities.

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all tangible, intangible assets and current assets with the exception of investments in financial assets and other corporate assets. Segment liabilities include trade creditors, accruals and other payable to the services and sales activities of the individual segments managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

	2015								
	Continuing Operations							Discontinued operation	
Other information	Travel agent HK$'000	Advertising and Marketing services HK$'000	Mobile application HK$'000	Trading HK$'000	Cemetery services HK$'000	Unallocated head office HK$'000	Sub-total HK$'000	Entertainment HK$'000	Total HK$'000
Revenue									
Reportable segment revenue	40,348	2,402	2,135	30,449	–	–	75,334	1,573	76,907
Elimination of inter-segment revenue	–	(1,530)	(32)	–	–	–	(1,562)	–	(1,562)
Consolidated revenue	40,348	872	2,103	30,449	–	–	73,772	1,573	75,345
Profit									
Reportable segment Profit/(loss)	(84)	(1,619)	(398)	188	(255)	(32,702)	(34,870)	(1,226)	(36,096)
Elimination of inter-segment profits	–	(30)	(32)	–	–	–	(62)	–	(62)
Reporting segment Profit/(loss) derived from the Group external customers	(84)	(1,649)	(430)	188	(255)	(32,702)	(34,932)	(1,226)	(36,158)
Other income and gain, net	56	–	–	–	–	19,922	19,978	–	19,978
Depreciation and amortisation	(54)	(3)	(11,600)	–	(5)	(133)	(11,795)	(497)	(12,292)
Finance costs	–	–	–	–	–	(1,729)	(1,729)	–	(1,729)
Unallocated head office and corporate expenses	–	–	–	–	–	16,443	16,443	–	16,443
Consolidated profit/(loss) before taxation	(82)	(1,652)	(12,030)	188	(260)	1,801	(12,035)	(1,723)	(13,758)

	2014							
	Continuing Operations						Discontinued operation	
Other information	Travel agent HK$'000	Advertising and Marketing services HK$'000	Security HK$'000	Mobile application HK$'000	Unallocated head office HK$'000	Sub-total HK$'000	Entertainment HK$'000	Total HK$'000
Revenue								
Reportable segment revenue	40,884	6,157	–	251	–	47,292	1,891	49,183
Elimination of inter-segment revenue	–	(1,500)	–	–	–	(1,500)	–	(1,500)
Consolidated revenue	40,884	4,657	–	251	–	45,792	1,891	47,683
Profit								
Reportable segment Profit/(loss)	1,074	(2,634)	(50)	377	–	(1,233)	(2,903)	(4,136)
Elimination of inter-segment profits	–	(1,500)	–	–	–	(1,500)	–	(1,500)
Reporting segment Profit/(loss) derived from the Group external customers	1,074	(4,134)	(50)	377	–	(2,733)	(2,903)	(5,636)
Other income and gain,net	38	–	–	–	1,759	1,797	588	2,385
Depreciation and amortisation	(154)	(55)	–	(140)	(79)	(428)	(1,205)	(1,633)
Loss on disposal of motor vehicle	–	(77)	–	–	–	(77)	–	(77)
Finance costs	–	(5)	–	–	(4,596)	(4,601)	–	(4,601)
Unallocated head office and corporate expenses	–	–	–	–	(13,606)	(13,606)	–	(13,606)
Consolidated profit/(loss) before taxation	958	(4,271)	(50)	237	(16,522)	(19,648)	(3,520)	(23,168)

	2015								
	Continuing Operations							Discontinued operation	
	Travel agent HK$'000	Advertising and Marketing services HK$'000	Mobile application HK$'000	Trading HK$'000	Cemetery HK$'000	Unallocated head office HK$'000	Sub-total HK$'000	Entertainment HK$'000	Total HK$'000
Assets									
Reportable segment asset	12,875	1,629	2,409	49,829	1,905	–	68,647	–	68,647
Non current asset	284	–	26,260	2	118,249	44	144,839	–	144,839
Goodwill	–	–	10,997	–	–	–	10,997	–	10,997
Unallocated head office and corporate assets	–	–	–	–	–	84,093	84,093	–	84,093
Consolidated total assets	13,159	1,629	39,666	49,831	120,154	84,137	308,576	–	308,576
Liabilities									
Reportable segment liabilities	(9,633)	(7,943)	(2,216)	(799)	(724)	–	(21,315)	–	(21,315)
Deferred tax liabilities	–	–	(916)	–	–	–	(916)	–	(916)
Unallocated head office and corporate liabilities	–	–	–	–	–	(69,578)	(69,578)	–	(69,578)
Consolidated total liabilities	(9,633)	(7,943)	(3,132)	(799)	(724)	(69,578)	(91,809)	–	(91,809)

	2014								
	Continuing Operations							Discontinued operation	
	Travel agent HK$'000	Advertising and Marketing services HK$'000	Security HK$'000	Mobile application HK$'000	Unallocated head office HK$'000	Sub-total HK$'000	Entertainment HK$'000	Total HK$'000	
Assets									
Reportable segment asset	9,646	289	–	250	–	10,185	5,450	15,635	
Non current asset	241	2	–	37,860	–	38,103	53,802	91,905	
Goodwill	–	–	–	11,614	–	11,614	–	11,614	
Unallocated head office and corporate assets	–	–	–	–	12,547	12,547	–	12,547	
Consolidated total assets	9,887	291	–	49,724	12,547	72,449	59,252	131,701	
Liabilities									
Reportable segment liabilities	(6,085)	(3,905)	–	(320)	–	(10,310)	(35,244)	(45,554)	
Deferred tax liabilities	–	–	–	(1,277)	–	(1,277)	–	(1,277)	
Unallocated head office and corporate liabilities	–	–	–	–	(46,857)	(46,857)	–	(46,857)	
Consolidated total liabilities	(6,085)	(3,905)	–	(1,597)	(46,857)	(58,444)	(35,244)	(93,688)	

Geographical Segments

The Group operates in two principal geographical areas — the PRC and Hong Kong. The following table provides an analysis of the Group's revenue and asset from external customers by geographical location:

	Revenue from external customers		Assets	
	2015	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000
Continuing operations				
— PRC	**72,900**	40,884	**176,178**	9,887
— Hong Kong	**872**	4,908	**132,398**	62,562
	73,772	45,792	**308,576**	72,449
Discontinued operations				
— Hong Kong	**–**	37	**–**	55,099
— Other	**1,573**	1,854	**–**	4,153
	1,573	1,891	**–**	59,252

Major customers

The information in respect of the Group's sales attributable to the major customers during the financial year is as follows:

	Percentage of the group's total Sales
The largest customer	40%
Five largest customers in aggregate	43%

At no time during the year have the directors, their associates or any shareholder of the company (which to the knowledge of the directors owns more than 5% of the number of issued shares of the company) had any interest in these major customers.

6. OTHER INCOME AND GAIN OR LOSS, NET

	Continuing operations		Discontinued operations		Consolidated	
	2015	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Interest income from banks	**51**	34	**—**	—	**51**	34
Sundry income	**444**	1,763	**—**	588	**444**	2,351
Gain on disposal of subsidiaries	**19,483**	—	**—**	—	**19,483**	—
Gain, net	**19,978**	1,797	**—**	588	**19,978**	2,385

7. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

		Continuing operations		Discontinued operations		Consolidated	
		2015	2014	**2015**	2014	**2015**	2014
		HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
(a)	**Finance costs**						
	Interest on promissory notes	**1,197**	4,596	**—**	—	**1,197**	4,596
	Interest on convertible bonds	**532**	—	**—**	—	**532**	—
	Interest on finance lease	**—**	5	**—**	—	**—**	5
		1,729	4,601	**—**	—	**1,729**	4,601
(b)	**Staff costs (including Directors' remuneration)**						
	Contributions to defined contribution retirement plans	**151**	132	**—**	2	**151**	134
	Social security costs	**23**	282	**—**	—	**23**	282
	Salaries, wages and other benefits	**5,378**	4,398	**130**	713	**5,508**	5,111
		5,552	4,812	**130**	715	**5,682**	5,527
(c)	**Other items**						
	Depreciation						
	— leased assets	**—**	45	**—**	—	**—**	45
	— own assets	**195**	153	**497**	1,205	**692**	1,358
	Auditors' remuneration						
	— current year	**660**	550	**—**	—	**660**	550
	— under provision in prior year	**24**	45	**—**	—	**24**	45
	Operating lease charges in respect of property rental	**1,055**	998	**1,858**	2,115	**2,913**	3,113
	Bad debts written off	**1,200**	1,640	**—**	—	**1,200**	1,640
	Loss on disposal of property, plant and equipment	**14**	77	**—**	—	**14**	77
	Amortisation of intangible assets	**11,600**	230	**—**	—	**11,600**	230
	Impairment loss on goodwill	**617**	—	**—**	—	**617**	—

8. TAXATION

Taxation in the consolidated statement of profit or loss represents:

	Continuing operations		Discontinued operation		Consolidated	
	2015	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Current tax						
— PRC Enterprise Income Tax	**–**	2	**–**	–	**–**	2
— Hong Kong Profit tax	**133**	–	**–**	–	**133**	–
Deferred tax	**(361)**	(22)	**–**	–	**(361)**	(22)
	(228)	(20)	**–**	–	**(228)**	(20)

Hong Kong Profits tax has been calculated at 16.5% (2014: 16.5%) of the estimated assessable profits arising in Hong Kong for both years. PRC Enterprise Income Tax is computed according to the relevant legislation, interpretations and practices in respect thereof during the year. The applicable PRC income tax rate is 25% (2014: 25%).

9. DIVIDENDS

The directors do not recommend any payment of dividend nor transfer of any amount to reserves for the year (2014: Nil).

10. LOSS PER SHARE

(a) From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the followings data:

Loss

	For the year ended 31 December	
	2015	2014
	HK$'000	HK$'000
Loss for the purpose of basic loss per share (loss for the year attributable to owners of the Company)	**(11,996)**	(19,926)
Loss for the purpose of diluted loss per share	**(11,996)**	(19,926)

The diluted loss per share for the years ended 31 December 2015 and 2014 is the same as the basic earnings per share as there were no dilutive potential ordinary shares outstanding during both years.

The diluted loss per share from continuing and discontinued operations for the years ended 31 December 2015 and 2014 is equal to the basic loss per share as the outstanding convertible bonds were anti-dilutive.

Number of shares

	Number of shares	
	2015	2014
	'000	'000
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**843,519**	560,137

(b) From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to owners of the Company is based on the following data:

	For the year ended 31 December	
	2015	2014
	HK$'000	HK$'000
Loss for the year from continuing and discontinued operations attributable to owners of the Company	**(11,996)**	(19,926)
Less: Loss for the year from discontinued operations	**879**	1,913
Loss for the purpose of basic and diluted loss per share from continuing operations	**(11,117)**	(18,013)

Basic loss per share for the continuing operations in 2015 and 2014 is calculated based on the Loss from the continuing operations of HK$11,117,000 (2014: Loss HK$18,013,000) and the denominators used are the same as those detailed above at (a).

The diluted loss per share from continuing operations for the years ended 31 December 2015 and 2014 is equal to the basic loss per share.

(c) From discontinued operations

Basic loss per share for the discontinued operations is calculated based on the loss from the discontinued operations of HK$879,000 (2014: loss of HK$1,913,000) and the denominators used are the same as those detailed above at (a).

The diluted loss per share from the discontinued operations for the years ended 31 December 2015 and 2014 is equal to the basic loss per share.

11. TRADE AND OTHER RECEIVABLES

	2015	2014
	HK$'000	HK$'000
Trade debtors *(note a&b)*	**38,479**	913
Other receivables	**4,605**	3,542
Rental and other deposits	**20,742**	1,247
Loans and receivables	**63,826**	5,702
Prepayments	**1,334**	1,584
	65,160	7,286

(a) Ageing analysis

An ageing analysis of trade debtors at the end of reporting period is as follows:

	2015	2014
	HK$'000	HK$'000
Within 1 month	**8,112**	369
More than 1 month but within 3 months	**30,101**	195
More than 3 months but within 6 months	**16**	196
More than 6 months	**250**	153
	38,479	913

Trade debtors are generally granted with credit terms ranging from 30 days to 180 days. The Group may, on a case by case basis and after evaluation of the business relationship and creditworthiness, extend the credit period upon customers' requests.

(b) Trade debtors that are not impaired

The ageing analysis of trade debtors that are neither individually nor collectively considered to be impaired are as follows:

	2015	2014
	HK$'000	HK$'000
Neither past due nor impaired	**38,229**	760
Past due but not impaired		
Past due within 6 months	**250**	153
	38,479	913

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

12. TRADE AND OTHER PAYABLES

	2015	2014
	HK$'000	HK$'000
Trade creditors *(note a)*	**7,976**	2,154
Other payables and accrued charges	**6,535**	5,253
Amounts due to related persons	**3,659**	3,010
Other taxes and government surcharges payables	**3**	13
Financial liabilities measured at amortised cost	**18,173**	10,430
Receipts in advance *(note b)*	**5,027**	3,014
	23,200	13,444

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

(a) Ageing analysis
The ageing analysis of trade creditors at the end of the reporting period is as follows:

	2015	2014
	HK$'000	HK$'000
Within 1 month	**1,900**	453
More than 1 month but within 3 months	**4,283**	1,084
More than 3 months	**1,793**	617
	7,976	2,154

(b) The amounts represent prepaid service income from customers, for which the related services are expected to be rendered within one year from the end of the reporting period.

13. COMMITMENT

Capital commitment
As at 31 December 2015, the Group had the following capital commitment:

	2015	2014
	HK$'000	HK$'000
Contracted but not provided for		
— Capital injection of a subsidiary	**3,583**	7,000

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Travel agency business
The financial results of the travel agency business has dropped drastically due to slower economy and strong competition. The operating cost has been increasing as a result the business is unprofitable. The Group has entered into an memorandum of understanding with an independent party for the possible disposal of the travel agency business at the end of 2015.

Marketing and advertising business
The performance of the marketing and advertising business has been disappointing. This is due to a shift from media marketing to internet marketing. We believe the strategy of marketing and advertising business has to be revamped in order to cope with the rapidly changing business environment.

Mobile application business
The mobile application business segment has become a new contributor to the revenue of the Group. Yet the performance of this business was lower than expected. This is due to continuous changing of market practices in terms of payment gateway integration, mobile application publishing and market acceptance. The Group is working closely with the mobile application developers for continuous development and enhancement of the applications.

Trading business
The Group has started its trading business in commodities since the last quarter of 2015. We have established an experienced team lead by the Chairman of the Group to handle the transactions. We believe the commodities prices is consolidating at current level and therefore the trading activities will become more robust in the coming days. The Group intends to obtain banking facilities for further development of the trading business.

Cemetery business
The Group has entered in the cemetery business in the PRC through the acquisition of the entire issued share capital of Fortune Ford Limited which was completed on 30 November 2015. The cemetery services segment is experiencing reform in the PRC that favours officially approved operators. Due to the growing demand for legitimate burial and limited supply, the price of burial plot in the PRC has been soaring in recent years. It is a valuable opportunity for the Group to be able to participate in this business sector. We believe the contribution of the cemetery business would be significant in the coming years.

FINANCIAL POSITION

Liquidity and Financial Resources
As at 31 December 2015, the total assets of the Group was approximately HK$309 million (2014: HK$132 million), including cash and bank balances and restricted bank deposits of approximately HK$43 million (2014: HK$9 million). The gearing ratio of the Group expressed in total debt as a percentage of net assets was approximately 42.35% (2014: 258.51%).

Charges on Group's Assets
On 11 December 2014, a secured and unguaranteed loan facility amounting to HK$2,000,000 has been granted to the Group ("Loan Facility"). The Loan Facility was secured by a charge over the entire issued and paid up capital of a subsidiary of the Company – Argos (China) Investment Limited. The interest rate is 1% over Prime Lending Rate per annum.

The Group shall repay the Loan Facility upon expiry of 6 months after the drawdown date.

The maturity date of the loan is on 24 June 2015.

On 29 May 2015, the Company has requested, and the Lender has accepted to extend the maturity date of the Loan Facility until 24 December 2015.

On 24 December 2015, the Company and the Lender have entered into a Memorandum of Understanding (MOU) regarding the possible disposal of the entire equity interests of Argos (China) Investment Limited.

For details, please refer to the announcement dated 24 December 2015.

Capital Structure
The number of issued shares of the Company as at 31 December 2014 and 2015 were 560,136,904 and 1,142,677,356 shares respectively. On 12 December 2014, the Company proposed to raise approximately HK$84 million, before expenses, by issuing 280,068,452 new shares (the "Rights Shares") to the qualifying shareholders of the Company at a subscription price of HK$0.30 per Rights Share by way of rights issue on the basis of one Rights Share for every two shares held on 23 December 2014. 280,068,452 rights shares have been issued on 9 February 2015. Please refer the Company's announcements dated 12 December 2014 and 6 February 2015 and the Company's prospectus dated 14 January 2015 for details.

On 14 April 2015 the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent agreed to place, on a best effort basis, the Placing Shares comprising up to an aggregate of 112,026,000 new Shares at the Placing Price of HK$0.31 per Placing Share on behalf of the Company to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. (the "Placing A"). The net proceeds from the Placing A were approximately HK$34 million, among which, (i) approximately HK$30 million was used as the deposit for the potential acquisition of Fortune Ford Limited as disclosed in the circular of the Company dated 7 November 2015; and (ii) approximately HK$4 million was used as general working capital of the Group.

On 12 November 2015, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, the Placing Shares comprising up to an aggregate of 190,446,000 new Shares at the Placing Price of HK$0.198 per Placing Share on behalf of the Company to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. (the "Placing B"). The net proceeds from the Placing B were approximately HK$37.2 million, among which, (i) approximately HK$20 million was used as deposit for the lease of cruisers; (ii) approximately HK$10 million was used as deposit for the proposed acquisition of Color Bridge Industrial Company Ltd and Color-Bridge Printing & Packaging Company Limited; and (iii) approximately HK$7.2 million has not yet been utilised.

COMMITMENTS

The details of the capital commitments incurred during the year ended 31 December 2015 are set out in note 13 to this announcement.

VERY SUBSTANTIAL DISPOSAL OF 51% SHAREHOLDING INTEREST IN FOUNTAIN CITY HOLDINGS LIMITED

On 28 December 2012, Brilliant Reach Investments Limited, a wholly-owned subsidiary of the Company (the "Purchaser") and Diwang Limited (the "Vendor"), have agreed on the exercise by the Purchaser of the Put Option which require the Vendor to purchase 51% of the issued share capital of Fountain City Holdings Limited (the "Disposed Company") at the Option Exercise Price of HK$58,650,000 (the "Disposal") as the Vendor had acknowledged that the Disposed Company was loss making.

The Disposed Company was a 51% owned subsidiary of the Group. The principal business of the Disposed Company and its subsidiaries includes (i) entertainment programme production; (ii) events organization; and (iii) TV-series production.

The Disposal was approved by the holders (the "Shareholders") of the share(s) (the "Shares") of the Company at the extraordinary general meeting (the "EGM") of the Company held on 26 August 2013. Accordingly, completion of the Disposal shall take place on or before 24 February 2014 which is 180 days after the Disposal was approved by the Shareholders and the Option Exercise price shall be satisfied by the Vendor to the Purchaser on the same day. However, the Vendor has failed to effect payments of the Option Exercise Price and the Loans pursuant to the Agreement and the Verbal Agreement.

After negotiations with the Vendor and its guarantor (the "Guarantor"), the parties entered into a deed of settlement (the "Settlement Deed") pursuant to which the Vendor and the Guarantor jointly and severally covenant to the Purchaser that they shall effect payment of the option exercise price and the Loans in the aggregate amount of HK$64,894,000 by four equal instalment payments of HK$16,223,500 each with the first instalment payment to be made on or before 24 September 2014, the second instalment payment to be made on or before 24 December 2014, the third instalment payment to be made on or before 24 March 2015 and the fourth payment to be on or before 24 June 2015.

On 30 December 2014, the Vendor effected partial payment of HK$6,000,000 out of the aggregate amount of HK$64,894,000 pursuant to the Settlement Deed.

After negotiations with the Vendor and the Guarantor, the parties have reached a settlement relating to the overdue of the outstanding balance of the settlement sum of HK$58,894,000 (the "Outstanding Settlement Sum") and a supplemental deed (the "Supplemental Deed") was entered into among the Purchaser, the Vendor and the Guarantor on 20 March 2015, pursuant to which the Vendor and the Guarantor jointly and severally covenant to the Purchaser that the Outstanding Settlement Sum shall be paid and settled by two equal instalment payments of HK$29,447,000 each, payable on or before the expiration of six months and twelve months from the date of the Supplemental Deed respectively.

The settlement was reached after arm's length negotiations between the Company, the Vendor and the Guarantor. In light of the global financial crisis and economic slowdown, which has adversely affected the ability of the Vendor and Guarantor to perform their respective obligations under the Settlement Deed, and the fact that the Vendor has made a payment of HK$6,000,000 on 30 December 2014 reassures that the Vendor has the intention to settle the Outstanding Settlement Sum. The Company has decided to not include interest accrued on the Outstanding Settlement Sum in order to speed up the negotiation procedures.

On 31 December 2015, all of the Outstanding Settlement Sum has been settled in accordance with the terms of the Supplemental Deed.

Detail refer to the Company's announcements dated 8 January 2013, 26 August 2013, 24 March 2014, 20 March 2015, 31 December 2015 and the Company's circular dated 8 August 2013.

LAPSE OF THE ACQUISITION OF MASS APEX LIMITED

As disclosed in the Company's announcement dated 4 December 2012, the Company, through its wholly owned subsidiary, Fame Network Limited to acquire the entire issued share capital of the Mass Apex Limited which principally engaged in the trading of raw food material business in Hong Kong, from Mr. Ma Chun Loi (the "Vendor I") at a consideration of HK$68,000,000. As of 8 July 2013, some of the conditions precedent to the Acquisition had not been fulfilled, after negotiation between the Purchaser and the Vendor I, the Board decided that the Long Stop Date would not be further extended, accordingly, the Sale and Purchase Agreement lapsed with effect from 5:00 p.m. on 8 July 2013. The Directors consider that this would avoid further expenses to be incurred by the Group and is in the interests of the Company and the Shareholders as a whole.

Upon the Sale and Purchase Agreement, the Vendor I shall refund the sum of HK$2,000,000, being the deposit paid by the Purchaser to Vendor I, despite the Company has repeatedly demanded for the return of the Deposit, the Vendor I failed to return the Deposit, upon the legal advice that the Company has obtained from its solicitors, the Purchaser has commenced legal action against the Vendor I at the Court of First Instance in the High Court of HKSAR on 30 October 2013 to claim for return of the Deposit.

On 11 December 2013, the Purchaser and the Vendor I entered into a deed of settlement pursuant to which the Vendor I undertook to refund the Deposit by 10 monthly instalments by issuing ten post-dated cheques. On 19 December 2013, as the first cheque dated 11 December 2013 was honoured, pursuant to the deed of settlement, the Purchaser has filed a notice of discontinuance with the Court of First Instance of the High Court of the HKSAR.

On 27 February 2015, the Company has instructed a legal representative to issue a demand letter to the Vendor I in relation to the breach of the deed of settlement and the outstanding balance of HK$1,200,000. If the Vendor I does not agree to the demand, the Company will reserve it's rights to commence legal proceedings against the Vendor I to enforce its rights.

The Company has decided it prudent not to engage in potentially costly legal proceedings and decided to write off the outstanding balance of HK$1,200,000.

Details refer to the Company's announcements dated 26 November 2012, 4 December 2012, 27 December 2012, 25 January 2013, 8 February 2013, 8 March 2013, 8 April 2013, 8 May 2013, 7 June 2013, 9 July 2013, 18 July 2013, 2 August 2013, 7 August 2013, 18 October 2013, 30 October 2013, 11 December 2013 and 19 December 2013.

THE MEMORANDUM OF UNDERSTANDING IN RELATION TO PROPOSED ACQUISITIONS

On 5 December 2014, the Company and Starways Holding Inc. (the "Prospective Vendor") entered into a memorandum of understanding (the "MOU") in relation to the proposed acquisition of the entire issued share capital of Great Empire International Group Limited (the "Target"). The Target indirectly holds a wholly-owned subsidiary in the PRC, namely 深圳市博泰生物技術應用管理有限公司 which engages in tumor treatment technology development and applications. The MOU is not legally binding with regard to the proposed acquisition, and the proposed acquisition may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares.

On 5 June 2015, the Company and Starways Holding Inc. agreed by way of extension letter to extend the inspection period for a further 3 months. The extended inspection period shall end on 5 September 2015.

The extended inspection period has ended and the Company has decided not to proceed with the acquisition of the Target.

Details refer to the Company's announcement dated 5 December 2014.

On 14 December 2015, the Company entered into a non-legally binding memorandum of understanding (the "MOU I") with Li Yang Qin and Deng Xianggui (together the "Vendors") in relation to the proposed acquisition of 100% issued shares in Color Bridge Industrial Company Limited ("CBI") and 90% issued shares in Color-Bridge Printing & Packaging Company Limited ("CBPP") (the "Proposed Acquisition"). CBI is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. CBPP is a company incorporated in Hong Kong with limited liability and is principally engaged in color printing works.

Upon the signing of the MOU I, the Company will pay to the Vendors the sum of HK$10,000,000 as deposit (the "Deposit I"), which will be fully refunded subject to the terms and conditions of the MOU I.

In the event that the Proposed Acquisition will not be proceeded with, the Vendors should within seven (7) days after the receipt of the written notice given by the Company to the Vendors refund the Deposit I in full without any deduction to the Company without interest. In any event, the Vendors shall immediately refund the Deposit I in full without interest to the Company upon the termination of the MOU I, save and except a formal agreement is executed on or before 6 months of the MOU I.

It is the intention of the parties to the MOU I to apply the Deposit I towards the consideration of the Proposed Acquisition upon the entering into of the formal agreement subject to the terms and conditions therein.

As a security for the refund of the Deposit I, each of the Vendors shall upon the signing of the MOU I execute share charges in such form and substance to the satisfaction of the Company to charge all CBI Shares and CBPP Shares held by each of the Vendors in favour of the Company.

Details refer to the Company's announcement dated 14 December 2015.

Subsequent to the reporting period, on 5 February 2016, the Company and the 6th Engineering Bureau of China City Construction Holding Group Company (the "Construction Company") entered into a non-legally binding memorandum of understanding (the "MOU II"). The Construction Company is a company established in the PRC and is principally engaged in construction, project planning and design, cultural and tourist real estate development and capital management.

Under the MOU II, the Construction Company has the intention to participate in the engineering and construction works in relation to the proposed land development and large scale project(s) of the Company in Turkey (the "Project(s)") and will underwrite the relevant Project engineering works in accordance with the intention and design of the Company.

The parties to the MOU II shall negotiate in good faith to agree the detailed terms of cooperation and will reflect the same in the formal cooperation agreement. After the signing of the MOU II, the Company shall provide relevant land information and development plans relating to the relevant Project(s) to allow the Construction Company to discuss and give suggestions on the design and feasibility of the Project(s).

Upon the implementation of the Project(s), the parties to the MOU II shall obtain all necessary approvals to enter into binding formal cooperation agreement(s). The terms of the cooperation agreement(s) shall be subject to negotiations between the parties.

Details please refer to the Company's announcement dated 5 February 2016.

Subsequent to the reporting period, on 23 February 2016, the Company entered into the non-legally binding memorandum of understanding (the "MOU III") with Mr. Chiu Ngai Hung (the "Vendor A") in relation to the possible acquisition of the target companies that are the registered and beneficial owners of two commercial properties located in Wan Chai District of Hong Kong (the "Possible Acquisition"). The target companies are companies incorporated in the British Virgin Islands with limited liabilities (the "Target Companies"). The Vendor A is a resident in Hong Kong and is a merchant. The Vendor A is the registered and beneficial owner of the Target Companies. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor A is an Independent Third Party.

Under the MOU III, the parties have the intention to proceed with the Possible Acquisition and will negotiate in good faith towards one another on the terms of the Sale and Purchase Agreement. Forthwith upon the execution of the MOU III and subject to the consent of the Vendor A (who shall not decline the reasonable requests from the Company or its advisors and agents), the Company is entitled to designate its advisors and agents to conduct such review and inspection on the Target Companies (the "Due Diligence Inspection"). The Vendor A shall use his endeavours to assist in the Due Diligence Inspection and to provide such information and/or documents as may be reasonably required by the Company, its advisors and/or agents. The consideration for the Possible Acquisition shall be subject to further negotiations and shall be payable by the Company by way of cash and/or by way of promissory note or a combination of the above or any other forms as the parties to the MOU III may agree. The MOU III does not constitute legally-binding commitment in respect of the Possible Acquisition.

After considering the demand for and the lack of supply of business units in the core commercial district in Hong Kong, the Company considers that the Possible Acquisition represents an investment opportunity for the Group to acquire commercial properties in Hong Kong. The Company currently intends to acquire the commercial properties held by the Target Companies for the Group's own use. The Board is of the view that the terms of the MOU III are fair and reasonable and are in the interests of the Company and its shareholders as a whole. The Possible Acquisition, if materialised, may constitute a notifiable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules. The Board wishes to emphasise that the MOU III does not create legally binding obligation to consummate the Possible Acquisition and the Possible Acquisition may or may not proceed. Further announcement(s) in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

Details please refer to the Company's announcement dated 23 February 2016.

Subsequent to the reporting period, on 16 March 2016, the Company entered into the non-legally binding memorandum of understanding (the "MOU IV") with Lee Sze Yan (the "Vendor B") in relation to the possible acquisition of issued shares in Topbridge Industrial Company Limited ("Topbridge").

Under the MOU IV, the Company intends to acquire and the Vendor B intend to sell the sale shares at a consideration to be agreed by the parties. The sale shares shall represent at least 5% and up to 30% of the issued share capital of the Topbridge. The consideration may be settled by the Company in cash and/or by allotment and issue of shares in the share capital of the Company or a combination of the above or any other forms as the parties thereto may agree in writing. Topbridge is a company incorporated in Hong Kong with limited liability and the Vendor B is the legal and beneficial owner of the entire issued share capital of Topbridge. Topbridge intends to build and operate a resort which locates in the wetland, Dong Ting Hu, Hunan Province, the PRC with an area of approximately 300 km2 in the wetland.

Details please refer to the Company's announcement dated 16 March 2016.

SEGMENT INFORMATION

An analysis of the Group's turnover and contribution to profit from operations of principal activities for the year ended 31 December 2015 is set out in note 5 to this announcement.

POST BALANCE SHEET EVENTS

On 5 February 2016, the Company and the 6th Engineering Bureau of China city Construction Holding Group Company (the "Construction Company") entered into a non-legally binding memorandum of understanding (the "MOU II"). The Construction Company is a company established in the PRC and is principally engaged in construction, project planning and design, cultural and tourist real estate development and capital management.

Under the MOU II, the Construction Company has the intention to participate in the engineering and construction works in relation to the proposed land development and large scale project(s) of the Company in Turkey (the"Project(s)") and will underwrite the relevant Project engineering works in accordance with the intention and design of the Company.

The parties to the MOU II shall negotiate in good faith to agree the detailed terms of cooperation and will reflect the same in the formal cooperation agreement. After the signing of the MOU II, the Company shall provide relevant land information and development plans relating to the relevant Project(s) to allow the Construction Company to discuss and give suggestions on the design and feasibility of the Project(s).

Upon the implementation of the Project(s), the parties to the MOU shall obtain all necessary approvals to enter into binding formal cooperation agreement(s). The terms of the cooperation agreement(s) shall be subject to negotiations between the parties.

Details please refer to the Company's announcement dated 5 February 2016.

On 23 February 2016, the Company entered into the non-legally binding memorandum of understanding (the "MOU III") with Mr. Chiu Ngai Hung (the "Vendor A") in relation to the possible acquisition of the target companies that are the registered and beneficial owners of two commercial properties located in Wan Chai District of Hong Kong (the "Possible Acquisition"). The target companies are companies incorporated in the British Virgin Islands with limited liabilities (the "Target Companies"). The Vendor A is a resident in Hong Kong and is a merchant. The Vendor A is the registered and beneficial owner of the Target Companies. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor A is an Independent Third Party.

Under the MOU III, the parties have the intention to proceed with the Possible Acquisition and will negotiate in good faith towards one another on the terms of the Sale and Purchase Agreement. Forthwith upon the execution of the MOU III and subject to the consent of the Vendor A (who shall not decline the reasonable requests from the Company or its advisors and agents), the Company is entitled to designate its advisors and agents to conduct such review and inspection on the Target Companies (the "Due Diligence Inspection"). The Vendor A shall use his endeavours to assist in the Due Diligence Inspection and to provide such information and/or documents as may be reasonably required by the Company, its advisors and/or agents. The consideration for the Possible Acquisition shall be subject to further negotiations and shall be payable by the Company by way of cash and/or by way of promissory note or a combination of the above or any other forms as the parties to the MOU III may agree. The MOU III does not constitute legally-binding commitment in respect of the Possible Acquisition.

Details please refer to the Company's announcement dated 28 February 2016

Subsequent to the reporting period, on 16 March 2016, the Company entered into the non-legally binding memorandum of understanding (the "MOU IV") with Lee Sze Yan (the "Vendor B") in relation to the possible acquisition of issued shares in Topbridge Industrial Company Limited ("Topbridge").

Under the MOU IV, the Company intends to acquire and the Vendor B intend to sell the sale shares at a consideration to be agreed by the parties. The sale shares shall represent at least 5% and up to 30% of the issued share capital of the Topbridge. The consideration may be settled by the Company in cash and/or by allotment and issue of shares in the share capital of the Company or a combination of the above or any other forms as the parties thereto may agree in writing. Topbridge is a company incorporated in Hong Kong with limited liability and the Vendor B is the legal and beneficial owner of the entire issued share capital of Topbridge. Topbridge intends to build and operate a resort which locates in the wetland, Dong Ting Hu, Hunan Province, the PRC with an area of approximately 300 km2 in the wetland.

Details please refer to the Company's announcement dated 16 March 2016.

Share Option Schemes

The share option scheme adopted on 9 May 2011 (the "2011 Share Option Scheme") by the Shareholders was terminated and a new share option scheme was adopted on 1 February 2016 (the "2016 Share Option Scheme") by the Shareholders. The purpose of the 2016 Share Option Scheme is to enable the Company to grant Share Options to the Eligible Participants (as defined below) as incentives or rewards for their contribution to the long term development of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate, attract, retain and/or provide benefits to the Eligible Participants. The 2016 Share Option Scheme was adopted for a period of 10 years commencing from 1 February 2016 and will remain in force until 31 January 2026.

There is no outstanding share option under the 2011 Share Option Scheme as at 1 January 2015 and 31 December 2015 and no options have been granted under the 2016 Share Option Scheme since its adoption.

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed, the Directors do not have any future plans for material investment or capital assets.

FOREIGN CURRENCY RISK

Since most of the transactions, income and expenditure of the Group are denominated in Hong Kong dollar and Renminbi, no hedging or other arrangements to reduce the currency risk have been implemented.

CONTINGENT LIABILITIES

As at 31 December 2015, the Directors are not aware of any material contingent liabilities.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2015, the Group had 62 (2014: 43) full-time employees. The total of employee remuneration, including that of the Directors, for the year ended 31 December 2015 amounted to approximately HK$5 million (2014: HK$4 million). The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

ENVIRONMENTAL POLICY

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group encourages environmental protection and promote awareness towards environmental protection to the employees. Our Group adheres to the principle of Recycling and Reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance. Our Group is also using office equipment carrying Energy Label issued by the Electrical and Mechanical Services Department which save energy in the offices.

Our Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

SHARE OPTION SCHEMES

The share option scheme adopted on 9 May 2011 (the "2011 Share Option Scheme") by the Shareholders was terminated and a new share option scheme was adopted on 1 February 2016 (the "2016 Share Option Scheme") by the Shareholders. The purpose of the 2016 Share Option Scheme is to enable the Company to grant Share Options to the eligible participants as incentives or rewards for their contribution to the long term development of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate, attract, retain and/or provide benefits to the eligible participants. The 2016 Share Option Scheme was adopted for a period of 10 years commencing from 1 February 2016 and will remain in force until 31 January 2026.

There is no outstanding share option under the 2011 Share Option Scheme as at 1 January 2015 and 31 December 2015 and no options have been granted under the 2016 Share Option Scheme since its adoption.

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD

On 12 December 2014, the Company proposed to raise approximately HK$84 million, before expenses, by issuing 280,068,452 new shares (the "Rights Shares") to the qualifying shareholders of the Company at a subscription price of HK$0.30 per Rights Share by way of rights issue on the basis of one Rights Share for every two shares held on 23 December 2014. 280,068,452 Rights Shares have been issued on 9 February 2015. The net proceeds of the Group from the rights issue were approximately HK$81 million, among which, (i) approximately HK$43 million were used for the repayment of promissory notes; (ii) approximately HK$13 million were used for the settlement of a purchase order of a subsidiary for a collection of fashion garments; and (iii) approximately HK$25 million was used for general working capital of the Group.

Please refer to the Company's announcements dated 12 December 2014 and 6 February 2015, Company's prospectus dated 14 January 2015 and the Company's 2014 annual report released on 30 March 2015 for details.

PLACING OF NEW SHARES

On 14 April 2015, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent agreed to place, on a best effort basis, the Placing Shares comprising up to an aggregate of 112,026,000 new Shares at the Placing Price of HK$0.31 per Placing Share on behalf of the Company to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. (the "Placing A"). The net proceeds from the Placing A were approximately HK$34 million, among which, (i) approximately HK$30 million was used as the deposit for the potential acquisition of Fortune Ford Limited as disclosed in the circular of the Company dated 7 November 2015; and (ii) Approximately HK$4 million was used as general working capital of the Group.

On 12 November 2015, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, the Placing Shares comprising up to an aggregate of 190,446,000 new Shares at the Placing Price of HK$0.198 per Placing Share on behalf of the Company to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. (the "Placing B"). The net proceeds from the Placing B were approximately HK$37.2 million, among which, (i) approximately HK$20 million was used as deposit for the lease of cruisers; (ii) approximately HK$10 million was used as deposit for the proposed acquisition of Color Bridge Industrial Company Ltd and Color-Bridge Printing & Packaging Company Limited; and (iii) approximately HK$7.2 million has not yet been utilised.

PUBLICATION OF FINANCIAL STATEMENTS REQUIRED UNDER SECTION 436 OF THE COMPANIES ORDINANCE

The financial information relating to the Company for the years ended 31 December 2015 and 2014 included in the 2014/2015 annual results announcement dated 23 March 2016 is derived from, but does not constitute the Company's statutory annual consolidated financial statements for these two years.

The Company has delivered the financial statements for the year ended 31 December 2014 to the Registrar of Companies of Hong Kong as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance") and will deliver the financial statements for the year ended 31 December 2015 to the Registrar of Companies of Hong Kong within the prescribed time limit.

The Company's auditor has reported on the financial statements of the Group for both the years ended 31 December 2015 and 2014. The auditor's reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

CORPORATE GOVERNANCE

The Group is committed to achieving high standard of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on the principles and code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 of the GEM Listing Rules.

Throughout the year ended 31 December 2015, the Company has complied with most of the code provisions of the CG Code, save for deviations from code provisions A.2.1, A.4.1, A.6.7 and E.1.2 which are explained below.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and the CG Code and align with the latest developments.

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

During the year ended 31 December 2015, there has been a change of chairman of the Company (the "Chairman") and there was no chief executive officer of the Company (the "CEO"). Mr. Wu Wenbei retired as an executive Director and the Chairman with effect from the conclusion of the annual general meeting of the Company (the "AGM") held on 19 June 2015 and Mr. Lau Yu was appointed as the Chairman on 19 June 2015. The Board will keep reviewing the current structure of the Board from time to time and should a candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the post of the CEO as appropriate and will make further announcement in due course. There is no financial, business, family or other material/relevant relationship between the Chairman and the CEO and among the members of the Board.

According to the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term of service. None of the independent non-executive Director have entered into a service contract or an appointment letter with the Company for a specific term of service but their appointments are subject to retirement by rotation and offer themselves for re-election at the annual general meeting at least once for every three years in accordance with the articles of association of the Company. The Company believes such practice meets the same objective and no less exacting than those prescribed under code provision A.4.1.

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. In addition, under the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. At the annual general meeting held on 19 June 2015, the Chairman and the chairmen/chairladies of the Board Committees, except the chairladies of nomination committee and remuneration committee of the Company both were absent for other business engagement, have attended the said annual general meeting to answer questions of the shareholders of the Company. At the extraordinary general meeting on 23 November 2015, due to other business engagement, the chairlady of nomination committees of the Company could not attend the extraordinary general meeting. But the absented Directors have appointed the Chairman, other executive Directors or another member of the committee as their representative at the respective general meetings. In the future, the Company will try its best to encourage and ensure the independent non-executive Directors will attend the general meetings.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2015, as far as the Directors are aware of, none of the Directors or the management shareholders of the Company or any of its respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have confirmed, following specific inquiry by the Company, that they have complied with the required standard and code of conduct during the year under review.

AUDIT COMMITTEE

The Company has established an audit committee of the Company (the "Audit Committee") with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Audit Committee are to review and supervise the Group's financial and accounting policies and practices, financial controls, internal controls and risk management systems. On 9 November 2015, the Board adopted a set of the revised terms of reference of the Audit Committee, which has brought in line with the changes on the CG Code in relating to the internal controls by introducing the concept of the risk management with effective for accounting periods beginning on or after 1 January 2016. The revised terms of reference setting out the Audit Committee's authority, duties and responsibilities are available on both the GEM website and the Company's website. During the year ended 31 December 2015, the Audit Committee has performed its duties, reviewed the effectiveness of the internal control system of the Company and reviewed the re-appointment of the external auditors. The unaudited quarterly and interim together with the audited annual results of the Company in respect of the year ended 31 December 2015 have also been reviewed by the Audit Committee.

As at 31 December 2015, the Audit Committee comprised three independent non-executive Directors, namely, Mr. Liu Kwong Sang, Ms. Lam Yuk Ying, Elsa and Ms. Choy So Yuk, *BBS, JP*. Mr. Liu Kwong Sang is the chairman of the Audit Committee and applies his professional qualifications in accounting and financial expertise in directing the Audit Committee.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2015, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By Order of the Board
Evershine Group Holdings Limited
Lau Yu
Chairman and Executive Director

Hong Kong, 23 March 2016

As of the date of this announcement, the executive Directors are Mr. Lau Yu, Ms. Ang Lai Kuen and Mr. Bülent Yenal (Mr. Hung Tat Chi Alan as alternate Director); and the independent non-executive Directors are Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang, Ms. Choy So Yuk, BBS, JP and Mr. Leung Man Chun.

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

This announcement will remain on the "Latest Company Announcements" page of the GEM website at http://www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at http://www.8022hk.com.