

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHANCETON FINANCIAL GROUP LIMITED

川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2014

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

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

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the "Directors") of Chanceton Financial Group Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this 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 herein or in this announcement misleading.

HIGHLIGHTS

- Unaudited revenue of the Group for the six months ended 30 September 2014 amounted to approximately HK\$4,918,000, representing a decrease of approximately 15.28% as compared to corresponding period in 2013.
- Consolidated loss attributable to owners of the Company for the six months ended 30 September 2014 was approximately HK\$56,455,000 as compared to a loss of approximately HK\$7,301,000 in corresponding period in 2013. The loss was mainly attributable to (i) share of amortisation of intangible assets and loss of the Company's approximate 25% owned associated group amounting to approximately HK\$12,401,000; (ii) imputed interest incurred in respect of the convertible bonds in relation to the acquisition of 20% equity interest in Revenue Synthesis Limited dated 24 August 2012 amounting to approximately HK\$2,731,000; and (iii) recognition of one-off equity settled share base payment of approximately HK\$42,304,000.
- **The Board wishes to draw the attention of the shareholders of the Company and potential investors to the fact that the abovementioned items are non-cash in nature and will not have any impact on the cash flow of the Group. The Group remains in a healthy and solid financial position. For illustrative purposes only, excluding these non-cash items, the Group would have recorded an operating profit of approximately HK\$530,000 for the six months ended 30 September 2014.**
- Loss per share for the six months ended 30 September 2014 was approximately HK\$2.54 cents.
- The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2014.

FINANCIAL RESULTS (UNAUDITED)

The board of Directors (the "Board") of Chanceton Financial Group Limited (the "Company") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and six months ended 30 September 2014, together with the unaudited comparative figures for the corresponding period in 2013, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and six months ended 30 September 2014

		Three months ended 30 September		Six months ended 30 September	
		2014	2013	2014	2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	4	1,274	3,625	4,918	5,805
Other gains and losses	4	1,515	(443)	1,559	(417)
Administrative and operating expenses		(44,593)	(1,765)	(47,632)	(3,046)
Finance cost	6	(1,559)	(1,185)	(2,731)	(2,357)
Share of result of an associate		(8,800)	(5,603)	(12,401)	(11,002)
Change in fair value of contingent consideration payable		—	4,550	—	4,550

	Notes	Three months ended 30 September		Six months ended 30 September	
		2014	2013	2014	2013
		(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
Loss before tax	7	(52,163)	(821)	(56,287)	(6,467)
Income tax	9	18	(869)	(168)	(834)
Loss for the period		(52,145)	(1,690)	(56,455)	(7,301)
Other comprehensive (loss)/income, net of income tax					
Item that may be reclassified subsequently to profit or loss:					
Share of changes in other comprehensive income in an associate		(7)	20	(17)	16
Other comprehensive (loss)/income for the period, net of income tax		(7)	20	(17)	16
Total comprehensive loss for the period		(52,152)	(1,670)	(56,472)	(7,285)
Loss attributable to owners of the Company for the period		(52,145)	(1,690)	(56,455)	(7,301)

	Three months ended		Six months ended	
	30 September		30 September	
	2014	2013	2014	2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total comprehensive loss attributable to owners of the Company for the period	(52,152)	(1,670)	(56,472)	(7,285)
Loss per share attributable to owners of the Company				
10				
Basic and diluted (HK cents)	(2.35)	(0.08)	(2.54)	(0.33)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2014

		As at 30 September 2014 (Unaudited) <i>HK\$'000</i>	As at 31 March 2014 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
ASSETS			
Non-current assets			
Plant and equipment	11	93	96
Interest in an associate		189,581	202,000
		189,674	202,096
Current assets			
Trade receivables	12	1,465	1,178
Prepayments, deposits and other receivables	13	546	571
Financial assets at fair value through profit or loss	14	3,750	342
Amounts due from related companies		139	118
Cash and cash equivalents		42,406	45,001
		48,306	47,210
Less: Current liabilities			
Other payables and accruals	15	547	604
Tax payable		1,184	566
		1,731	1,170
Net current assets		46,575	46,040

		As at 30 September 2014 (Unaudited) <i>HK\$'000</i>	As at 31 March 2014 (Audited) <i>HK\$'000</i>
<i>Notes</i>			
Total assets less current liabilities		236,249	248,136
Less: Non-current liabilities			
Convertible bond	16	69,149	66,418
Deferred tax liabilities		3,028	3,478
		72,177	69,896
Net assets		164,072	178,240
EQUITY			
Equity attributable to owners of the Company			
Share capital	17	22,200	22,200
Reserves	18	141,872	156,040
Total equity		164,072	178,240

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2014

	Attributable to owners of the Company							
	Share capital	Share premium	Other reserve	Exchange translation reserve	Convertible bond reserve	Share base payment reserve	Retained profits/ (accumulated losses)	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2014 (audited)	22,200	124,131	529	(13)	22,856	–	8,537	178,240
Loss for the period	–	–	–	–	–	–	(56,455)	(56,455)
Other comprehensive loss for the period	–	–	–	(17)	–	–	–	(17)
Total comprehensive loss for the period	–	–	–	(17)	–	–	(56,455)	(56,472)
Recognition of equity settled share base payment	–	–	–	–	–	42,304	–	42,304
At 30 September 2014 (unaudited)	22,200	124,131	529	(30)	22,856	42,304	(47,918)	164,072
At 1 April 2013 (audited)	5,550	140,781	26,360	(3)	22,856	–	(1,469)	194,075
Loss for the period	–	–	–	–	–	–	(7,301)	(7,301)
Other comprehensive income for the period	–	–	–	16	–	–	–	16
Total comprehensive income/(loss) for the period	–	–	–	16	–	–	(7,301)	(7,285)
Issue of bonus shares	16,650	(16,650)	–	–	–	–	–	–
At 30 September 2013 (unaudited)	22,200	124,131	26,360	13	22,856	–	(8,770)	186,790

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2014

	Six months ended 30 September 2014 (Unaudited) HK\$'000	2013 (Unaudited) HK\$'000
Net cash outflow from operating activities	(2,902)	(1,952)
Net cash outflow from investing activities	307	(48,100)
Net cash outflow from financing activities	—	—
Net decrease in cash and cash equivalents	(2,595)	(50,052)
Cash and cash equivalents at beginning of period	45,001	96,810
Cash and cash equivalents at end of period	42,406	46,758

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

For the six months ended 30 September 2014

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 20 April 2011 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Unit A, 23/F, CMA Building, 64-66 Connaught Road Central, Hong Kong. The Company's shares were listed on the GEM of the Stock Exchange on 12 October 2011.

The Company is an investment holding company. The principal activities of its subsidiaries are the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC.

2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2014 (the "Interim Accounts") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The significant judgments made by management in applying the Group's accounting policies and key sources of estimate uncertainty used in the preparation of the Interim Accounts are consistent with those used in the annual financial statements for the year ended 31 March 2014. The Interim Accounts do not include all of the information required for annual financial statements and thereby they should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The Interim Accounts have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The Interim Accounts are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.

2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Adoption of New and Revised HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA.

HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities
HKAS 36 (Amendments)	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Int 21	Levies

The application of the above new and revised HKFRSs had had no material effect on the results and financial positions of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

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

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

- (i) the fair value of financial assets and financial liabilities with (including derivative instruments) standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- (ii) the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input; and
- (iii) the fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

30 September 2014

	Carrying amount <i>HK\$'000</i>	Fair value <i>HK\$'000</i>
Financial liability		
Convertible bond	69,149	71,696

31 March 2014

	Carrying amount <i>HK\$'000</i>	Fair value <i>HK\$'000</i>
Financial liability		
Convertible bond	66,418	68,403

3. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value estimation (Continued)

Fair value measurements recognised in the condensed consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 fair value measurements are those derived from inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

30 September 2014

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial asset				
Financial assets at fair value through profit or loss	3,750	–	–	–

31 March 2014

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial asset				
Financial assets at fair value through profit or loss	342	–	–	–

4. REVENUE AND OTHER GAINS AND LOSSES

Revenue represents fees income received from corporate finance advisory services rendered during the periods.

	Three months ended 30 September 2014		Six months ended 30 September 2014	
	(Unaudited) HK\$'000	(Unaudited) 2013 HK\$'000	(Unaudited) HK\$'000	(Unaudited) 2013 HK\$'000
Other gains and losses				
Management fee income	10	10	21	21
Sundry income	56	37	125	52
Realised loss on financial assets at FVTPL	–	–	(36)	–
Unrealised gain on financial assets at FVTPL	1,449	–	1,449	–
	1,515	47	1,559	73

5. SEGMENT INFORMATION

Information reported to the management of the Group, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performances focuses on corporate finance advisory business. During the periods ended 30 September 2014 and 2013, the Group only focuses on corporate finance advisory business and all the assets and major revenue are located and derived in Hong Kong. Accordingly, no segment analysis is presented.

Information about major clients

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

	Three months ended		Six months ended	
	30 September		30 September	
	2014	2013	2014	2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Customer A	435	1,210	3,172	2,000
Customer B	350	600	500	1,210
Customer C	160	500	–	615
Customer D	–	380	–	600

6. FINANCE COST

	Three months ended 30		Six months ended 30	
	September		September	
	2014	2013	2014	2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Imputed interest on convertible bond	1,559	1,185	2,731	2,357

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	Three months ended 30 September		Six months ended 30 September	
	2014	2013	2014	2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Depreciation	16	19	36	38
Minimum lease payment under operating lease:				
– Property rental	224	224	432	414
Share base payment	42,304	–	42,304	–
Employee benefit expenses (including directors' remuneration)				
– Wages, salaries, allowances and bonus	944	1,159	2,583	2,092
– Pension scheme contributions	51	53	105	87
	995	1,212	2,688	2,179

8. DIVIDENDS

The Board does not recommend the payment of dividend for the six months ended 30 September 2014 (2013: Nil).

9. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) for the three months and six months ended 30 September 2014 and 2013.

	Three months ended		Six months ended	
	30 September		30 September	
	2014	2013	2014	2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax	240	314	619	472
Deferred tax	(258)	555	(451)	362
	(18)	869	168	834

There was no significant unprovided deferred tax for the relevant periods and at the end of each reporting period.

10. LOSS PER SHARE

Basic loss per share for each of the three months and six months ended 30 September 2014 and 2013 are calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the periods.

	For the three months ended 30 September 2014	For the six months ended 30 September 2014	For the three months ended 30 September 2013 (restated)	For the six months ended 30 September 2013 (restated)
Loss attributable to the owners of the Company	(HK\$52,145,000)	(HK\$56,455,000)	(HK\$1,690,000)	(HK\$7,301,000)
Weighted average number of ordinary share in issue	2,220,000,000	2,220,000,000	2,220,000,000	2,220,000,000
Loss per share (HK cents per share)	(2.35)	(2.54)	(0.08)	(0.33)

During the period ended 30 September 2014, the Company's outstanding convertible bond was not included in the calculation of diluted loss per share because the effect of the Company's outstanding convertible bond was anti-dilutive and therefore the diluted loss per share are the same as the basic loss per share.

Diluted loss per share for the 6 months and 3 months ended September 2014 has not been disclosed as the potential shares arising from the exercise of the Company's outstanding share options would decrease in loss per share of the Group for the periods and are regarded as anti-dilutive.

11. PLANT AND EQUIPMENT

During the three months and six months ended 30 September 2014, the Group did not acquire plant and equipment (2013: HK\$99,500). There was no disposal of plant and equipment during the three months and six months ended 30 September 2014 and 2013.

12. TRADE RECEIVABLES

The Group's trade receivables arose from the provision of corporate finance advisory services to its clients.

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

An aged analysis of the trade receivables at the end of each reporting period, based on the invoice date and net of provision, is as follows:

	As at 30 September 2014 (Unaudited) HK\$'000	As at 31 March 2014 (Audited) HK\$'000
Current to 30 days	80	152
31 to 60 days	630	50
61 to 90 days	—	—
Over 90 days	755	976
	1,465	1,178

Trade receivables disclosed above are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 30 September 2014 (Unaudited) HK\$'000	As at 31 March 2014 (Audited) HK\$'000
Prepayments	335	360
Deposits and other receivables	211	211
	546	571

None of the above prepayments, deposits and other receivables is either past due or impaired.

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 30 September 2014 (Unaudited) HK\$'000	As at 31 March 2014 (Audited) HK\$'000
Equity securities listed in Hong Kong, at fair value	–	342
Share options received from listed Company in Hong Kong, at fair value	3,750	–
	3,750	–

The above equity securities and share options were designated as financial asset at fair value through profit or loss on initial recognition by the directors of the Company. Changes in fair values of financial asset at fair value through profit or loss are recorded in profit or loss accounts of the Group.

15. OTHER PAYABLES AND ACCRUALS

	As at	As at
	30 September	31 March
	2014	2014
	(Unaudited)	(Audited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Other payables and accruals	547	604
	547	604

Other payables are non-interest bearing and are repayable within one month.

16. CONVERTIBLE BOND

On 5 December 2012, the Company issued first convertible bond (the "First Convertible Bonds") due on 4 December 2017 with a principal amount of HK\$87,500,000 at zero coupons in relation to the acquisition of 20% equity interest in Revenue Synthesis Limited. The First Convertible Bond entitles the holder to convert to ordinary shares with par value of HK\$0.01 each of the Company at conversion price of HK\$2.50, subject to adjustment provisions. On 8 May 2013, the Company issued 1,665,000,000 bonus shares and the conversion price was adjusted to HK\$0.625 according to the terms of First Convertible Bond.

The First Convertible Bond contains two components: liability and equity components. The equity component is presented in equity heading "convertible bond reserve". The effective interest rate of the liability component is 7.11% and 7.80% per annum on 30 September 2014 and 31 March 2014 respectively.

The First Convertible Bond has been split as to the liability and equity components as follows:

	<i>HK\$'000</i>
Fair value of the First Convertible Bond	95,928
Liability component	(60,111)
Equity component	35,817

The movement of the liability component of the First Convertible Bond since the date of the acquisition of the associate (i.e. 5 December 2012) was as follows:

	<i>HK\$'000</i>
At date of acquisition of the associate	60,111
Imputed interests charged for the year ended 31 March 2013	1,494
Imputed interests charged for the year ended 31 March 2014	4,813
Imputed interests charged for the six months ended 30 September 2014	2,731
As at 30 September 2014	69,149

17. SHARE CAPITAL

<i>Note</i>	Number of ordinary shares of HK\$0.01 each	Nominal value of ordinary shares HK\$
Authorised:		
At 1 April 2013, 31 March 2014, 1 April 2014 and 30 September 2014	20,000,000,000,000	200,000,000,000
Issued and fully paid:		
At 1 April 2014	2,220,000,000	22,200,000
At 30 September 2014 (unaudited)	2,220,000,000	22,200,000

18. RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the condensed consolidated statement of changes in equity.

19. COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2014, neither the Group nor the Company had any significant commitments and contingent liabilities (31 March 2013: Nil).

20. OPERATING LEASE ARRANGEMENTS

As at 30 September 2014 and 31 March 2014, the total future minimum lease payments of the Group under non-cancelable operating leases in respect of rented premises payable to independent third parties are as follows:

	As at 30 September 2014 (Unaudited) HK\$'000	As at 31 March 2014 (Audited) HK\$'000
Within one year	416	1,027
In the second to fifth years, inclusive	69	240
	485	1,267

21. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in this announcement, the Group had the following material transactions with related parties during the period:

- (a) During the six months ended 30 September 2014, the Group management fee income of approximately HK\$21,000 receivable (2013: received HK\$21,000) from Chanceton Corporate Services Limited, which is controlled by a director of the Company, Mr. Wong Kam Wah ("Mr. Wong").
- (b) Compensation of key management personnel of the Group

	Three months ended 30 September 2014 (Unaudited) HK\$'000		Six months ended 30 September 2014 (Unaudited) HK\$'000	
	(Unaudited) HK\$'000	2013 (Unaudited) HK\$'000	(Unaudited) HK\$'000	2013 (Unaudited) HK\$'000
Short term employees benefits	760	739	1,570	1,478
Post-employment benefits	28	27	59	57
Total compensation paid to key management personnel	788	766	1,629	1,535

22. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The Interim Accounts were approved and authorised for issue by the Board on 14 November 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged in the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC. The Group continues seeking to position itself as one of the active local corporate finance advisory service providers in Hong Kong. The Group provides a broad range of corporate finance advisory services to its clients, including:

- (i) advising on the The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rule"), the GEM Listing Rules and The Codes on Takeovers and Mergers and Share Repurchases (the "Takeovers Code");
- (ii) acting as independent financial adviser to transactions of listed issuers falling under the Listing Rules, the GEM Listing Rules and the Takeovers Code;
- (iii) advising on merger(s) and acquisition(s) (the "M&A") activities and other corporate activities; and
- (iv) advising on corporate resumption.

During the period under review, the Group continued to focus on the provision of corporate finance advisory services to its clients. The Group also continued to maintain professional networks to facilitate new client referrals and client retention through business luncheons, dinners, cocktails and other social occasions, and involvement in various professional bodies and educational institutions. However, due to the continuous unfavourable sentiment in the global economy and the volatile finance market, the Group recorded revenue of approximately HK\$4,918,000 for the six months ended 30 September 2014, representing a decrease of approximately 15.28% when compared to the corresponding period in 2013.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Business Review (Continued)

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

Following the acquisition of approximately 25% equity interest in Revenue Synthesis Limited relating to AIDS medication business, the Board has been actively managing and monitoring the development progress of the AIDS medication capsule. The Directors are of the view that the current progress of the AIDS medication business is satisfactory and are confident that the AIDS medication business would create value to the shareholders of the Company in future.

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

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW

Results

For the six months ended 30 September 2014, the revenue of the Group decreased by approximately 15.28% to approximately HK\$4,918,000 compared to approximately HK\$5,805,000 in the corresponding period in 2013.

The Group's administrative and operating expenses for the six months ended 30 September 2014 increased by approximately 15.64 times to approximately HK\$47,632,000 compared to approximately HK\$3,046,000 for the corresponding period in 2013. Such significant increase was mainly due to the recognition of one-off equity settled share base payment of approximately HK\$42,304,000.

The Group's loss attributable to owners of the Company for the six months ended 30 September 2014 was approximately HK\$56,455,000 compared to a loss of approximately HK\$7,301,000 in the corresponding period last year. The loss was mainly due to (i) share of amortisation of intangible assets and loss of the Company's approximate 25% owned associated group amounting to approximately HK\$12,401,000; (ii) imputed interest incurred in respect of the convertible bonds in relation to the acquisition of 20% equity interest in Revenue Synthesis Limited dated 24 August 2012 amounting to approximately HK\$2,731,000; and (iii) recognition of one-off equity settled share base payment of approximately HK\$42,304,000. **The Board wishes to draw the attention of the shareholders of the Company and potential investors to the fact that the abovementioned items are non-cash in nature and will not have any impact on the cash flow of the Group. The Group remains in a healthy and solid financial condition. For illustrative purposes only, excluding these non-cash items, the Group would have recorded an operating profit of approximately HK\$530,000 for the six months ended 30 September 2014.**

Liquidity, financial resources and capital structure

During the six months ended 30 September 2014, the Group mainly financed its operations with its own working capital.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Financial Review (Continued)

Liquidity, financial resources and capital structure (Continued)

As at 30 September 2014, the Group had total assets of approximately HK\$237,981,000 (31 March 2014: approximately HK\$73,908,000), including cash and bank balances of approximately HK\$42,406,000 (31 March 2014: approximately HK\$45,001,000) which were financed by total liabilities of HK\$73,908,000 and total equity of HK\$164,073,000.

The Group's gearing ratios as at 30 September 2014 was 42.48% (31 March 2014: 37.26%). Gearing ratio is calculated by dividing total net debt with the total equity. The increase in gearing ratio was due to the decrease in total equity as a result of loss incurred.

For the six months ended 30 September 2014, the Group had minimal exposure in foreign currency risk as most of the business transactions, assets and liabilities were denominated in Hong Kong dollars. The Group will continue to monitor its foreign currency exposure closely.

CAPITAL COMMITMENTS

As at 30 September 2014, the Group did not have any significant capital commitments (31 March 2014: Nil).

FOREIGN EXCHANGE EXPOSURE

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

TREASURY POLICIES

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

PLEDGE OF ASSETS

As at 30 September 2014, the Group did not pledge any of its assets (31 March 2014: Nil) as securities for the banking facilities granted to the Group.

CAPITAL STRUCTURE

On 17 September 2014, the Company has granted, subject to the acceptance of the grantees, share options to certain eligible persons under the share option scheme of the Company adopted on 21 September 2011 to subscribe for a total of 154,000,000 shares of HK\$0.01 each at an exercise price of HK\$0.68 per share.

As at 30 September 2014, the issued share capital of the Company is HK\$22,200,000 divided into 2,220,000,000 shares.

SIGNIFICANT INVESTMENTS HELD

Except for investment in subsidiaries and an approximately 25% owned associated group, during the six months ended 30 September 2014, the Group did not hold any significant investment in equity interest in any company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have other plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the six months ended 30 September 2014, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2014 (31 March 2014: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2014, the Group had 18 full-time employees (31 March 2014: 19 full-time employees), including the Directors. Total employee benefit expenses (including Directors' emoluments) were approximately HK\$2,583,000 for the six months ended 30 September 2014 as compared to approximately HK\$2,092,000 for the six months ended 30 September 2013. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Discretionary bonuses will be paid to employees with reference to the financial performance of the Group in the preceding financial year as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme and medical benefit to its employees in Hong Kong.

OUTLOOK

In spite of the continuous unfavourable sentiment in the global economy and the competitive business environment in Hong Kong, we are optimistic and see potential opportunities in the corporate finance advisory services industry. We will continue to pursue our core business, the provision of corporate finance advisory services mainly to listed and non-listed companies in Hong Kong and the PRC, and to strengthen it by enhancing technical competence, expanding the alliance network and improving public awareness.

The acquisition of Revenue Synthesis Limited, which engaging in AIDS medication business represents an important milestone to the Group given the huge market potential in the AIDS medication industry.

The Group will continue to explore opportunities in AIDS medication industry as well as other related medical and pharmaceutical business and will continue to seek for any possible acquisitions, including but not limited to, medical related business when opportunities arise which is in line with the aim to broaden the income source and diversify the business risk of the Group.

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

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (the “Scheme”) on 21 September 2011 under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Company’s shares. The principal terms of the Scheme are summarised in the paragraph headed “Share Option Scheme” in Appendix V to the prospectus of the Company.

Details of options granted are as follows:

Options type	Date of grant	Exercisable period	Exercise price per share HK\$	Fair value at grant date per share HK\$	Remaining contractual life of options
2014	17/9/2014	17/9/2014 – 16/9/2024	0.68	0.2747	10 years

The following table discloses movements of the Company’s share options held by employees and directors during the period ended 30 September 2014:

Participant	Date of grant	Exercise price per share HK\$	Exercise period	At 1 April 2014 '000	Granted during the period '000	Exercised during the period '000	Number of options			At 30 September 2014
							Cancelled during the period	Lapsed during the period		
Directors	17/9/2014	0.68	17/9/2014 – 16/9/2024	–	58,000	–	–	–	–	58,000
Employees and consultants	17/9/2014	0.68	17/9/2014 – 16/9/2024	–	96,000	–	–	–	–	96,000
				–	154,000	–	–	–	–	154,000

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

As at 30 September 2014, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director and chief executive	Type of interests	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Ms. Ho Chiu Ha Maisy (Note 1)	Beneficial owner	336,000,000	7,000,000	15.45%
	Interest of a controlled corporation	100,000,000	140,000,000	10.81%
Mr. Wong Kam Wah (Note2)	Interest of a controlled corporation	960,000,000	7,000,000	43.56%
Ms. Man Wing Yee Ginny	Beneficial owner	190,040,000	22,000,000	9.55%
Mr. Lan Ling Tak	Beneficial owner	–	22,000,000	0.99%

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

Note(s):

- Ms. Ho Chiu Ha Maisy has a total interest in 583,000,000 shares/underlying shares (representing an aggregate of approximately 26.26% shareholding in the Company), of which (i) 100,000,000 shares were allotted to Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited and the 100,000,000 shares of the Company through Refulgent Sunrise Limited by virtue of the SFO; (ii) Ms. Ho Chiu Ha Maisy personal held 336,000,000 shares; and (iii) 140,000,000 shares relate to her derivative interests in convertible bonds through her shareholding in Refulgent Sunrise Limited; and (iv) 7,000,000 shares relates to the share option granted to Ms. Ho Chiu Ha Maisy by the Company on 17 September 2014.
- The 960,000,000 shares are registered in the name of Kate Glory Limited. Mr. Wong Kam Wah is the beneficial owner of 100% of the issued share capital of Kate Glory Limited. By virtue of the SFO, Mr. Wong Kam Wah is deemed to be interested in 960,000,000 shares held by Kate Glory Limited. The 7,000,000 shares relates to the share options granted to Mr. Wong Kam Wah by the Company on 17 September 2014.

Convertible bonds

Name of bondholder	Date of issue	Conversion period	Conversion price per share HK\$	Outstanding	Number of underlying shares	Approximate percentage of the issued share capital of the Company
				as at 30 September 2014		
Refulgent Sunrise Limited	5 December 2012	5 December 2012 – 4 December 2017	0.625	140,000,000	140,000,000	6.31%

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

Save as disclosed above, as at 30 September 2014, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 September 2014, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group were as follows:

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (CONTINUED)

Long positions in the Company

Name of shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of shareholding in the Company
Kate Glory Limited (<i>Note 1</i>)	Beneficial owner	960,000,000	–	43.24%
Mr. Wong Kam Wah (<i>Note 1</i>)	Interest of controlled corporation/ beneficial owner	960,000,000	7,000,000	43.56%
Ms. Man Wing Yee Ginny	Beneficial owner	190,040,000	22,000,000	9.55%
Ms. Ho Chiu Ha Maisy (<i>Note 2</i>)	Interest of controlled corporation/ Beneficial owner	436,000,000	147,000,000	26.26%
Refulgent Sunrise Limited (<i>Note 2</i>)	Beneficial owner	100,000,000	140,000,000	10.81%

Note:

- 1) Kate Glory Limited is an investment holding company incorporated in the British Virgin Islands ("BVI") with limited liability, its entire issued share capital is wholly and beneficially owned by Mr. Wong Kam Wah. Mr. Wong Kam Wah personally held 7,000,000 underlying shares.
- 2) Refulgent Sunrise Limited is a company incorporated in BVI with limited liabilities and is owned as to 36% by Ms. Ho Chiu Ha Maisy. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in this shareholding through Refulgent Sunrise Limited by virtue of the SFO. Ms. Ho Chiu Ha Maisy personally held 336,000,000 shares 7,000,000 underlying shares.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (CONTINUED)

Save as disclosed above, as at 30 September 2014, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

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

Neither the Company, nor any of its subsidiaries, has purchased, redeemed or sold any of the Company's listed shares during the six months ended 30 September 2014.

DIRECTOR'S INTERESTS IN COMPETING INTERESTS

During the six months ended 30 September 2014, none of the Directors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by directors during the six months ended 30 September 2014.

CODE OF CORPORATE GOVERNANCE PRACTICES

As at the date of this announcement, the Company has fully complied with the code provisions as set out in Appendix 15 to the GEM Listing Rules.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) on 21 September 2011, with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive Directors, namely Mr. Chiu Chi Kong, Mr. William Robert Majcher and Mr. Yau Yan Ming Raymond (as the Committee chairman) and an executive Director, Mr. Lau Ling Tak. The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2014 have not been audited by the Company’s auditors, but have been reviewed by the Committee, who is of the opinion that the interim financial statements comply with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

By Order of the Board

Chanceton Financial Group Limited

Wong Kam Wah

Chief Executive officer and Executive Director

Hong Kong, 14 November 2014

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

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