SINO LIFE

SINO-LIFE GROUP LIMITED
中國生命集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8296)

ANNUAL RESULTS ANNOUNCEMENT 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.

This announcement, for which the directors (the "Directors") of Sino-Life Group Limited (the "Company", together with its subsidiaries, the "Group") collectively and individually accept full responsibility, include particulars given in compliance with the Rules Governing the Listing of Securities on the 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

FINAL RESULTS

The board of directors (the "Board") of the Company hereby presents the following audited consolidated results of the Group for the year ended 31 December 2015 (the "Year 2015") together with the comparative audited figures for year 2014. These results have been reviewed by the audit committee of the Board.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Note	**2015**	2014
		RMB'000	*RMB'000*
			(Restated)
Revenue	*3(a)*	**61,633**	69,648
Cost of sales		**(26,387)**	(32,869)
Gross profit		**35,246**	36,779
Valuation gain on investment property		**–**	765
Other revenue	*4*	**2,186**	3,755
Other net gain/(loss)	*4*	**1,053**	(1,217)
Selling expenses		**(5,807)**	(6,992)
Administrative expenses		**(35,485)**	(36,970)
Other operating expenses		**(4,112)**	(6,693)
Loss from operations		**(6,919)**	(10,573)
Finance costs	*5(a)*	**(264)**	(414)
Loss before taxation	*5*	**(7,183)**	(10,987)
Income tax	*6*	**(2,582)**	(609)
Loss for the year		**(9,765)**	(11,596)
Other comprehensive (loss)/income for the year			
Item that will not be reclassified to profit or loss:			
(Deficit)/surplus on revaluation of land and buildings held for own use		**(619)**	1,385
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of operations outside the People's Republic of China ("non-PRC operations"):			
Exchange differences arising during the year		**(290)**	(1,611)
Reclassification adjustments relating to non-PRC operations disposed of in the year		**–**	(42)
		(290)	(1,653)
Other comprehensive loss for the year, net of income tax		**(909)**	(268)
Total comprehensive loss for the year, net of income tax		**(10,674)**	**(11,864)**
Loss attributable to:			
Owners of the Company		**(9,402)**	(11,142)
Non-controlling interests		**(363)**	(454)
		(9,765)	(11,596)
Total comprehensive loss attributable to:			
Owners of the Company		**(10,534)**	(11,504)
Non-controlling interests		**(140)**	(360)
		(10,674)	(11,864)
Loss per share	*7*		
Basic and diluted		**RMB(1.27) cents**	RMB(1.50) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	Note	2015 RMB'000	2014 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment		**33,751**	38,265
Investment property		**4,438**	4,375
Prepaid lease payments		**3,589**	3,671
Intangible assets		**2**	2
Deposit for acquisition of equity interest in a company	9	**15,920**	–
Deposits for hire of funeral parlours and funeral services centres	9	**1,700**	2,700
		59,400	49,013
CURRENT ASSETS			
Financial assets designated as at fair value through profit or loss		**34,777**	45,917
Available-for-sale investment		**1,500**	–
Development and formation costs		**14,333**	14,860
Inventories		**2,692**	803
Tax recoverable		**7**	8
Trade and other receivables	9	**59,588**	63,326
Prepaid lease payments		**82**	82
Cash and cash equivalents		**98,712**	109,086
		211,691	234,082
CURRENT LIABILITIES			
Trade and other payables	10	**5,963**	8,196
Receipts in advance	11	**88,842**	90,590
Current portion of bank borrowings		**614**	594
Current taxation		**2,969**	1,459
Provisions		**1,562**	–
		(99,950)	(100,839)
NON-CURRENT LIABILITIES			
Receipts in advance	11	**106**	39
Bank borrowings		**6,952**	7,460
		(7,058)	(7,499)
NET ASSETS		**164,083**	174,757
EQUITY			
Equity attributable to owners of the Company			
Share capital		**69,218**	69,218
Reserves		**93,081**	103,615
		162,299	172,833
Non-controlling interests		**1,784**	1,924
TOTAL EQUITY		**164,083**	174,757

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

	Attributable to owners of the Company											
	Share capital *RMB'000*	Share premium *RMB'000*	Merger reserve *RMB'000*	Statutory reserve *RMB'000*	Statutory surplus reserve *RMB'000*	Properties revaluation reserve *RMB'000*	Foreign currency translation reserve *RMB'000*	Share-based compensation reserve *RMB'000*	Accumulated losses *RMB'000*	Total *RMB'000*	Non-controlling interests *RMB'000*	Total equity *RMB'000*
At 1 January 2014	69,218	220,633	(16,261)	225	1,550	1,188	(18,535)	8,004	(81,686)	184,336	2,284	186,620
Loss for the year	–	–	–	–	–	–	–	–	(11,142)	(11,142)	(454)	(11,596)
Surplus on revaluation of land and buildings held for own use	–	–	–	–	–	1,385	–	–	–	1,385	–	1,385
Exchange differences on translation of financial statements of non-PRC operations	–	–	–	–	–	–	(1,705)	–	–	(1,705)	94	(1,611)
Reclassification adjustments relating to non-PRC operations disposed of during the year	–	–	–	–	–	–	(42)	–	–	(42)	–	(42)
Other comprehensive income/(loss)	–	–	–	–	–	1,385	(1,747)	–	–	(362)	94	(268)
Total comprehensive loss for the year	–	–	–	–	–	1,385	(1,747)	–	(11,142)	(11,504)	(360)	(11,864)
Equity-settled share-based transactions	–	–	–	–	–	–	–	1	–	1	–	1
Lapse of share options granted	–	–	–	–	–	–	–	(193)	193	–	–	–
Transfer to statutory reserve	–	–	–	561	–	–	–	–	(561)	–	–	–
At 31 December 2014	69,218	220,633	(16,261)	786	1,550	2,573	(20,282)	7,812	(93,196)	172,833	1,924	174,757
At 1 January 2015	**69,218**	**220,633**	**(16,261)**	**786**	**1,550**	**2,573**	**(20,282)**	**7,812**	**(93,196)**	**172,833**	**1,924**	**174,757**
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(9,402)**	**(9,402)**	**(363)**	**(9,765)**
Deficit on revaluation of land and buildings held for own use	**–**	**–**	**–**	**–**	**–**	**(619)**	**–**	**–**	**–**	**(619)**	**–**	**(619)**
Exchange differences on translation of financial statements of non-PRC operations	**–**	**–**	**–**	**–**	**–**	**–**	**(513)**	**–**	**–**	**(513)**	**223**	**(290)**
Other comprehensive income/(loss)	**–**	**–**	**–**	**–**	**–**	**(619)**	**(513)**	**–**	**–**	**(1,132)**	**223**	**(909)**
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**–**	**(619)**	**(513)**	**–**	**(9,402)**	**(10,534)**	**(140)**	**(10,674)**
Lapse of share options granted	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(59)**	**59**	**–**	**–**	**–**
At 31 December 2015	**69,218**	**220,633**	**(16,261)**	**786**	**1,550**	**1,954**	**(20,795)**	**7,753**	**(102,539)**	**162,299**	**1,784**	**164,083**

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Sino-Life Group Limited (the "Company") was incorporated on 24 February 2005 in the Cayman Islands as an exempted company with limited liability under the Cayman Islands Companies Law. Its shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 9 September 2009. Its ultimate controlling party is Mr. Liu Tien-Tsai.

The Company is principally engaged in investment holding. The subsidiaries are mainly engaged in the provision of funeral and related services, sale of burial plots and tombstones, provision of cemetery maintenance services. The Company and its subsidiaries are herein collectively referred to as the "Group". The address of the Company's registered office and principal place of business are The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands and Unit D2-C, 6/F., Hang Fung Industrial Building Phase 2, 2G Hok Yuen Street, Hung Hom, Hong Kong respectively.

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

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"):

Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Annual Improvements to HKFRSs 2010-2012 Cycle and 2011-2013 Cycle

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, Related party disclosures has been amended to expand the definition of a "related party" to include a management entity that provides key management personnel services to the reporting entity, and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group's related party disclosures as the Group does not obtain key management personnel services from management entities.

Change in presentation of consolidated statement of profit or loss and other comprehensive income

In the current year, the directors of the Company decided to change the classification of certain line items in the consolidated statement of profit or loss and other comprehensive income by presenting management fee and operating lease charges for hire of funeral parlours and funeral service centres as part of the Group's cost of sales instead of selling expenses to better reflect the financial information of the Group's activities. Prior year figures of RMB17,017,000 have been re-presented to reflect the new presentation. The reclassification has no net effect on the results of the Group for the year ended 31 December 2014.

The effect of changes in presentation for the prior year by line items presented in the consolidated statement of profit or loss and other comprehensive income is as follows:

	As previously stated	**Adjustments**	**Restated**
	RMB'000	*RMB'000*	*RMB'000*
Cost of sales	(15,852)	(17,017)	(32,869)
Selling expenses	(24,009)	17,017	(6,992)
Change in loss for the year 2014	(39,861)	–	(39,861)

No consolidated statement of financial position as at 1 January 2014 has been presented as the change in accounting policy and re-classifications disclosed above have no effects on the financial position of the Group presented in the consolidated statement of financial position in respect of the end of the previous financial year.

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the fair value of consideration received and receivable for the services rendered to customers and goods sold to customers. The amount of each significant category of revenue during the year is as follows:

	2015	2014
	RMB'000	*RMB'000*
Funeral services provided in funeral parlours and funeral service centres under the Group's management	**45,048**	47,816
Cremation services	**12,741**	12,544
Funeral arrangement services	**3,067**	4,289
Cemetery services	**–**	3,191
Sale of burial plots	**736**	1,808
Sale of tombstones	**40**	–
Cemetery maintenance services	**1**	–
	61,633	69,648

(b) Segment information

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Company's executive directors (the "Executive Directors"), the chief operating decision maker, for the purposes of resources allocation and performance assessment, the Group has presented the following four reportable segments. No operating segments have been aggregated to form the following reportable segments.

(i) Funeral services – Taiwan

Provision of funeral arrangement services to funeral services deed holders in Taiwan.

(ii) Funeral services – Hong Kong

Provision of funeral arrangement services to both funeral services deed holders and non-funeral services deed holders in Hong Kong.

(iii) Funeral services – the PRC

Provision of funeral, cremation and cemetery services in funeral parlours and funeral service centres in the PRC under the Group's management, pursuant to the respective management agreements entered into with the owners of funeral parlours and funeral service centres.

(iv) Funeral services – Vietnam

Sale of burial plots and tombstones and provision of cemetery maintenance services in Vietnam.

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Executive Directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of corporate assets. Segment liabilities include trade and other payables, receipts in advance, provisions and current tax liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

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

Segment results represent the earnings and loss of each segment without allocation of valuation gain/loss on investment property, other revenue and other net gain/loss, central administration costs, finance costs and income tax. This is the measure reported to the Executive Directors for the purposes of resource allocation and assessment of segment performance.

In addition to receiving segment information concerning segment results, the Executive Directors are provided with segment information concerning revenue, interest income and expense from cash balances and borrowings managed directly by the segments, depreciation and amortisation, loss/gain on disposal of property, plant and equipment, impairment loss on property, plant and equipment, impairment loss on other receivables, prepayments written off, provision for future costs of delivering funeral services under funeral services deeds, loss on disposal of subsidiaries, income tax expenses, loss on derecognition of assets and additions to non-current segment assets used by the segments in their operations.

Information regarding the Group's reportable segments as provided to the Executive Directors for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2015 and 2014 is set out below:

	Year ended 31 December 2015				
	Funeral services				
	Taiwan	**Hong Kong**	**PRC**	**Vietnam**	**Total**
	RMB'000	***RMB'000***	***RMB'000***	***RMB'000***	***RMB'000***
Reportable segment revenue					
– Revenue from external customers	**2,318**	**749**	**57,789**	**777**	**61,633**
Reportable segment (loss)/profit	**(5,954)**	**(303)**	**7,699**	**(1,453)**	**(11)**
Interest income	**12**	**–**	**1,265**	**1**	**1,278**
Interest expenses	**228**	**–**	**–**	**–**	**228**
Depreciation and amortisation for the year	**236**	**41**	**3,737**	**391**	**4,405**
Loss on disposal of property, plant and equipment	**–**	**(12)**	**(177)**	**–**	**(189)**
Impairment loss on property, plant and equipment	**923**	**6**	**–**	**–**	**929**
Impairment loss on other receivables	**–**	**–**	**130**	**–**	**130**
Prepayments written off	**760**	**–**	**–**	**–**	**760**
Provision for future costs of delivering funeral services under funeral services deeds	**1,558**	**–**	**–**	**–**	**1,558**
Income tax expenses	**173**	**–**	**2,409**	**–**	**2,582**
Reportable segment assets	**157,258**	**654**	**51,943**	**35,108**	**244,963**
Deposit for acquisition of equity interests in a company	**15,920**	**–**	**–**	**–**	**15,920**
Additions to non-current segment assets during the year	**47**	**–**	**3,058**	**382**	**3,487**
Reportable segment liabilities	**96,242**	**818**	**6,001**	**2,256**	**105,317**

	Year ended 31 December 2014				
	Funeral services				
	Taiwan	Hong Kong	PRC	Vietnam	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Reportable segment revenue					
– Revenue from external customers	2,383	1,906	63,551	1,808	69,648
Reportable segment loss	(2,215)	(403)	(575)	(1,432)	(4,625)
Interest income	18	–	316	1	335
Interest expenses	219	–	–	–	219
Depreciation and amortisation for the year	224	45	3,794	298	4,361
Gain/(loss) on disposal of property, plant and equipment	41	(9)	(281)	(10)	(259)
Loss on derecognition of assets	–	–	6,316	–	6,316
Loss on disposal of subsidiaries	–	–	796	–	796
Income tax expenses	–	–	609	–	609
Reportable segment assets	176,408	790	50,389	33,505	261,092
Additions to non-current segment assets during the year	430	31	3,119	523	4,103
Reportable segment liabilities	97,100	779	6,482	2,329	106,690

There are no inter-segment sales during the year (2014: Nil).

Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other items

	2015	2014
	RMB'000	*RMB'000*
Revenue		
Total reportable segment revenue and consolidated revenue	**61,633**	69,648
Profit or loss		
Total reportable segment loss derived from Group's external customers	**(11)**	(4,625)
Valuation gains on investment property	**–**	765
Other revenue	**2,186**	3,755
Other net gain/(loss)	**1,053**	(1,217)
Finance costs	**(264)**	(414)
Unallocated head office and corporate expenses		
– Depreciation and amortisation	**(955)**	(950)
– Auditors' remuneration	**(813)**	(1,032)
– Legal and professional fee	**(964)**	(574)
– Staff cost (including directors' remuneration)	**(5,818)**	(4,990)
– Operating lease charges: minimum lease payments	**(378)**	(149)
– Equity-settled share-based payment expenses	**–**	(1)
– Others	**(1,219)**	(1,555)
Consolidated loss before taxation	**(7,183)**	(10,987)
Assets		
Total reportable segment assets	**244,963**	261,092
Unallocated head office and corporate assets		
– Cash and cash equivalents	**5,988**	14,952
– Deposit for acquisition of equity interests in a company	**15,920**	–
– Other deposits and prepayments	**161**	709
– Property, plant and equipment	**224**	2,465
– Others	**3,835**	3,877
Consolidated total assets	**271,091**	283,095
Liabilities		
Total reportable segment liabilities	**105,317**	106,690
Unallocated head office and corporate liabilities	**1,691**	1,648
Consolidated total liabilities	**107,008**	108,338

Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other items (Continued)

	2015	2014
	RMB'000	*RMB'000*
Other items		
Interest income		
Reportable segment total	**1,278**	335
Unallocated head office and corporate total	**486**	1,120
Consolidated total	**1,764**	1,455
Interest expenses		
Reportable segment total	**228**	219
Unallocated head office and corporate total	**36**	195
Consolidated total	**264**	414
Depreciation and amortisation		
Reportable segment total	**4,405**	4,361
Unallocated head office and corporate total	**955**	950
Consolidated total	**5,360**	5,311
Loss on disposal of property, plant and equipment		
Reportable segment total	**189**	259
Unallocated head office and corporate total	**1,211**	16
Consolidated total	**1,400**	275
Impairment loss on property, plant and equipment		
Reportable segment total	**929**	–
Unallocated head office and corporate total	**116**	–
Consolidated total	**1,045**	–
Impairment loss on other receivables		
Reportable segment total	**130**	–
Unallocated head office and corporate total	**252**	–
Consolidated total	**382**	–

Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers; and (ii) the Group's property, plant and equipment, investment property, prepaid lease payments, intangible assets, deposit for acquisition of equity interests in a company and deposits for hire of funeral parlours and funeral services centres. The geographical location of customers refer to the location at which the services were provided or the goods delivered. The geographical locations of property, plant and equipment, investment property, prepaid lease payments, deposit for acquisition of equity interests in a company and deposits for hire of funeral parlours and funeral services centres are based on the physical location of the assets under consideration. In the case of intangible assets, it is based on the location of the operation to these intangible assets are allocated.

	Revenue from external customers		**Non-current assets**	
	2015	2014	**2015**	2014
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*
The PRC (place of domicile)	**57,789**	63,551	**16,516**	20,361
Taiwan	**2,318**	2,383	**41,495**	26,965
Hong Kong	**749**	1,906	**173**	405
Vietnam	**777**	1,808	**1,216**	1,282
	3,844	6,097	**42,884**	28,652
	61,633	69,648	**59,400**	49,013

Revenue from major products and services

	2015	2014
	RMB'000	*RMB'000*
Funeral services provided in funeral parlours and funeral service centres under the Group's management	**45,048**	47,816
Cremation services	**12,741**	12,544
Funeral arrangement services	**3,067**	4,289
Cemetery services	**–**	3,191
Sales of burial plots	**736**	1,808
Sales of tombstones	**40**	–
Cemetery maintenance services	**1**	–
	61,633	69,648

Information about major customers

For the years ended 31 December 2015 and 2014, revenue from any single external customer does not amount to 10% or more of the Group's revenue.

4. OTHER REVENUE AND OTHER NET GAIN/(LOSS)

	2015	2014
	RMB'000	*RMB'000*
Other revenue		
Interest income on bank deposits	**1,764**	1,455
Total interest income on financial assets not at fair value through profit or loss	**1,764**	1,455
Sundry income	**116**	237
Rental income from investment property	**295**	170
Sub-leasing rental income	**11**	12
Consultancy income	**–**	1,881
	2,186	3,755
Other net gain/(loss)		
Loss on disposal of subsidiaries	**–**	(796)
Loss on disposal of property, plant and equipment	**(1,400)**	(275)
Deficit on revaluation of land and buildings held for own use	**(2)**	(420)
Net exchange gain	**2,337**	3
Net gain on terminated and lapsed funeral services deeds	**395**	35
Net realised and unrealised (loss)/gain on financial assets designated as at fair value through profit or loss	**(277)**	236
	1,053	(1,217)
	3,239	2,538

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting) the followings:

	2015	2014
	RMB'000	*RMB'000*
(a) Finance costs		
Interest on bank borrowings and other loans	**264**	414
Total interest expenses on financial liabilities not at fair value through profit or loss	**264**	414
(b) Staff costs (including directors' emoluments)		
Salaries, wages and other benefits	**17,718**	18,779
Contributions to defined contribution retirement plans	**2,188**	2,082
	19,906	20,861
(c) Other items		
Amortisation of prepaid lease payments	**82**	82
Auditors' remuneration	**813**	1,032
Cost of inventories	**8,421**	6,996
Gross rental income from investment property less direct outgoing of RMBnil (2014: RMBnil)	**295**	170
Depreciation	**5,278**	5,229
Operating lease charges for property, plant and equipment: minimum lease payments		
– rented premises	**785**	830
Less: sub-leasing rental income	**(11)**	(12)
	774	818
– hire of equipment	**187**	186
– hire of funeral parlours and funeral service centres	**10,586**	12,986
Operating lease charges: contingent rents		
– hire of funeral parlours and funeral service centres	**576**	642
Impairment loss on other receivables	**382**	–
Impairment loss on property, plant and equipment	**1,045**	–
Prepayments written off *(note (ii))*	**760**	–
Provision for future costs of delivering funeral services under funeral services deeds	**1,558**	–
Loss on derecognition of assets *(note (i))*	**–**	6,316
Equity-settled share-based payment expenses	**–**	1

Note (i):

This represents loss arising from the derecognition of property, plant and equipment, inventories, prepayment upon the termination of operation of Chongqing Zhong County Funeral Parlour（重慶市忠縣殯儀館）("ZCFP") for the year ended 31 December 2014.

Note (ii):

During the year ended 31 December 2015, prepaid commission to agents of the Group amounting to approximately RMB760,000 (2014: RMBnil) were written off because the agents went into bankruptcy and accordingly the Group can no longer enjoy the agency services nor have the refund from the agents.

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	2015	2014
	RMB'000	*RMB'000*
Current tax:		
PRC Enterprise Income Tax *(note (c))*		
Current period	**2,409**	1,141
Over-provision in prior years	**–**	(532)
	2,409	609
Taiwan Enterprise Income Tax *(note (d))*		
Under-provision in prior year	**173**	–
	2,582	609

Notes:

(a) No provision for Hong Kong profits tax has been made as the Group has no assessable profits in Hong Kong for both years.

(b) The Group is not subject to any taxation under the jurisdiction of the Cayman Islands, Samoa and the British Virgin Islands ("BVI") for both years.

(c) The subsidiaries operating in the PRC are subject to Enterprise Income Tax rate at 25% (2014: 25%) in accordance with the Law of the People's Republic of China on Enterprises Income Tax（中華人民共和國企業所得稅法）except that Chongqing Xizhou Funeral Service Company Limited ("Chongqing Xizhou"), an indirect wholly-owned subsidiary of the Company, is entitled to a preferential tax rate of 15% (2014: 15%) in accordance with 西部大開發企業所得稅優惠, which is retrospectively applied to Chongqing Xizhou from January 2011 and, provided that the conditions precedent to entitlement of preferential tax rate are fulfilled by Chongqing Xizhou in each of subsequent years, the preferential tax rate can be applied to Chongqing Xizhou up to December 2020. For the year ended 31 December 2015, Chongqing Xizhou is subject to enterprise income tax rate at 15% (2014: 15%).

(d) Bau Shan Life Science Technology Co., Ltd. ("Bau Shan"), a direct subsidiary of the Company, and Bao De Life Enterprise Co., Ltd. ("Bau De"), an indirect subsidiary of the Company, are subject to Taiwan Enterprise Income Tax at 17% (2014: 17%) on taxable profits determined in accordance with the Income Tax Act and other relevant laws in Taiwan.

(e) Bao Son Life Company Limited ("Bao Son Life") and Hoan Loc Viet Duc Hoa Corporation ("HLV Duc Hoa"), indirect non-wholly-owned subsidiaries of the Company, are subject to Vietnam Corporate Income Tax at 20% (2014: 20%) on taxable profits determined in accordance with the relevant laws and regulations in Vietnam. No provision for Vietnam Corporate Income Tax has been made as Bao Son Life and HLV Duc Hoa have no assessable profits for both years.

7. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of RMB9,402,000 (2014: RMB11,142,000) and the weighted average number of 742,500,000 ordinary shares (2014: 742,500,000 ordinary shares) in issue during the year.

(b) Diluted loss per share

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 December 2015 and 2014 as the impact of the share options had anti-dilutive effect on the basic loss per share amounts presented. Therefore, the calculation of the diluted loss per share is based on the loss attributable to owners of the Company of RMB9,402,000 (2014: RMB11,142,000) and the weighted average number of 742,500,000 ordinary shares (2014: 742,500,000 ordinary shares) in issue during the year.

8. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2015 (2014: RMBNil).

9. TRADE AND OTHER RECEIVABLES

	2015	2014
	RMB'000	*RMB'000*
Trade receivables *(note a)*	**374**	244
Other receivables	**2,908**	6,418
Less: allowance for impairment loss	**(1,009)**	(1,009)
	1,899	5,409
Loans and receivables	**2,273**	5,653
Deposits and prepayments	**59,015**	60,373
Deposit for acquisition of equity interests in a company	**15,920**	–
	77,208	66,026
Representing:		
Current	**59,588**	63,326
Non-current	**17,620**	2,700
	77,208	66,026

Note:

(a) No allowance for doubtful debts was recorded for both years. Trade receivables with the following analysis by age presented based on the invoice date as at the end of the reporting period.

	2015	2014
	RMB'000	*RMB'000*
0 to 180 days	**92**	187
181 to 365 days	**27**	57
1 year to 2 years	**255**	–
	374	244

The average credit period for funeral arrangement services granted to non-funeral service deed customers is 45 days (2014: 45 days).

For sale of burial plots, the customers can elect to make payment on a lump sum basis or settle the contract sum by up to a maximum of 48 monthly instalments. The instalment receivables are discounted at an appropriate effective interest rate.

There is no credit period granted to customers for the other services rended by the Group.

Management believes that no impairment allowance is necessary as the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

10. TRADE AND OTHER PAYABLES

	2015	2014
	RMB'000	*RMB'000*
Trade payables	**855**	1,714
Accruals and other payables	**5,108**	6,482
Financial liabilities measured at amortised cost	**5,963**	8,196

Notes:

(a) The following is an ageing analysis of trade payables, based on the invoice date at the end of the reporting period:

	2015	2014
	RMB'000	*RMB'000*
0 to 30 days	**389**	818
31 days to 90 days	**196**	445
Over 90 days	**270**	451
	855	1,714

11. RECEIPTS IN ADVANCE

	2015	2014
	RMB'000	*RMB'000*
Advance payments from customers for:		
– funeral service deeds *(note (a))*	**87,133**	89,071
– burial plots under development and tombstones *(note (b))*	**1,709**	1,519
– deferred maintenance income	**106**	39
	88,948	90,629
Analysed as:		
Current	**88,842**	90,590
Non-current	**106**	39
	88,948	90,629

Notes:

(a) Bau Shan and Sino-Life (Hong Kong) Limited ("Sino-Life (HK)"), subsidiaries of the Company, sold funeral services deeds to customers ("Deed Holders"). The funeral services deeds are prepaid funeral services packages which mainly comprise particular types of funeral services at the choice of the customers to be arranged in future. The Deed Holders can elect to make payment on a lump sum basis or settle the outstanding amount of the funeral services deeds by up to a maximum of 120 monthly instalments. The Group determines the pricing of the funeral services deeds by adding a margin to the estimated costs of delivering these services, after having taking into account of major factors including the timing of the instruction of the Deed Holders. Amounts received from funeral services deeds sold are recorded as receipts in advance. When the Deed Holders have defaulted payment for two months and do not pay back the defaulted amounts after the Group's not less than 30-day's demand notice, the funeral services deeds would be regarded as lapsed and a minimum of 20% of the total sum of the funeral services deeds or the instalments paid, whichever is lower, will be forfeited as income. The Deed Holders can request for funeral services or terminate the funeral services deeds at any time after the funeral services deeds are sold. Accordingly, receipts in advance is classified as current liabilities in the consolidated statement of financial position.

According to the Mortuary Service Administration Act（殯葬管理條例）in Taiwan, which was first promulgated on 17 July 2002 and further amended on 1 July 2003 and 4 July 2007, the Group has to deposit 75% of the gross receipt of each funeral services deed entered into after 31 July 2003 in financial institutions in Taiwan as trust monies. As at 31 December 2015, the Group has deposited RMB33,856,000 (2014: RMB32,963,000) in three financial institutions in Taiwan.

The Group recognised a net gain on termination/lapse of funeral services deeds of RMB395,000 (2014: RMB35,000) in "other net gain/loss" in the consolidated statement of profit or loss for the year ended 31 December 2015.

(b) It is principally arising from the sales of burial plots and tombstones under instalment plans and such amount will be recognised as revenue when the relevant revenue recognition criteria are met.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The PRC

Funeral business in the PRC continues to be the driving force of the Group's operations. The Group's revenue derived from funeral business in the PRC market for the Year 2015 was approximately RMB57.8 million, representing a decrease of about 9.1% compared to last year and accounted for about 93.8% of the Group's turnover.

Hong Kong

The Group's funeral business in the Hong Kong market generated an approximate revenue of RMB0.7 million for the Year 2015 representing a decrease of about 60.7% compared to last year and accounted for approximately 1.2% of the Group's revenue.

Taiwan

The Group's revenue derived from funeral business in the Taiwan market for the Year 2015 was approximately RMB2.3 million, representing a decrease of approximately 2.7% compared to last year and accounted for approximately 3.8% of the Group's revenue.

Vietnam

The Group's revenue derived from the sales of cemeteries in Vietnam was approximately RMB0.8 million for the Year 2015 representing a decrease of approximately 57.0% compared to last year and accounted for 1.3% of the Group's revenue.

Prospects

On 8 December 2015, Bau Shan entered into the Contract (the "S&P Contract") for Sale and Purchase of entire interest of the total aggregate capital (the "Sale Equity") of Bu Lao Lin Limited（不老林股份有限公司）("BLL"), a company established in Taiwan, pursuant to which Bau Shan has agreed to purchase the Sale Equity, representing entire the equity interest in the BLL (the "Acquisition"), at a Consideration of approximately RMB18.2 million (equivalent to NT$92.0 million). The completion date of the Acquisition should be on or before 31 March 2016.

The scope of business of BLL includes provision of elderly housing service; provision of leisure activities venues; retail sale of information software; and so on. BLL is the beneficial owner of a piece of freehold land located in Neimen District, Kaohsiung, Taiwan with an area of 4,929 square metres. BLL also owned a search report on strategic planning for golden-ager industry. The Acquisition enables the Group to develop the business for the golden-ager and further penetrate the elderly care business market which leads to a vertical expansion of the Group's existing business.

On 8 December 2015, the Board has also resolved to change the application of the remaining net proceeds of approximately RMB$29.9 million to (i) approximately RMB18.2 million will be used as the consideration for the Acquisition; and approximately RMB11.7 million will be spent on expansion of the business into the market on the golden-ager and elderly care (including but not limited to acquisition of related property, plant and equipment, acquisition of equity interest of company in related business and formation of joint ventures and projects with strategic partners). After reviewing the golden-ager industry will enable vertical expansion of the Group's existing business and also bring huge business opportunities to the Group, the Board considers that the above change in the use of proceeds will facilitate efficient allocation of financial resources of the Company and strengthen the future development of the Group and is fair and reasonable and in the interests of the Company and its shareholders as a whole.

Financial review

Revenue

The revenue arising from principal activities for the year ended 31 December 2015 was approximately RMB61.6 million (2014: approximately RMB69.6 million), representing a decrease of approximately 11.5% as compared to 2014. Regarding to the funeral services business provided in the PRC during the year, the revenue was approximately RMB57.8 million (2014: approximately RMB63.5 million), representing a decrease of approximately 9.1% which accounted for 93.8% of the Group's revenue (2014: 91.3%). The revenue generated by the funeral services business provided in Taiwan was approximately RMB2.3 million (2014: approximately RMB2.4 million), or 3.8% of the Group's revenue, representing a decrease of approximately 2.7%. The revenue generated by the funeral services business provided in Hong Kong was approximately RMB0.7 million (2014: approximately RMB1.9 million), or 1.2% of the Group's revenue, representing a decrease of approximately 60.7%. The revenue generated by sales of cemeteries in Vietnam was approximately RMB0.8 million, or 1.3% of the Group's revenue, representing a decrease of approximately 57.0%.

The revenue from the funeral service provided in funeral parlour and funeral service centres under the Group's management decreased by 5.8%, amounting to approximately RMB45.0 million (2014: approximately RMB47.8 million). The drop was mainly due to the decrease in the number of funeral services provided from 2,383 to 2,211 for the Year 2015 owing to the termination of the operation of Chongqing Zhong County Funeral Parlour（重慶市忠縣殯儀館）in November 2014. However, the average spending per service provided increased to from approximately RMB20,065 to approximately RMB20,374 for the Year 2015.

The revenue from the cremation services increased by 1.6%, amounting to approximately RMB12.7 million (2014: approximately RMB12.5 million). The increase was due to the slightly increase in the number of cremation services provided and the average spending per service provided from 8,920 to 8,889 for the Year 2015 and from approximately RMB1,411 to approximately RMB1,428 for the Year 2015 respectively. Under the funeral parlour management agreement and funeral service centre management agreements, the Group is entitled to all income and responsible for all liabilities and all expenses incurred in the funeral parlour and funeral service centres under the Group's management.

The revenue generated from funeral arrangement services provided in Taiwan and Hong Kong was approximately RMB2.3 million and RMB0.7 million respectively (2014: approximately RMB2.4 million and RMB1.9 million respectively), representing a decrease of 2.8% and 60.7% respectively over last year.

The revenue generated from sales of burial plots and tombstones was approximately RMB0.8 million (2014: RMB1.8 million).

Gross Profit and Gross Profit Margin

Gross profit decreased by 4.2% to approximately RMB35.2 million (2014: approximately RMB36.8 million), and gross profit margin increased to approximately 57.2% (2014: approximately 52.8%). The gross profit margin of funeral services provided in funeral parlour and funeral service centres under the Group's management increased to approximately 56.6% (2014: approximately 53.8%) which was mainly due to the increase in the average spending per funeral service provided. The gross profit margin of cremation services increased to approximately 71.0% (2014: approximately 62.2%) which was mainly due to the increase in the average spending per service provided and that of funeral arrangement services decreased to approximately 3.9% (2014: approximately 13.1%) due to the decrease in the number of services provided which raised the cost sharing for each service. The gross profit margin of sales of burial plots and tomestone was approximately 77.6% (2014: approximately 79.9%).

The Group's cost of sales primarily consists of costs directly attributable to the provision of its services, which mainly include (i) direct labour for the funeral services provided by individuals during the funeral ceremony held in a funeral parlour or a funeral service centre managed by the Group; (ii) subcontracting charges for services provided by the subcontractors in Taiwan; (iii) commission expenses from the recognition of commission paid to sales agents for funeral services deeds at the point when the services of the funeral services deeds are provided; (iv) the management fee and operating lease charges for hire of funeral parlours and funeral service centres, and (iv) materials used for funeral ceremonies and cremation services such as fresh flowers, fuel for the cremation furnace and cost of the goods sold in the funeral parlour and funeral service centres under the Group's management in the PRC.

Selling and Administrative Expenses

Selling expenses slightly decreased by approximately 16.9% to approximately RMB5.8 million (2014: approximately RMB7.0 million). The decrease was mainly attributable to the decrease in the commission expenses as the drop of the revenue. The proportion of selling expenses to revenue was approximately 9.4% (2014: approximately 10.0%). Administrative expenses decreased by 4.0% to approximately RMB35.5 million (2014: approximately RMB37.0 million) as a result of continuing the efforts in cost control of staff cost, entertainment expenses and rental expenses. The proportion of administrative expenses to revenue was approximately 57.6% (2014: approximately 53.1%). Finance costs remained nearly the same of approximately RMB0.3 million (2014: approximately RMB0.4 million). Income tax expense increased by approximately 324.0% to approximately RMB2.6 million (2014: approximately RMB0.6 million).

Loss for the Year

Loss attributable to owners of the Company for the Year 2015 was approximately RMB9.4 million (2014: approximately RMB11.1 million). The decrease in loss for the Year 2015 was mainly due to the net effect of (i) decrease in the gross profit; (ii) increase in other revenue and other net gain/(loss) as there was an increase in interest income and exchange gain (iii) decrease in other operating expenses.

Liquidity, Financial Resources and Capital Structure

The Group maintains a stable financial position. As at 31 December 2015, the Group had bank balances and cash of approximately RMB98.7 million (2014: approximately RMB109.1 million) and bank and other loans of approximately RMB7.6 million (2014: approximately RMB8.1 million). All bank and other loans were denominated in New Taiwan Dollars, at prevailing market interest. During the year, the Group did not use any financial instruments for hedging purposes. The gearing ratio representing the ratio of total borrowing to the total assets of the Group was 2.8% as at 31 December 2015 (2014: 2.8%).

Exposure to Fluctuation in Exchange Rates

During the year, the Group's major operations were geographically based in the PRC, Taiwan, Hong Kong and Vietnam. The revenue derived from Taiwan, Hong Kong and Vietnam accounted for approximately 6.2% (2014: approximately 8.7%) of the total revenue. Its financial statements are presented in Renminbi, while a significant portion of the revenue and expenses are denominated in the United States Dollar, New Taiwan Dollar, Hong Kong Dollar and Vietnamese dong. It is possible that the value of Renminbi may fluctuate in value against that of the United States Dollar, New Taiwan Dollar, Hong Kong Dollar and Vietnamese dong. The Group's operating results and financial condition may be affected by changes in the exchange rates of Renminbi against the United States Dollar, New Taiwan Dollar, Hong Kong Dollar and Vietnamese dong, in which the Group's revenue and expenses are denominated. As at 31 December 2015, the Group did not have any bank liabilities, foreign exchange contracts, interest or currency swaps or other financial derivatives for hedging purpose. Therefore, the Group is not exposed to any material interest and exchange risks.

Significant Acquisitions and Disposal of Investments

On 8 December 2015, Bau Shan entered into the S&P Contract for Sale and Purchase of entire interest of the Sale Equity of BLL, a company established in Taiwan, pursuant to which Bau Shan has agreed to purchase the Sale Equity, representing entire the equity interest in the BLL, at a Consideration of NT$92.0 million (equivalent to approximately RMB18.2 million). The completion date of the Acquisition should be on or before 31 March 2016.

Saved as above, the Group did not have any significant acquisition or disposal of investment for the Year 2015.

The Number and Remuneration of Employees

As at 31 December 2015, the Group employed approximately 225 employees (2014: 278 employees). The Group determines staff remuneration in accordance with prevailing market salary scales, individual qualifications and performance. Remuneration packages including performance bonuses and entitlements to share options are reviewed on regular basis.

Charge on Group Assets

As at 31 December 2015, the carrying amounts of property, plant and equipment and bank deposits pledged as security for the Group's bank borrowings were approximately RMB17.0 million (2014: RMB17.5 million).

Contingent Liabilities

As at 31 December 2015, the Group did not have any contingent liabilities (2014: Nil).

Capital Expenditure

For the year ended 31 December 2015, capital expenditure of the Group for property, plant and equipment amounted to approximately RMB3.5 million (2014: approximately RMB4.1 million).

Capital Commitments

As at 31 December 2015, the Group had capital expenditure contracted for but not provided for in the financial statements amounting to approximately RMB8.9 million (2014: approximately RMB6.5 million).

CORPORATE GOVERNANCE AND OTHER INFORMATION

Directors' interests and short positions in shares, underlying shares and debentures of the Company or any associated corporation

As at 31 December 2015, the relevant interests and short positions of the Directors or chief executive in the shares (the "Shares"), underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) ("SFO")), which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of SFO) or required pursuant to section 352 of SFO, to be entered in the register referred to therein or required, pursuant to rules 5.46 to 5.68 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:

Aggregate long positions in the Shares

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company
Liu Tien-Tsai	Personal	308,184,000	41.51%

Substantial shareholders' interests and short positions in the shares and underlying shares

The register of substantial shareholders required to be kept under section 336 of Part XV of SFO showed that as at 31 December 2015, the Company was notified of no substantial shareholders' interests (other than the Directors and chief executive of the Company), being 5% or more of the issued share capital of the Company.

Competing business

As at 31 December 2015, none of the Directors, or any person who was (or group of persons who together were) entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and which was (or were) able, as a practical matter, to direct or influence the management of the Company or any of their respective associates (as defined under the GEM Listing Rules) had any interest in a business, which competed or might compete with the business of the Group.

Share Option Scheme

Pursuant to the written resolutions of the shareholders of the Company dated 24 August 2009, a share option scheme ("Share Option Scheme") was approved and adopted. The major terms of the Share Option Scheme are summarised as follows:

(a) The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants who have contributed or may contribute to the Group as incentive or rewards for their contributions to the Group.

(b) The participants include (i) any employee or proposed employee of the Company and/or any of its subsidiaries or any entity ("Invested Entity") in which the Group holds an equity interest, including any executive directors and any non-executive directors (including independent non-executive directors) of the Company, any of such subsidiaries or any Invested Entity; and (ii) any consultants, advisers, agents, partners or joint-venture partners of the Company and/or any of its subsidiaries.

(c) The exercise price of a share option under the Share Option Scheme will not be less than the highest of (i) the closing price of the shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (ii) the average of the closing prices of the shares as shown in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date of that particular option; and (iii) the nominal value of a share on the offer date of the particular option.

(d) The total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes must not in aggregate exceed 10% of the shares in issue on the day on which trading of the Company's shares commenced on the GEM Board ("General Scheme Limit").

The total number of shares available for issue under the Share Option Scheme is 74,250,000 representing 10% of the issued shares of the Company as at the year end date.

(e) Unless approved by the Company's shareholders, the total number of shares issued and to be issued upon exercise of the options granted to any participants in any twelve-month period must not exceed 1% of the shares in issue at the date of the grant of the options.

(f) An offer shall be made to eligible participants in writing and shall remain open for acceptance by the eligible participants concerned for a period of 30 days from the date upon which it is made provided that no such offer shall be open for acceptance after the 10th anniversary of the adoption date of the Share Option Scheme or the termination of the scheme. An offer shall be deemed to have been accepted by the eligible participant concerned in respect of all shares which are offered to such participant when the duplicate letter comprising acceptance of the offer duly signed by the eligible participant, together with a non-refundable remittance in favour of the Company of HK$10 by way of consideration for the grant thereof is received by the Company, within such time as may be specified in the offer.

(g) For the options granted in 2010, they are exercisable starting half year from the grant date. The exercisable period should be determined by the board of directors upon grant of the share option but in any event should not exceed 10 years from the date of grant of the share option.

For the options granted in 2012, they are exercisable starting one year from the grant date. The exercisable period should be determined by the board of directors upon grant of the share option but in any event should not exceed 5 years from the date of grant of the share option.

(h) An option shall be exercisable in whole or in part in the circumstances by giving notice in writing to the Company stating that the option is thereby exercised and the number of shares in respect of which it is so exercised. Each such notice must be accompanied by a non-refundable remittance for the full amount of the subscription price for shares in respect of which the notice is given.

Details of the share options granted and remaining outstanding as at 31 December 2015 are as follows:

Name/category of participants	Date of grant	Exercise price per share	Exercisable period	Number of share options At 1 January 2015	Lapsed	At 31 December 2015
Directors of the Company						
Mr. Kim Eun Back	16 January 2012	HK$0.60	16 January 2013 to 15 January 2017	2,000,000	–	2,000,000
Directors of subsidiaries						
Ms. Pan Hsiu-Ying	16 January 2012	HK$0.60	16 January 2013 to 15 January 2017	1,000,000	–	1,000,000
Ms. Chang Hui-Lan	16 January 2012	HK$0.60	16 January 2013 to 15 January 2017	1,000,000	–	1,000,000
Continuous contract employees	11 February 2010	HK$1.18	11 August 2010 to 11 February 2020	9,020,000	(252,000)	8,768,000
	16 January 2012	HK$0.60	16 January 2013 to 15 January 2017	4,920,000	(800,000)	4,120,000
Consultants	11 February 2010	HK$1.18	11 August 2010 to 11 February 2020	41,900,000	–	41,900,000
				59,840,000	(1,052,000)	58,788,000

The options granted on 11 February 2010 expire ten years from the date of grant. As at 31 December 2015, 1,168,000 of 50,668,000 options (2014: 1,420,000 of 50,920,000 options) were exercisable in the same year of the date of grant with 50% each of the options granted exercisable at six months and at the end of the year from the date of grant and 49,500,000 of 50,668,000 options (2014: 49,500,000 of 50,920,000 options) are exercisable over five years from the date of grant, with 20% each of the options granted exercisable at six months and first calendar date of following four years from the date of grant.

The options granted on 16 January 2012 expire five years from the date of grant and will be exercisable after one year from the date of grant. Save as disclosed above, as at 31 December 2015, none of the Directors, chief executives or substantial shareholders of the Company or their respective associates have been granted share options under the Share Option Scheme.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

For the year ended 31 December 2015, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

CORPORATE GOVERNANCE

The Company had complied with the code provisions ("Code Provisions") set out in the Corporate Governance Code and Corporate Governance Report as contained in Appendix 15 to the GEM Listing Rules, except for Code Provision A.2.1.

Code Provision A.2.1 provides that the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. The positions of Chairman of the Board and Chief Executive Officer ("CEO") of the Company are both currently carried on by Mr. Liu Tien-Tsai. The Board considers that the Group's size is still relatively small and thus not justified in separating the role of Chairman and CEO. The Group has in place internal control system to perform the check and balance function. The Board believes that having the same person performing the roles of both Chairman and CEO does provide the Group with strong and consistent leadership and that, operating in this manner allows for more effective and efficient overall strategic planning of the Group.

REMUNERATION COMMITTEE

The Company has established a remuneration committee (the "Remuneration Committee") in August 2009 which consists of three independent non-executive Directors, namely Mr. Chai Chung Wai (Chairman), Mr. Ching Clement Yat-biu and Mr. Lee Koon Hung. During the year, the Remuneration Committee has reviewed the remuneration package of the Board members and the senior management of the Company. The major responsibilities of the Remuneration Committee include (i) making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management; (ii) determining the specific remuneration packages of all executive directors and senior management; (iii) reviewing and approving performance based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; and (iv) reviewing and approving the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

NOMINATION COMMITTEE

The Company has established a nomination committee (the "Nomination Committee") in August 2009 which consists of three independent non-executive Directors, namely Mr. Lee Koon Hung (Chairman), Mr. Ching Clement Yat-biu and Mr. Chai Chung Wai. During the year, the Nomination Committee has reviewed the appointment of the Board members of the Company. The major responsibilities of the Nomination Committee include (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; (ii) identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships; (iii) assessing the independence of independent non-executive Directors; (iv) making recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer; (v) making recommendations to the Board on the policy concerning the diversity of Board members; and (vi) giving full consideration to the Board's policy concerning diversity of Board members adopted from time to time.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") in August 2009 which consists of three independent non-executive Directors, namely Mr. Ching Clement Yat-biu (Chairman), Mr. Chai Chung Wai and Mr. Lee Koon Hung. During the year, the Audit Committee has reviewed the quarterly, half-yearly and annual reports before submission to the Board. The Audit Committee focused not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements in the review of the Company's quarterly, half-yearly and annual reports. The major responsibilities of the Audit Committee include (i) making recommendation to the Board on the appointment, reappointment and removal of external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (iii) monitoring the integrity of the Company's financial statements, annual report and accounts, half-yearly report and, quarterly reports; (iv) liaising with the Board and the senior management and to meet with the auditors; (v) reviewing the Company's financial controls, internal control and risk management systems; and (vi) reviewing the financial and accounting policies and practices of the Group.

The Group's audited consolidated results for the year ended 31 December 2015 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

ANNUAL GENERAL MEETING

The 2016 Annual General Meeting of the Company will be held on 19 May 2016, Thursday and the Notice of Annual General Meeting will be published and dispatched in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 13 May 2016, Friday to 19 May 2016, Thursday (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending at the annual general meeting of the Company to be held on 19 May 2016, Thursday, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 12 May 2016, Thursday.

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they had complied with such code of conduct from the date of listing of the Company's Shares on the Stock Exchange up to 31 December 2015.

By order of the Board
Sino-Life Group Limited
Liu Tien-Tsai
Chairman and Executive Director

Hong Kong, 22 March 2016

As at the date hereof, the Board comprises Mr. Liu Tien-Tsai and Mr. Kim Eun Back being executive Directors of the Company; and Mr. Chai Chung Wai, Mr. Ching Clement Yat-biu, and Mr. Lee Koon Hung being independent non-executive Directors of the Company.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at http://www.hkgem.com for 7 days from the date of its posting. This announcement will also be posted on the Company's website at http://www.sinolifegroup.com.