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## **PYXIS GROUP LIMITED**

### **瀚智集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 516)

### **ANNOUNCEMENT OF RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2012**

The Board of Directors (the “Board”) of Pyxis Group Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim financial statements of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2012 (the “Period”) together with the comparative figures for the corresponding period of last year, as follows. The results have been reviewed by the Company’s Audit Committee.

#### **CONDENSED CONSOLIDATED INCOME STATEMENT**

*Six months ended 30 September 2012*

	<i>Notes</i>	<b>2012</b> <i>HK\$’000</i> <b>(Unaudited)</b>	<b>2011</b> <i>HK\$’000</i> <b>(Unaudited)</b>
REVENUE	2	<b>443</b>	404
Other losses	2	<b>(145)</b>	(564)
Administrative expenses		<b>(8,341)</b>	(6,607)
LOSS BEFORE TAX	4	<b>(8,043)</b>	(6,767)
Income tax expense	5	—	—
LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY		<b><u>(8,043)</u></b>	<b><u>(6,767)</u></b>
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
Basic and diluted	6	<b><u>HK (0.34 cent)</u></b>	<b><u>HK (0.28 cent)</u></b>

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
*Six months ended 30 September 2012*

	<b>2012</b> <b>HK\$'000</b> <b>(Unaudited)</b>	2011 <i>HK\$'000</i> (Unaudited)
LOSS FOR THE PERIOD	<b><u>(8,043)</u></b>	<b><u>(6,767)</u></b>
OTHER COMPREHENSIVE INCOME		
Exchange differences on translation of foreign operations	<u>9</u>	<u>575</u>
TOTAL COMPREHENSIVE EXPENSE FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	<b><u>(8,034)</u></b>	<b><u>(6,192)</u></b>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 September 2012

	<i>Notes</i>	<b>30 September 2012 HK\$'000 (Unaudited)</b>	31 March 2012 HK\$'000 (Audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	8	243	332
Deposits		—	207
		<hr/>	<hr/>
Total non-current assets		<b>243</b>	539
		<hr/>	<hr/>
<b>CURRENT ASSETS</b>			
Prepayments, deposits and other receivables		1,078	1,428
Equity investments at fair value through profit or loss	9	2,010	1,789
Cash and cash equivalents	10	100,646	108,514
		<hr/>	<hr/>
Total current assets		<b>103,734</b>	111,731
		<hr/>	<hr/>
<b>CURRENT LIABILITIES</b>			
Accruals		2,428	2,537
		<hr/>	<hr/>
<b>NET CURRENT ASSETS</b>			
		<b>101,306</b>	109,194
		<hr/>	<hr/>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<b>101,549</b>	109,733
		<hr/>	<hr/>
<b>NON-CURRENT LIABILITY</b>			
Accrual		—	150
		<hr/>	<hr/>
Net assets		<b>101,549</b>	109,583
		<hr/> <hr/>	<hr/> <hr/>
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Issued capital	11	240,000	240,000
Reserves		(138,451)	(130,417)
		<hr/>	<hr/>
Total equity		<b>(101,549)</b>	109,583
		<hr/> <hr/>	<hr/> <hr/>

## NOTES TO THE FINANCIAL STATEMENTS

30 September 2012

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements of the Group are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Main Board Listing Rules”).

The accounting policies and the basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those used in the audited annual financial statements for the year ended 31 March 2012, except for the adoption of certain new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which also include HKASs and Interpretations (“Ints”) that affect the Group and are adopted for the first time for the current Period’s unaudited condensed consolidated interim financial statements as disclosed below.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>

The adoption of these new and revised HKFRSs had no material impact on the results and financial position for the current or prior accounting periods which have been prepared and presented.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 2. REVENUE AND OTHER LOSSES

Revenue, which is also the Group's turnover, represents bank interest income received and receivable. An analysis of revenue and other losses is as follows:

	For the six months ended 30 September	
	2012	2011
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<b>Revenue</b>		
Bank interest income	<u>443</u>	<u>404</u>
<b>Other losses</b>		
Fair value losses on equity investments at fair value through profit or loss	<u>(145)</u>	<u>(564)</u>

### 3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the investment holding segment that engages in investments in equity investments; and
- (b) the marketing service segment that engages in the provision of marketing services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment loss, which is a measure of adjusted loss before tax.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 3. OPERATING SEGMENT INFORMATION (continued)

The unaudited revenue and results for the Group's operating segments for the Period are as follows:

	Investment holding		Marketing service		Consolidated	
	For the six months ended 30 September					
	2012	2011	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Segment revenue:</b>						
Revenue from external customers	443	404	-	-	443	404
Other losses	(145)	(564)	-	-	(145)	(564)
	<u>443</u>	<u>404</u>	<u>-</u>	<u>-</u>	<u>443</u>	<u>404</u>
Total	<u>298</u>	<u>(160)</u>	<u>-</u>	<u>-</u>	<u>298</u>	<u>(160)</u>
<b>Segment results</b>	<u>(150)</u>	<u>(568)</u>	<u>(986)</u>	<u>(3,198)</u>	<u>(1,136)</u>	<u>(3,766)</u>
<i>Reconciliation:</i>						
Corporate and other unallocated expenses					(6,907)	(3,001)
Loss before tax					<u>(8,043)</u>	<u>(6,767)</u>

### 4. LOSS BEFORE TAX

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

	For the six months ended	
	30 September	
	2012	2011
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Depreciation	<u>120</u>	<u>116</u>

### 5. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2011: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 5. INCOME TAX (continued)

The Group has substantial tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Besides, the Group also has tax losses arising in Taiwan and Mainland China that are available for offsetting against future taxable profits of the companies in which the losses arose, for the future ten and five years, respectively. Deferred tax assets have not been recognised in respect of these losses as the directors consider it is not probable that future taxable profits will be available against which these tax losses can be utilised.

### 6. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic and diluted loss per share amounts is based on the loss for the Period attributable to owners of the Company of HK\$8,043,000 (2011: HK\$6,767,000), and the weighted average number of 2,400,002,000 (2011: 2,400,002,000) ordinary shares in issue during the Period.

No adjustments have been made to the basic loss per share for the current and prior periods as there were no dilutive potential ordinary shares in existence during these periods.

### 7. INTERIM DIVIDEND

The directors do not propose the payment of any interim dividend in respect of the Period (2011: Nil).

### 8. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group spent HK\$30,000 on acquisitions of items of property, plant and equipment (31 March 2012: HK\$1,000). No item of property, plant and equipment was written off during the Period (31 March 2012: Nil).

### 9. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS

	<b>30 September 2012 HK\$'000 (Unaudited)</b>	31 March 2012 HK\$'000 (Audited)
Unlisted equity investments, at fair value	<b>2,010</b>	1,789

The above equity investments at 30 September 2012 and 31 March 2012 were classified as held for trading.

The fair values of unlisted equity investments at fair value through profit or loss have been estimated using a valuation technique based on assumptions that are not supported by observable market prices or rates. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the unaudited condensed consolidated statement of financial position, and the related changes in fair values, which are recorded in the unaudited condensed consolidated income statement, are reasonable, and that they are the most appropriate values at the end of the Period.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 10. CASH AND CASH EQUIVALENTS

	<b>30 September 2012 HK\$'000 (Unaudited)</b>	31 March 2012 HK\$'000 (Audited)
Time deposits	<b>26,766</b>	27,249
Cash and bank balances	<b>73,880</b>	81,265
	<hr/>	<hr/>
Cash and cash equivalents	<b>100,646</b>	108,514
	<hr/> <hr/>	<hr/> <hr/>

As the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$25,584,000 (31 March 2012: HK\$26,117,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for period of one year (31 March 2012: six months to one year) and earn interest at respective short term fixed deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

### 11. SHARE CAPITAL

	<b>30 September 2012 HK\$'000 (Unaudited)</b>	31 March 2012 HK\$'000 (Audited)
Authorised:		
5,000,000,000 ordinary shares of HK\$0.1 each	<b>500,000</b>	500,000
	<hr/> <hr/>	<hr/> <hr/>
Issued and fully paid:		
2,400,002,000 ordinary shares of HK\$0.1 each	<b>240,000</b>	240,000
	<hr/> <hr/>	<hr/> <hr/>

### 12. COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2012 and 31 March 2012, the Group had no significant commitments or contingent liabilities.

### 13. RELATED PARTY AND CONNECTED TRANSACTIONS

The related party and connected transactions comprise compensation to key management personnel of the Group.

### 14. APPROVAL OF THE INTERIM FINANCIAL REPORT

The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the Board on 29 November 2012.



## **BUSINESS REVIEW AND PROSPECTS**

During the Period, the Group had a loss attributable to owners of the Company of approximately HK\$8.0 million (2011: approximately HK\$6.8 million).

Following the disposal of the Group's unprofitable businesses previously, the Group shifted its business focus to sectors such as marketing services, communications, real estate, renewable energy and financial services. With this business focus, the Group has been actively exploring and seeking suitable investment opportunities (including the free standing insert coupon business, and also solar farm, micro financing, estate broker, advertising, e-coupon, employee benefits management, etc.). As the economic environment has been difficult, no investment deal has been concluded so far. Currently the Group is principally focusing on renewable energy investments and related activities, as to be briefly explained below.

Because of the challenging environment the Group is facing, trading in the shares of the Company has been suspended since 5 July 2010. As stated in the announcements of the Company "Update on the Listing Status of the Company" and "Update on the Listing Status of the Company – Proceeding to the Second Stage of Delisting", dated 20 October 2010 and 27 April 2011, respectively, and the announcement by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") "Proceeding to third stage of delisting procedures", dated 23 November 2011, the third stage of delisting of the Company's shares under Practice Note 17 to the Main Board Listing Rules expired on 22 May 2012. Before the expiry date, the Company had submitted a resumption proposal, as to be mentioned at below.

The Company has been working to have its share trading resumed. As stated in the announcements of the Company "Update on Current Status", dated 21 October 2011, 11 May 2012 and 26 September 2012, the Board has identified an investment opportunity in obtaining the rights to build and operate renewable energy projects. The Company submitted a resumption proposal on 10 May 2012, along with a revision on 14 September 2012.

Subsequent to the above-mentioned submission, the Stock Exchange informed the Company in a letter dated 5 November 2012 (the "Decision Letter") that it concluded the Company's proposed transactions as stated in the revised resumption proposal constituted a reverse takeover under Rule 14.06(6) of the Listing Rules and would therefore treat the Company's proposal as it were a new listing application. Under such conclusion, the Company is required to submit a new listing application according to Chapter 9 of the Listing Rules by 1 May 2013. On 13 November 2012, the Company submitted a request to the Stock Exchange to apply to have the decisions under the Decision Letter be reviewed by the Listing Committee, by the right as conferred by Rule 2B.06 of the Listing Rules. The Stock Exchange then replied the Company that a Review Hearing has been scheduled on 22 January 2013.

Notwithstanding the current difficulties, the Board still believes that, the Company should be making prudent management and investment decisions in order to protect shareholders' value. It is the intention of the Board to continue such cautious approach in applying the Group's managerial and financial resources in implementing any of the Group's proposed investment projects.

## **BUSINESS REVIEW AND PROSPECTS (continued)**

Looking forward, despite these difficulties, the Board remains hopeful of the future of the Group's business. The Board believes that by focusing on the above-mentioned business sectors, the Group can best leverage its experience and network, and thus best realise its potential to improve the Group's results of operations and enhance long-term shareholders' value.

## **STAFF REMUNERATION POLICY AND SHARE OPTION SCHEME**

The Group maintained a team of 5 staff as at 30 September 2012.

Employees are paid at salaries comparable to market rates. The Group provides free medical insurance coverage for permanent staff and continues to investigate the possibility of introducing other benefits which would help retain current experienced staff and attract new employees so that the Group can maintain a capable workforce to meet present and future requirements.

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Scheme, the details of which will be stated in the 2012 interim report ("Interim Report"), was adopted by the Company in previous financial year ended 31 March 2005. No new share option was granted under the Scheme since the Scheme became effective.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Group principally finances its operations by the funding provided by previous share capital subscription & placement, proceeds from the disposals of businesses, and internally generated cashflows. There was no outstanding bank overdrafts or bank borrowings as at the Period end date.

As at 30 September 2012, shareholders' funds of the Group amounted to approximately HK\$101.5 million. Current assets amounted to approximately HK\$103.7 million, of which approximately HK\$100.6 million were cash and bank deposits. The Group's current liabilities amounted to approximately HK\$2.4 million.

The Group expects to use the cash to make investments, to acquire partially or in whole, in businesses that are in the targeted fields as mentioned above in the section "Business Review and Prospects". The high cash and bank deposits balance is only temporary. But under the current tough economic and financial environment, the Group has to use its cash very cautiously.

As at 30 September 2012, in the opinion of the Board, the Group was not exposed to significant foreign currency risks because most of the monetary assets and liabilities of the Group's operating entities were denominated in their own functional currencies, which are mainly the United States dollars, the New Taiwan dollars and the RMB. The Group has no specific policy to deal with the foreign currency risk but will closely monitor the market and make appropriate adjustments and measures when necessary.

## **LIQUIDITY AND CAPITAL RESOURCES (continued)**

As at 30 September 2012 and the date of the Interim Report and this 2012 unaudited results announcement (the “Announcement”), the Group did not have any outstanding commitment in any of the financial derivative instruments.

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

Neither the Company nor any of its subsidiaries purchased, redeemed, or sold any of the Company’s listed securities during the Period.

## **CORPORATE GOVERNANCE PRACTICES**

In the opinion of the directors, the Company complied with the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 of the Main Board Listing Rules, throughout the accounting period covered by the Interim Report and this Announcement, except for the following deviations:

CG Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer (“CEO”) should be separate and should not be performed by the same individual. The Company does not have a separate position of CEO and Mr. Henry Hung CHEN currently holds both the position of Chairman and Managing Director (“MD”). The Board believes that vesting the roles of Chairman and MD in the same person provides the Group with strong and consistent leadership in the development and execution of long-term strategies at enhanced level of operational efficiency.

CG Code Provisions A.4.1 and A.4.2 stipulate that non-executive directors should be appointed for a specific term, subject to re-election, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Currently, none of the Company’s existing Independent Non-Executive Directors (“INEDs”) is appointed for specific term. However, all the directors (save for the Chairman and the MD) are subject to the retirement provisions under the Company’s bye-law, and the Board considers that the Chairman and the MD should not be subject to retirement to ensure the continuity of leadership and stability of growth.

CG Code Provision A.5.1 stipulates the establishment of a Nomination Committee. However, the Board considers that the setting up of such a Nomination Committee may not be necessary at the current scale of the Board and the Company. According to the bye-law of the Company, the Board has the power from time to time and at any time is fully responsible for selection and approval of candidate for appointment as a director either to fill a casual vacancy or as addition to the Board. In assessing a new director, the Board will take consideration of the candidate’s integrity, qualification, capability, experience and potential contribution to the Company.

## **CORPORATE GOVERNANCE PRACTICES (continued)**

CG Code Provision A.6.7 stipulates that INEDs and other non-executive directors should attend general meetings of the Company. Due to other business commitments, the two INEDs of the Company, included Mr. Robert Joseph ZULKOSKI who resigned effective 2 November 2012, were unable to attend the annual general meeting of the Company held on 28 September 2012.

CG Code Provision D.1.4 of the CG Code stipulates that the Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointments. The Company did not have formal letters of appointment for directors. However, the directors are subject to the retirement and re-election provisions under the Company's bye-law. Moreover, the directors are required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry of the Hong Kong SAR, and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as directors. In addition, the directors are required to comply with the requirements under statute and common law, the Main Board Listing Rules, legal and other regulatory requirements.

The Company will periodically review and improve its corporate governance practices with reference to the latest development of corporate governance. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than the CG Code.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Main Board Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code throughout the accounting period covered by the Interim Report and this Announcement.

## **INEDs AND AUDIT COMMITTEE**

The Company has an audit committee which was established for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the INEDs of the Company.

Following the resignations of Mr. Robert Joseph ZULKOSKI and Mr. Bernard King Bong LEUNG effective 2 November 2012 and 18 July 2011, respectively, the Company does not comply with the requirements under Rules 3.10(1) and 3.21 of the Main Board Listing Rules, as the number of the INEDs and the Audit Committee members are now below the minimum requirement of three members. The Board shall use its best endeavours to look for suitable candidates to fill the vacancies of INEDs and the Audit Committee of the Company in compliance with the Main Board Listing Rules as soon as practicable.

## **PUBLICATION OF FINANCIAL INFORMATION**

This Announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.capitalfp.com.hk/eng/index.jsp?co=516](http://www.capitalfp.com.hk/eng/index.jsp?co=516)). The Company's Interim Report will be dispatched to the shareholders of the Company and available on the above websites in due course.

On behalf of the Board  
**Mr. Henry Hung CHEN**  
*Chairman*

Hong Kong, 29 November 2012

*As at the date of this Announcement, the Board of the Company comprises Mr. Henry Hung CHEN (Chairman) and Miss Wing Yan AU as Executive Directors; and Mr. Chin Yao LIN as INED.*