G-VISION INTERNATIONAL (HOLDINGS) LIMITED
環科國際集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock code: 657)

ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31 MARCH 2015

The board of directors of G-Vision International (Holdings) Limited (the "Company") announces the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2015 together with comparative figures for the corresponding previous year, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2015

	NOTES	**2015** *HK$'000*	2014 *HK$'000*
Turnover	3	**93,742**	87,628
Other income and other gains		**4,045**	4,007
Cost of inventories consumed		**(31,775)**	(31,698)
Staff costs		**(34,898)**	(31,862)
Operating lease rentals		**(15,152)**	(15,461)
Depreciation		**(1,493)**	(1,493)
Other operating expenses		**(19,182)**	(18,808)
Loss for the year attributable to owners of the Company	4	**(4,713)**	(7,687)

* *for identification purpose only*

	NOTE	**2015** *HK$'000*	2014 *HK$'000*
Other comprehensive (expense) income			
Items that may be reclassified subsequently to profit or loss:			
Change in fair value of available-for-sale investments		**(195)**	73
Reclassification to profit or loss upon disposal of available-for-sale investments		**(294)**	(304)
Other comprehensive expense for the year		**(489)**	(231)
Total comprehensive expense for the year attributable to owners of the Company		**(5,202)**	(7,918)
Loss per share (basic)	6	**(HK0.24 cent)**	(HK0.40 cent)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2015

	NOTES	**2015** *HK$'000*	2014 *HK$'000*
Non-current assets			
Property, plant and equipment		**629**	2,122
Available-for-sale investments		**4,942**	4,173
Property rental deposits		**1,446**	3,110
		7,017	9,405
Current assets			
Inventories		**1,594**	1,572
Trade and other receivables	7	**30,876**	34,841
Available-for-sale investments		**2,293**	5,336
Investments in certificates of deposit		**2,500**	18,125
Pledged bank deposits		**1,010**	1,008
Short-term bank deposits			
– with original maturity over three months		**40,780**	35,685
– with original maturity within three months		**20,024**	8,049
Bank balances and cash		**17,302**	13,760
		116,379	118,376
Current liabilities			
Trade and other payables	8	**7,196**	6,379
Net current assets		**109,183**	111,997
Net assets		**116,200**	121,402
Capital and reserves			
Share capital		**193,941**	193,941
Reserves		**(77,741)**	(72,539)
Total equity		**116,200**	121,402

NOTES:

1. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for available-for-sale investments, which are measured at fair values at the end of the reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2. APPLICATION OF NEW AND REVISED HKFRSs

The Group has applied for the first time in the current year the following amendments to HKFRSs and a new interpretation issued by the HKICPA.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities
Amendments to HKAS 32	Offsetting financial assets and financial liabilities
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting
HK(IFRIC) – INT 21	Levies

The application of the above amendments to HKFRSs and the new interpretation 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 the disclosures set out in these consolidated financial statements.

New and revised HKFRSs issued but not yet effective

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

HKAS 1	Presentation of financial statements[3]
HKAS 28 (2011)	Investments in associates and joint ventures[3]
HKFRS 9	Financial instruments[5]
HKFRS 10	Consolidated financial statements[3]
HKFRS 12	Disclosure of interests in other entities[3]
HKFRS 15	Revenue from contracts with customers[4]
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations[3]
Amendments to HKAS 1	Disclosure initiative[3]
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation[3]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants[3]

Amendments to HKAS 19	Defined benefit plans: Employee contributions[1]
Amendments to HKAS 27	Equity method in separate financial statements[3]
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture[3]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Apply the consolidation exception[3]
Amendments to HKFRSs	Annual improvements to HKFRSs 2010 – 2012 cycle[2]
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 – 2013 cycle[1]
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle[3]

1 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.

2 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

3 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.

4 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.

5 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

The directors anticipate that the adoption of HKFRS 9 in the future may have an impact on amounts reported for the Group's financial assets in respect of available-for-sale investments. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

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

3. TURNOVER AND SEGMENT INFORMATION

Turnover represents the net amounts received or receivable for goods sold and services rendered by the Group, net of discounts and sales related taxes, during the year.

Financial information provided to the chief operating decision maker, being the executive directors, for performance assessment and resources allocation is based on the overall operating results and financial position of the Group which constitute the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of financial position. Financial information regarding the segment for both years can be made reference to the results as set out in the consolidated statement of profit or loss and other comprehensive income.

Geographical information

As all external turnover for both years and non-current assets are either derived from or located in Hong Kong, an analysis of the consolidated turnover and non-current assets by geographical location is not presented.

Information about major customers

There is no customer contributing over 10% of the total revenue of the Group for both years.

4. LOSS FOR THE YEAR

	2015	2014
	HK$'000	*HK$'000*
Loss for the year has been arrived at after charging:		
Directors' remuneration	**4,852**	4,802
Other staff costs, including retirement benefits costs	**30,046**	27,060
Total staff costs	**34,898**	31,862
Auditor's remuneration	**410**	410
Net exchange loss	**25**	–
and after crediting:		
Interest income from:		
– Available-for-sale investments	**539**	483
– Others	**3,194**	3,153
Net exchange gain	**–**	30

5. TAXATION

No provision for taxation has been made in the consolidated financial statements as the Company and its subsidiaries have no assessable profit for both years.

6. LOSS PER SHARE

The calculation of basic loss per share is based on the following data:

	2015	2014
	HK$'000	*HK$'000*
Loss for the year	**(4,713)**	(7,687)

	Number of shares	
	2015	2014
Number of ordinary shares for the purpose of calculating basic loss per share	**1,939,414,108**	1,939,414,108

No diluted loss per share is presented for both years since the exercise of share options would result in a decrease in loss per share.

7. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables of HK$351,000 (2014: HK$783,000). Most of the restaurant customers settle in cash and credit cards. The Group allows an average credit period of 60 days to other trade customers including travel agencies.

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

	2015	2014
	HK$'000	*HK$'000*
0 – 60 days	**351**	683
61 – 90 days	**–**	100
	351	783

Management has delegated a team responsible for assessing the potential customer's credit quality and defines credit limit by customer. Credit limits attributed to customers are reviewed regularly by management. Management closely monitors the credit quality of trade receivables and considers that trade receivables that are neither past due nor impaired to be of good credit quality as most trade receivables were settled within credit period based on the historical experience. Over 99% (2014: over 99%) of the trade receivables are neither past due nor impaired. Based on the historical experience of the Group, trade receivables that are past due are generally recoverable. Accordingly, no impairment loss was recognised.

Included in trade and other receivables is an amount of RMB21,059,000 (equivalent to approximately HK$26,323,000) (2014: RMB25,044,000; equivalent to approximately HK$31,305,000) resulting from disposal of investment properties located in the People's Republic of China during the year ended 31 March 2012. The amount is placed with a bank by a director of the Company under an arrangement that the director is obliged to follow the instructions of the Company with respect to the disposition of such amount.

8. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK$2,838,000 (2014: HK$2,492,000). The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2015	2014
	HK$'000	*HK$'000*
0 – 60 days	**2,818**	2,454
More than 60 days	**20**	38
	2,838	2,492

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

For the year ended 31 March 2015, the Group recorded a consolidated turnover of approximately HK$93.7 million, representing an increase of 6.98% from previous year's turnover of approximately HK$87.6 million.

The Group recorded a net loss of approximately HK$4.7 million for the year under review compared to a net loss of approximately HK$7.7 million for the previous year.

Business Review

For the restaurant operation, the Group was able to achieve an increase in turnover and to further improve the gross profit margin amid the very competitive operating environment. Our Tsim Sha Tsui operation contributed approximately HK$2.3 million growth in revenue in the first half of the financial year followed by a further contribution of HK$1.2 million in the second half of the financial year. Our Cheung Sha Wan operation, on the other hand, contributed approximately HK$1.5 million and HK$1.1 million growth in revenue in the first half and the second half of the financial year respectively.

Despite the rise in turnover, the operating environment remained challenging as the shortage of labour in the industry as well as continuous rise in operating costs continued. Salary increment during the year accounted for approximately HK$3.0 million increase in staff costs, while HK$1.1 million increase was attributable to the increase in the provision for the long service leave payments. In order to relieve the shortage of labour issue, the Group had plans to outsource some job tasks to service providers outside the Group and this may pose further costs pressure on the Group.

Outlook

The restaurant business will continue to serve as our core operation. However, the operating environment for the Group's restaurant operations will remain challenging. The Group will continue to monitor its operating costs cautiously given the higher rentals and increasing food and staff costs. The Group reviews and revises its business strategies on a regular basis with the aim to better position itself to meet the challenges ahead and to capitalize any future acquisition and strategic investment opportunities as they arise.

Liquidity and Financial Resources

The Group's cash and bank balances (including pledged bank deposits) amounted to approximately HK$79.1 million as at 31 March 2015. As the Group had no bank borrowings, the Group's gearing ratio was zero as at 31 March 2015 and 31 March 2014.

With the cash generated from the Group's operations in its ordinary course of business and the existing unutilised banking and credit facilities, the directors consider that the Group has sufficient working capital for its operations.

Foreign Exchange Exposure

Most of the Group's sales, purchases, cash and bank balances were denominated in Hong Kong dollars. The Group is exposed to foreign currency risk primarily through certain bank deposits and other receivables which were denominated in Renminbi. The management would closely monitor such risk and would consider hedging significant foreign currency exposure should the need arise.

Employees

As at 31 March 2015, the Group had approximately 150 staff. Total staff costs including directors' remuneration amounted to approximately HK$34.9 million (31 March 2014: HK$31.9 million) for the year under review.

Review of the employees' remuneration packages is normally conducted annually and as required from time to time. The salary and benefit levels of the Group's employees are competitive and individual performance is rewarded through the Group's bonus scheme. Other benefits including medical coverage and mandatory provident fund scheme are also provided to employees.

DIVIDEND

The directors have resolved not to recommend the payment of any final dividend for the year ended 31 March 2015 (2014: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 3 August 2015 to Thursday 6 August 2015 (both days inclusive) for the purpose of establishing entitlement of shareholders to attend and vote at the forthcoming Annual General Meeting of the Company. During this period, no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Friday, 31 July 2015.

PURCHASE, SALE OR REDEMPTION OF SHARES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the year.

CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code contained in Appendix 14 (the "Code") to the Listing Rules as its own corporate governance code. The Company has complied with the code provisions set out in the Code throughout the year ended 31 March 2015 except for code provision A.2.1 in respect of the role separation of the chairman and the chief executive; code provision A.4.1 in respect of the service term of non-executive directors ("NEDs") and code provision D.1.4 in respect of the letters of appointment for directors.

Code provision A.2.1 sets out that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Currently, Mr. Cheng Hop Fai assumes the role of both the chairman and the managing director (equivalent to the role of a chief executive) of the Company. The board of directors considers that such arrangement will not result in undue concentration of power and is, at this stage, conducive to the efficient formulation and implementation of the Group's strategies thus allowing the Group to develop its business more effectively.

Code provision A.4.1 stipulates that NEDs should be appointed for a specific term, subject to re-election. The independent non-executive directors ("INEDs") of the Company are not appointed for a specific term. This constitutes a deviation from the code provision A.4.1. However, as all the INEDs of the Company are subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Company's Bye-laws, in the opinion of the directors, this meets the objective of the code provision A.4.1.

Code provision D.1.4 sets out that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for certain directors. All of the directors of the Company are, however, required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" published by the Hong Kong Institute of Directors in performing their duties and responsibilities as directors of the Company. In the opinion of the directors, this meets the objective of the code provision D.1.4.

AUDIT COMMITTEE

The audit committee which comprises the three INEDs of the Company has reviewed with management and the external auditor financial reporting matters including the consolidated accounts for the year ended 31 March 2015.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all the directors confirmed that they have complied with the required standards as set out in the Model Code during the year ended 31 March 2015.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

The final results announcement will be published on the websites of the Company (www.g-vision.com.hk) and The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). The Company's annual report 2014/2015 will be dispatched to the shareholders and posted on the said websites in due course.

ACKNOWLEDGEMENTS

I would like to express my gratitude to the management and staff members of the Group for their dedication and invaluable efforts and contributions to the Group during the year.

By Order of the Board
Cheng Hop Fai
Chairman

Hong Kong, 12 June 2015

As at the date of this announcement, the board of directors of the Company comprises Mr. Cheng Hop Fai (Chairman and Managing Director), Mr. Zhang Yunkun, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily as executive directors; and Mr. Leung Tai Chiu, Mr. Law Toe Ming and Mr. Mark Yiu Tong, William as independent non-executive directors.