

**SINOCLOUD GROUP LIMITED**  
**(THE "COMPANY")**  
(Company Registration No.: 34050)  
(Incorporated in Bermuda on 13 August 2003)

**Unaudited First Quarter and Three Months Financial Statement And Dividend Announcement for the Financial Period Ended 30 June 2017**

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS**

**1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year**

<b>CONSOLIDATED INCOME STATEMENT</b>				
<b>FOR THE PERIOD ENDED 30 JUNE 2017</b>				
<b>(Expressed in Hong Kong thousand dollars)</b>				
	<b>Three Months Ended</b>		<b>Three Months Ended</b>	
	30.6.2017		30.6.2016	
	<b>(Unaudited)</b>		<b>(Unaudited)</b>	
				%
				+ / (-)
<b>Revenue</b>	13,944		13,289	5
Other income	19,245		467	NM
Employee benefits expense	(2,502)		(2,788)	(10)
Depreciation of property, plant and equipment	(2,741)		(2,508)	9
Amortisation of intangible assets	(2,412)		(2,412)	-
Operating lease expenses	(2,037)		(2,235)	(9)
Other expenses	(5,429)		(3,368)	61
Finance costs	(765)		(1,994)	(62)
Share of loss of an associate	(322)		(147)	NM
<b>Profit/ (Loss) before tax</b>	<b>16,981</b>		<b>(1,696)</b>	<b>NM</b>
Income tax expense	-		-	-
<b>Profit/ (Loss) for the financial period</b>	<b>16,981</b>		<b>(1,696)</b>	<b>NM</b>
<b>Profit/ (Loss) attributable to:</b>				
Equity holders of the Company	8,412		(2,985)	NM
Non-controlling interest	8,569		1,289	NM
	<b>16,981</b>		<b>(1,696)</b>	<b>NM</b>

*NM: Not meaningful*

**1(a)(ii) A consolidated statement (for the group) of comprehensive income together with a comparative statement for the corresponding period of the immediately preceding financial year**

**SINOCLOUD GROUP LIMITED**  
**CONSOLIDATED COMPREHENSIVE INCOME STATEMENT**  
**FOR THE PERIOD ENDED 30 JUNE 2017**  
**(Expressed in Hong Kong thousand dollars)**

	Three Months Ended 30.6.2017	Three Months Ended 30.6.2016	%
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	+ / (-)
<b>Profit/ (Loss) for the period</b>	<b>16,981</b>	<b>(1,696)</b>	NM
<b>Other comprehensive income/ (loss)</b>			
Currency translation difference arising from consolidation	225	(319)	NM
<b>Total comprehensive profit/ (loss) for the year</b>	<b>17,206</b>	<b>(2,015)</b>	NM
<b>Total comprehensive profit/ (loss) attributable to</b>			
Equity holders of the Company	8,637	(2,985)	NM
Non-controlling interest	8,569	1,289	NM
<b>Total comprehensive profit/ (loss) for the period</b>	<b>17,206</b>	<b>(1,696)</b>	NM

Profit/(Loss) for the period is arrived at after (charging)/ crediting the following:

(In HK\$'000)	Three Months Ended 30.06.2017	Three Months Ended 30.06.2016	%
			+ / (-)
Foreign exchange adjustment gain/ (loss)	225	(319)	NM
Subcontracting fee	(1,878)	-	NM
Reversal of interest expenses accrued in prior years in respect of a finance lease arrangement	17,946	-	NM
Government subsidy received	1,300	467	NM

*NM: Not meaningful*

**1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year**

SINOCLOUD GROUP LIMITED						
STATEMENT OF FINANCIAL POSITION						
AS AT 30 JUNE 2017						
(Expressed in Hong Kong thousand dollars)						
			The Group		The Company	
			As at	As at	As at	As at
			30.6.2017	31.3.2017	30.6.2017	31.3.2017
			(Unaudited)	(Audited)	(Unaudited)	(Audited)
<b>ASSETS</b>						
<b>Non-current assets</b>						
Property, plant and equipment			58,136	59,705	-	-
Intangible assets			158,854	161,266	-	-
Investment in an associate			27,366	27,688	53,550	53,550
Amount due from subsidiaries (non-trade)			-	-	58,077	58,581
			<u>244,356</u>	<u>248,659</u>	<u>111,627</u>	<u>112,131</u>
<b>Current assets</b>						
Trade and other receivables			200,736	89,848	42,416	44,046
Amount due from an associate (non-trade)			22,719	22,719	-	-
Cash and bank balances			22,542	1,081	-	-
			<u>245,997</u>	<u>113,648</u>	<u>42,416</u>	<u>44,046</u>
<b>TOTAL ASSETS</b>			<u>490,353</u>	<u>362,307</u>	<u>154,043</u>	<u>156,177</u>
<b>LIABILITIES</b>						
<b>Current liabilities</b>						
Trade and other payables			140,475	58,193	3,221	2,931
Short term loan from bank			7,777	7,622	-	-
Convertible bonds			13,220	13,220	13,220	13,220
Lease obligation			-	14,244	-	-
			<u>161,472</u>	<u>93,279</u>	<u>16,441</u>	<u>16,151</u>
<b>Non-current liabilities</b>						
Lease obligation			-	20,252	-	-
Loan from a shareholder of the company			3,000	2,000	-	-
			<u>3,000</u>	<u>22,252</u>	<u>-</u>	<u>-</u>
<b>TOTAL LIABILITIES</b>			<u>164,472</u>	<u>115,531</u>	<u>16,441</u>	<u>16,151</u>
<b>NET ASSETS</b>			<u>325,881</u>	<u>246,776</u>	<u>137,602</u>	<u>140,026</u>
<b>EQUITY</b>						
<b>Capital and reserves attributable to equity holders of the Company</b>						
Share capital			10,918	10,918	10,918	10,918
Share premium			438,396	438,396	438,396	438,396
Contributed surplus			16,456	16,456	16,456	16,456
Translation reserve			(827)	(3,785)	-	-
Statutory reserve			5,863	5,863	-	-
Revaluation reserve			98	98	-	-
Other deficit			(14,539)	(52,475)	-	-
Accumulated losses			(194,518)	(199,972)	(328,168)	(325,744)
			<u>261,847</u>	<u>215,499</u>	<u>137,602</u>	<u>140,026</u>
<b>Non-controlling interest</b>			<u>64,034</u>	<u>31,277</u>	<u>-</u>	<u>-</u>
<b>TOTAL EQUITY</b>			<u>325,881</u>	<u>246,776</u>	<u>137,602</u>	<u>140,026</u>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities****Amount repayable in one year or less, or on demand**

	<b>As at 30.6.2017</b>		<b>As at 31.3.2017</b>	
	<b>In HK\$'000</b>		<b>In HK\$'000</b>	
	<b>Secured</b>	<b>Unsecured</b>	<b>Secured</b>	<b>Unsecured</b>
Lease obligations	-	-	-	14,244
Convertible bonds	-	13,220	-	13,220
Short term loan from bank	-	7,777	-	7,622
Amount due to directors of the Company	-	9,353	-	1,300
Short term loan from director of a subsidiary	-	-	-	801
Short term loan from an unrelated third party	-	-	-	5,001

**Amount repayable after one year**

	<b>As at 30.6.2017</b>		<b>As at 31.3.2017</b>	
	<b>In HK\$'000</b>		<b>In HK\$'000</b>	
	<b>Secured</b>	<b>Unsecured</b>	<b>Secured</b>	<b>Unsecured</b>
Lease obligations	-	-	-	20,252
Loan from a shareholder of the Company	-	3,000	-	2,000

**Details of any collateral**

Not applicable as there are no collateral on the Group's borrowings and debt securities.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

<b>SINOCLOUD GROUP LIMITED</b>			
<b>CONSOLIDATED STATEMENT OF CASH FLOWS</b>			
<b>FOR THE PERIOD ENDED 30 JUNE 2017</b>			
(Expressed in Hong Kong thousand dollars)			
		<b>Three Months Ended</b>	<b>Three Months Ended</b>
		<b>30.6.2017</b>	<b>30.6.2016</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Cash flow from operating activities</b>			
Profit/ (Loss) for financial period		16,981	(1,696)
<i>Adjustments:</i>			
Depreciation of property, plant and equipment		2,741	2,508
Amortisation of intangible assets		2,412	2,412
Share of loss of an associate		322	147
Other income arising from termination of finance lease arrangement		(17,947)	-
Finance costs		765	1,994
Operating profit before working capital changes		5,274	5,365
Trade and other receivables		(12,132)	(8,471)
Trade and other payables		(8,060)	(3,763)
<b>Cash used in operating activities</b>		<b>(14,918)</b>	<b>(6,869)</b>
Interest paid		(323)	(1,994)
<b>Net cash used in operating activities</b>		<b>(15,241)</b>	<b>(8,863)</b>
<b>Cash flow from investing activities</b>			
Government grant		1,300	-
Amount due from an associate (non-trade)		-	(228)
Prepayment of system integration fees for Guiyang IDC phase 2 development		(105,150)	-
<b>Net cash used in investing activities</b>		<b>(103,850)</b>	<b>(228)</b>
<b>Cash flow from financing activities</b>			
Proceeds from GY Fund capital injection		138,052	-
Proceeds of loan from a shareholder of the Company		1,000	-
Proceeds from short term loan		-	28,344
Payment of lease obligations		-	(8,214)
Advance payment of lease obligations		-	(13,815)
Receipt of repayment from vendors of CSMCG		1,500	-
<b>Net cash generated from financing activities</b>		<b>140,552</b>	<b>6,315</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>		<b>21,461</b>	<b>(2,776)</b>
Cash and cash equivalents at beginning of the financial period		1,081	12,037
<b>Cash and cash equivalents at end of the financial period</b>		<b>22,542</b>	<b>9,261</b>

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year**

<i>Group</i>	Attributable to equity holders of the Company									
	Share capital	Share premium	Contributed surplus	Translation reserve	Statutory reserve	Revaluation reserve	Other deficit	Accumulated losses	Non-controlling Interest	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Balance as at 1 April 2017</b>	<b>10,918</b>	<b>438,396</b>	<b>16,456</b>	<b>(3,785)</b>	<b>5,863</b>	<b>98</b>	<b>(52,475)</b>	<b>(199,972)</b>	<b>31,277</b>	<b>246,776</b>
Loss for the period from 1.4.2017 to 30.6.2017	-	-	-	-	-	-	-	7,240	6,289	13,529
<u>Contribution by and distributions to owners</u>										
Write off of translation reserve arising from strike off of subsidiary	-	-	-	2,958	-	-	-	(2,958)	-	-
GY Fund capital injection	-	-	-	-	-	-	37,936	-	24,188	62,124
<b>Total contribution by and distributions to owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,958</b>	<b>-</b>	<b>-</b>	<b>37,936</b>	<b>(2,958)</b>	<b>24,188</b>	<b>62,124</b>
<b>Balance as at 30 June 2017</b>	<b>10,918</b>	<b>438,396</b>	<b>16,456</b>	<b>(827)</b>	<b>5,863</b>	<b>98</b>	<b>(14,539)</b>	<b>(195,690)</b>	<b>61,754</b>	<b>322,429</b>

<i>Group</i>	Attributable to equity holders of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Translation reserve HK\$'000	Statutory reserve HK\$'000	Revaluation reserve HK\$'000	Other deficit HK\$'000	Accumulated losses HK\$'000	Non-controlling Interest HK\$'000	Total equity HK\$'000
<b>Balance as at 1 April 2016</b>	<b>10,918</b>	<b>438,396</b>	<b>16,456</b>	<b>(3,683)</b>	<b>5,863</b>	<b>98</b>	<b>(49,466)</b>	<b>(154,126)</b>	<b>60,555</b>	<b>325,011</b>
Loss for the period from 1.4.2016 to 30.6.2016	-	-	-	-	-	-	-	(2,985)	1,289	(1,696)
<u>Contribution by and distributions to owners</u>										
Write off of translation reserve arising from strike off of subsidiary	-	-	-	-	-	-	-	-	-	-
GY Fund capital injection	-	-	-	-	-	-	-	-	-	-
<b>Total contribution by and distributions to owners</b>	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 30 June 2016</b>	<b><u>10,918</u></b>	<b><u>438,396</u></b>	<b><u>16,456</u></b>	<b><u>(3,683)</u></b>	<b><u>5,863</u></b>	<b><u>98</u></b>	<b><u>(49,466)</u></b>	<b><u>(157,111)</u></b>	<b><u>61,844</u></b>	<b><u>323,315</u></b>

<i>Company</i>	Attributable to equity holders of the Company				
	<b>Share capital</b>	<b>Share premium</b>	<b>Contributed surplus</b>	<b>Accumulated losses</b>	<b>Total equity</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Balance as at 1 April 2017</b>	<b>10,918</b>	<b>438,396</b>	<b>16,456</b>	<b>(325,744)</b>	<b>140,026</b>
Loss for the period from 1.4.2017 to 30.6.2017	-	-	-	(2,424)	(2,424)
<b>Balance as at 30 June 2017</b>	<b><u>10,918</u></b>	<b><u>438,396</u></b>	<b><u>16,456</u></b>	<b><u>(328,168)</u></b>	<b><u>137,602</u></b>
<i>Company</i>	Attributable to equity holders of the Company				
	<b>Share capital</b>	<b>Share premium</b>	<b>Contributed surplus</b>	<b>Accumulated losses</b>	<b>Total equity</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Balance as at 1 April 2016</b>	<b>10,918</b>	<b>438,396</b>	<b>16,456</b>	<b>(280,472)</b>	<b>185,298</b>
Loss for the period from 1.4.2016 to 30.6.2016	-	-	-	(2,785)	(2,785)
<b>Balance as at 30 June 2016</b>	<b><u>10,918</u></b>	<b><u>438,396</u></b>	<b><u>16,456</u></b>	<b><u>(283,257)</u></b>	<b><u>182,513</u></b>

**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

	<b>Issued and fully paid-up ordinary shares</b>	<b>Share capital HK\$'000</b>
<b>Balance as at 1 April 2017 and 30 June 2017</b>	<b>10,917,813,474</b>	<b>10,918</b>

On 7 June 2017, the Company had, through its wholly-owned subsidiary, SinoCloud Investment Holdings Limited (“**SinoCloud Investment**”), entered into a sale and purchase agreement to acquire the remaining 19% interest in SinoCloud 01 Limited (“**SC01**”) which it does not currently own. The Purchase Consideration of HK\$38,000,000 will be satisfied by the allotment and issuance of an aggregate of 3,392,857,143 new shares in the capital of the Company (“**Consideration Shares**”). The Company had, on 1 August 2017, received the listing and quotation notice from the SGX-ST for the listing of and quotation for the Consideration Shares on Catalist. The Company will make an announcement upon the allotment and issuance, as well as the listing of and quotation for the Consideration Shares on Catalist.

On 30 April 2015, the Company entered into convertible bond agreements with Mr Lam Cho Ying Terence Joe and Mr Soo Kok Beng Peter (“**Subscribers**”), for an aggregate subscription amounting to S\$2,256,000 of convertible bonds, due on 26 May 2017 (“**12% Convertible Bonds Due May 2017**”), at a conversion price of S\$0.006 for each Share (“**Bond Issuance**”), and upon conversion, 376,000,000 new Shares will have to be allotted and issued thereof. As at 31 March 2017 and as at the date of this announcement, no conversion has taken place. The Company is currently in negotiations with the Subscribers as it intends to renew these convertible bonds with the Subscribers. The Company will update shareholders as and when there are any developments on this matter.

Save for the 12% Convertible Bonds Due May 2017, there were no outstanding convertibles as at 30 June 2017 and 30 June 2016.

There were no treasury shares and subsidiary holdings as at 30 June 2017 and 30 June 2016.

**1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

The total number of issued shares excluding treasury shares as at 30 June 2017 was 10,917,813,474 (31 March 2017: 10,917,813,474).

The Company did not have any treasury shares as at 30 June 2017 and 31 March 2017.

**1(d)(iv) A statement showing all sales, transfers, disposals, cancellation, and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial period reported on.

**1(d)(v) A statement showing all sales, transfers, disposals, cancellation, and/or use of subsidiary holdings as at the end of the current financial period reported on.**

Not applicable. The Company did not have any subsidiary holdings during and as at the end of the current financial period reported on.

**2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice**

The figures have not been audited nor reviewed by the Group's auditors.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter)**

Not applicable.

**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied**

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements for the financial year ended 31 March 2017. The adoption of the new and amended International Financial Reporting Standards (IFRS) and Interpretations of IFRS (INT IFRS) that are mandatory for financial year beginning on or after 1 April 2017 does not result in substantial changes to the Group's financial statements.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change**

Not applicable.

**6. Loss per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends**

	<b>3 Months Ended 30.6.2017</b>	<b>3 Months Ended 30.6.2016</b>
Profit/ (Loss) attributable to equity shareholders of the Company (HK\$'000)	8,412	(2,985)
Weighted average number of shares in issue	10,917,813,474	10,917,813,474
<b>Profit/ (Loss) per ordinary share (after deducting any provision for preference dividends) (HK cents)</b>		
- Based on weighted average number of ordinary shares in issue	<b>0.08</b>	<b>(0.03)</b>
- On a fully diluted basis (Please see note below)	<b>0.08</b>	<b>(0.03)</b>

**Note:**

The 12% Convertible Bond Due May 2017 has no dilutive effect for the 3M 30 June 2016 as its conversion to ordinary shares would decrease loss per share. The 12% Convertible Bond Due May 2017 had expired on 26 May 2017 and has no dilutive effect for the 3M 30 June 2017.

**7. Net asset value (for the issuer and group) per ordinary share based on total number of issued shares excluding treasury shares at the end of the (a) current financial period reported on and (b) immediately preceding financial year**

	As at 30.6.2017	As at 31.3.2017
Net asset value of the Company per ordinary share	HK\$0.013	HK\$ 0.012
Net asset value of the Group per ordinary share	HK\$0.024	HK\$ 0.020

**8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on**

Following the completion of the Group's acquisition of 63% interest in SinoCloud 01 Limited on 1 October 2015, SinoCloud 01 Limited ("**SC01**") and together with its subsidiaries comprising SinoCloud 01 Limited, SinoCloud 01 (HK) Limited, SinoCloud Data (Guiyang) Limited and Guiyang Zhongdian Gaoxin Digital Technologies Limited ("**GYZD**"), collectively, the "**S01 Group**") are treated as subsidiaries of the Group. The Group has consolidated the profit or loss and financial position of the S01 Group into the Group's financial statements. On 7 March 2017, the Group acquired an additional 18% interest in SC01 and the S01 Group became a 81% subsidiary of the Group. Since 15 May 2017 and as at 30 June 2017, the Company's effective interest in GYZD was reduced from 81% to 66.42% as a result of an initial investment of RMB54.0 million by Guiyang Gaoxin Big Data Fund Company ("**Guiyang Fund**") in GYZD ("**Initial Guiyang Fund Investment**"). Please refer to the Company's announcement on 16 May 2017 for further information on the Initial Guiyang Fund Investment. The remaining stake of 33.58% in GYZD not held by the Group shall be treated as non-controlling interest and will be reported separately in the Group's financial statements. Subsequent to 30 June 2017, on 6 July 2017, Guiyang Fund invested an additional RMB66.0 million in GYZD ("**Subsequent Guiyang Fund Investment**") and pursuant thereto, held an aggregate interest of 40.0% in GYZD. Accordingly, the Company's effective interest in GYZD was reduced from 66.42% to 48.0%.

**(A) REVIEW OF FINANCIAL RESULTS**

**Revenue**

The Group's revenue increased by HK\$0.6 million, from HK\$13.3 million in the 3M 30 June 2016 to HK\$13.9 million in the 3M 30 June 2017. The increase was attributable to an increase in revenue contribution from GYZD, due to an increase in demand for its internet data centre ("**IDC**") services.

**Other income**

Other income of HK\$19.2 million in the 3M 30 June 2017 comprised (i) a government subsidy received by GYZD of HK\$1.3 million; and (ii) a reversal of interest expenses accrued in prior years

in respect of a finance lease arrangement of GYZD of HK\$17.9 million. The reversal of interest expense was due to interest savings as a result of an early settlement by the subsidiary – GYZD, with the lessor of GYZD during the 3M 30 June 2017.

Other income of HK\$0.5 million in the 3M 30 June 2016 relates to a government subsidy received by GYZD. Government subsidy received by GYZD increased from HK\$0.5 million in the 3M 30 June 2016 to HK\$1.3 million in the 3M 30 June 2017, mainly due to a rental subsidy by the local government.

### **Operating expenses**

Employee benefits expense decreased slightly by HK\$0.3 million, from HK\$2.8 million in the 3M 30 June 2016 and HK\$2.5 million in the 3M 30 June 2017, mainly due to staff turnover during the respective periods.

Depreciation of property, plant and equipment increased marginally by HK\$0.2 million, from HK\$2.5 million in the 3M 30 June 2016 to HK\$2.7 million in the 3M 30 June 2017, due to an increase in property, plant and equipment of the S01 Group in the 3M 30 June 2017.

Amortisation of intangible assets remained at HK\$2.4 million in both 3M June 2017 and 3M 30 June 2016, and it relates to the amortisation of intangible assets of customer contract and favorable lease arising from the acquisition of SC01.

Operating lease expenses decreased by HK\$0.2 million, from HK\$2.2 in the 3M 30 June 2016 to HK\$2.0 million in the 3M 30 June 2017. This was mainly due to lower rental expenses incurred as a result of an office relocation of a subsidiary in the PRC.

Other expenses, comprising primarily office overhead, legal and professional fees, and subcontracting fees, increased by HK\$2.0 million, from HK\$3.4 million in the 3M 30 June 2016 to HK\$5.4 million in the 3M 30 June 2017. The increase was mainly due to subcontracting fees of HK\$1.9 million incurred by GYZD in the IDC business in the 3M 30 June 2017, which relates to outsourced technical services for a project.

Finance costs decreased by HK\$1.2 million, from HK\$2.0 million in the 3M 30 June 2016 to HK\$0.8 million in the 3M 30 June 2017. The decrease was due to the termination of the finance lease arrangement in GYZD.

Share of loss of an associate amounted to HK\$0.3 million and HK\$0.1 million in the 3M 30 June 2017 and 3M 30 June 2016, respectively, and this represented the Company's share of loss in its associated company, China Satellite Mobile Communications Group Limited ("CSMCG"). The loss was mainly attributable to the operating expenses incurred by CSMCG.

### **Income tax**

The Company was incorporated under the laws of Bermuda and has received an undertaking from the Ministry of Finance in Bermuda pursuant to the provisions of the Exempted Undertakings Tax Protection Act, 1996, which exempts the Company and its shareholders, other than shareholders ordinarily residing in Bermuda, from any Bermuda taxes computed on profit, income or any capital asset gain or appreciation, or any tax in the nature of estate duty or inheritance tax, until the year of 2035.

The Group's profits derived from Hong Kong are subject to Hong Kong profits tax at 16.5% (3M 30 June 2016: 16.5%). No provision for Hong Kong profits tax was made, as there was no assessable profit derived from Hong Kong during 3M 30 June 2017.

The Group's subsidiaries in the PRC, SinoCloud Data (Guiyang) Limited ("SCDG") and GYZD are subject to PRC income tax of 25% and withholding tax of 5%. Notwithstanding that GYZD generated

net profits in 3M 30 June 2017, no tax provision was made, as SCDG and GYZD have been recording accumulated losses since their incorporation as setup costs were incurred without revenue generated during the initial stage of the project.

No Singapore income tax was payable in respect of the Group's operations in Singapore, as our Singapore operations sustained losses for tax purposes in 2017 and 2016.

Subsidiaries incorporated under the laws of British Virgin Islands are exempted from income tax.

### **Net profit after tax**

As a result of the above, the Group recorded a net profit after tax of HK\$17.0 million in the 3M 30 June 2017, as compared to a net loss after tax of HK\$1.7 million in the 3M 30 June 2016.

## **(B) REVIEW OF FINANCIAL POSITION**

### **Non-Current Assets**

Non-current assets decreased by HK\$4.3 million, from HK\$248.7 million as at 31 March 2017 to HK\$244.4 million as at 30 June 2017. Non-current assets comprised (i) property, plant and equipment; (ii) intangible assets; and (iii) investment in an associate.

#### (i) Property, plant and equipment

The net book value of property, plant and equipment decreased by HK\$1.6 million, from HK\$59.7 million as at 31 March 2017 to HK\$58.1 million as at 30 June 2017. The decrease was mainly due to (i) depreciation charge of HK\$2.5 million during the period; and (ii) exchange difference of HK\$0.9 million arising from translation of RMB to HK\$.

#### (ii) Intangible assets

Intangible assets decreased by HK\$2.4 million, from HK\$161.3 million as at 31 March 2017 to HK\$158.9 million as at 30 June 2017, due to amortisation charge during the period. The intangible assets relate to the business combination of SC01, comprising (i) goodwill of HK\$124.1 million, representing the excess value of total purchase consideration over the fair value of the net identifiable assets; (ii) customer contract of HK\$20.9 million; and (iii) favorable lease of HK\$13.9 million as at 30 June 2017.

#### (iii) Investment in an associate

Investment in an associate – CSMCG, decreased by HK\$0.3 million, from HK\$27.7 million as at 31 March 2017 to HK\$27.4 million as at 30 June 2017. The decrease was attributable to the Company's share of losses of HK\$0.3 million being incurred by CSMCG in the 3M 30 June 2017.

### **Current Assets**

Current assets increased by HK\$132.4 million, from HK\$113.6 million as at 31 March 2017 to HK\$246.0 million as at 30 June 2017. Current assets comprised (i) trade and other receivables; (ii) amount due from an associate (non-trade); and (iii) cash and bank balances.

#### (i) Trade and other receivables

Trade and other receivables increased by HK\$110.9 million, from HK\$89.8 million as at 31 March 2017 to HK\$200.7 million as at 30 June 2017.

Trade and other receivables as at 30 June 2017 comprised (i) trade receivables of HK\$41.8 million; (ii) other receivables and prepayment of HK\$115.8 million; (iii) loan and deposit from vendors of CSMCG of HK\$42.3 million; and (iv) amount due from a director of a subsidiary of HK\$0.8 million.

Trade receivables increased by HK\$7.2 million, from HK\$34.6 million as at 31 March 2017 to HK\$41.8 million as at 30 June 2017. The increase was in line with the increase in revenue in the 3M 30 June 2017, contributed by the IDC business.

Other receivables and prepayment increased by HK\$105.1 million, from HK\$10.7 million as at 31 March 2017 to HK\$115.8 million as at 30 June 2017, comprising (i) prepayment of HK\$105.1 million in respect of system integration fees for phase 2 development of GYZD's IDC business; and (ii) aggregate deposits and prepayments of HK\$10.7 million primarily in respect of the IDC business.

Loan and deposit from vendors of CSMCG decreased by HK\$1.5 million, from HK\$43.8 million as at 31 March 2017 to HK\$42.3 million as at 30 June 2017. The Company had, on 21 June 2017, entered into an agreement with the vendors of CSMCG, whereby the vendors of CSMCG repaid HK\$1.5 million upon signing of the said agreement, and the remaining amount of HK\$42.3 million shall be repaid to the Company within 6 months from the date of the agreement.

Amount due from a director of a subsidiary amounted to HK\$0.8 million on both 31 March 2017 and 30 June 2017.

(ii) Amount due from an associate (non-trade)

Amount due from an associate (non-trade) amounted to HK\$22.7 million on both 31 March 2017 and 30 June 2017. The amount relates to the Company's payment on behalf of CSMCG for operational expenses.

(iii) Cash and bank balances

Cash and cash equivalents increased by HK\$21.4 million, from HK\$1.1 million as at 31 March 2017 to HK\$22.5 million as at 30 June 2017. Please refer to "Cashflows" on the movement in cash and cash equivalents.

**Current Liabilities**

Current liabilities increased by HK\$68.2 million, from HK\$93.3 million as at 31 March 2017 to HK\$161.5 million as at 30 June 2017. Current liabilities comprised mainly (i) trade and other payables; (ii) short term loan from bank; (iii) convertible bonds; and (iv) finance lease obligations.

(i) Trade and other payables

Trade and other payables increased by HK\$82.3 million, from HK\$58.2 million as at 31 March 2017 to HK\$140.5 million as at 30 June 2017. Trade and other payables as at 30 June 2017 comprised (i) trade payables of HK\$21.3 million; (ii) other payables of HK\$32.1 million; (iii) customer deposits of HK\$1.8 million; (iv) amount due to directors of the Company of HK\$9.4 million; and (v) deposit received from Guiyang Fund in respect of the Subsequent Guiyang Fund Investment of HK\$75.9 million.

Trade payables increased by HK\$1.9 million, from HK\$19.4 million as at 31 March 2017 to HK\$21.3 million as at 30 June 2017, mainly due to accruals for rental and utility expenses incurred by GYZD.

Other payables increased by HK\$6.9 million, from HK\$25.2 million as at 31 March 2017 to HK\$32.1 million as at 30 June 2017, mainly due to the outstanding balance owing to an equipment supplier upon the termination of the finance lease arrangement under GYZD.

Customer deposits decreased by HK\$4.7 million, from HK\$6.5 million as at 31 March 2017 to HK\$1.8 million as at 30 June 2017, due to the recognition of revenue for the services provided in 3M 30 June 2017.

Amount due to directors of the Company increased by HK\$8.1 million, from HK\$1.3 million as at 31 March 2017 to HK\$9.4 million as at 30 June 2017. The increase was due to the payment being made by a director of the Company to the lessor for the termination of the finance lease arrangement under GYZD. The loan is interest-free, unsecured and repayable on demand.

Short term loans from a director of a subsidiary of the Company and an unrelated third party of HK\$0.8 million and HK\$5.0 million respectively, outstanding as at 31 March 2017, has been fully repaid in 3M 30 June 2017.

- (ii) Short term loan from bank increased by HK\$0.2 million, from HK\$7.6 million as at 31 March 2017 to HK\$7.8 million as at 30 June 2017, due to translation of RMB to HK\$ in the 3M June 2017. The loan bears an interest rate of 8.28% per annum and is repayable on or before 9 March 2018. The loan is guaranteed by Shenzhen Zhongdian Lechu Data Technology Co., Limited (“**Shenzhen Lechu**”), the holding company of GYZD.

(iii) Convertible bonds

Convertible bonds relate to the 12% Convertible Bonds Due May 2017 of an aggregate amount of S\$2.26 million (equivalent to HK\$13.2 million), which bear interest rate at 12% per annum at a conversion price of S\$0.006 for each Share. The Company is currently in negotiations with the Subscribers as it intends to renew these convertible bonds with the Subscribers. The Company will provide an update to shareholders as and when there are any developments.

(iv) Lease obligations – current portion

The current portion of the finance lease obligations amounted to HK\$14.2 million as at 31 March 2017 and nil as at 30 June 2017. The lease obligations relate a lease to facilitate the equipment purchase for the operation of the IDC business in GYZD. The finance lease arrangement had been terminated as at 30 June 2017.

**Non-current Liabilities**

Non-current liabilities decreased by HK\$19.3 million, from HK\$22.3 million as at 31 March 2017 to HK\$3.0 million as at 30 June 2017. Non-current liabilities comprised (i) lease obligations (non-current portion); and (ii) loan from a shareholder of the Company.

(i) Lease obligations – non-current portion

The non-current portion of the finance lease obligations amounted to HK\$20.3 million as at 31 March 2017 and nil as at 30 June 2017. The lease obligations relate to a lease to facilitate the equipment purchase for the operation of the IDC business in GYZD. The finance lease arrangement had been terminated as at 30 June 2017.

(ii) Loan from a shareholder of the Company

Loan from a shareholder of the Company increased by HK\$1.0 million, from HK\$2.0 million as at 31 March 2017 to HK\$3.0 million as at 30 June 2017, due to additional HK\$1.0 million loan being provided by a shareholder of the Company in the 3M 30 June 2017. The loan is interest-

bearing at 6% per annum, unsecured and repayable on demand on or before 6 March 2019 and 6 April 2019.

### **Non-controlling interest (“NCI”)**

NCI increased by HK\$32.7 million, from HK\$31.3 million as at 31 March 2017 to HK\$64.0 million as at 30 June 2017. The increase of NCI was due to the reduction of the Company’s effective interest in SC01 from 81.0% as at 31 March 2017 to 66.42% as at 30 June 2017, as a result of the Initial Guiyang Fund Investment.

### **(C) CASH FLOWS**

Net cash used in operating activities for the 3M 30 June 2017 amounted to HK\$15.2 million. This was mainly due to (i) an operating profit before changes in working capital of HK\$5.3 million; (ii) an increase in trade and other receivables of HK\$12.1 million; and (iii) a decrease in trade and other payables of HK\$8.1 million.

Net cash used in investing activities for the 3M 30 June 2017 amounted to HK\$103.9 million, mainly for a prepayment of HK\$105.1 million in respect of system integration fees for phase 2 development of GYZD’s IDC business, partially offset by GYZD’s receipt of government grant of HK\$1.3 million.

Net cash generated from financing activities for the 3M 30 June 2017 amounted to HK\$140.6 million, in respect of (i) proceeds of HK\$138.1 million received by GYZD pursuant to the Initial Guiyang Fund Investment and deposits received by GYZD pursuant to the Subsequent Guiyang Fund Investment; (ii) short term loan from a shareholder of the Company of HK\$1.0 million; and (iii) proceeds from repayment from vendors of CSMCG of HK\$1.5 million.

As a whole, the Group generated HK\$21.5 million in the 3M 30 June 2017. The cash and bank balances amounted to HK\$22.5 million as at 30 June 2017.

### **9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results**

The unaudited financial results for the 3M 30 June 2017 set out in this announcement are in line with the profit guidance announcement released by the Company on 1 August 2017.

### **10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months**

The Group derives its revenue primarily from GYZD, which has been generating positive returns to the Group since early 2016.

Subsequent to 30 June 2017, on 6 July 2017, Guiyang Fund invested an additional RMB66.0 million in GYZD, and together with the Initial Guiyang Fund Investment, Guiyang Fund injected a total of RMB120.0 million in GYZD, with a resultant interest in 40% in GYZD. Consequent to the Guiyang Fund Investment, the Group’s effective interest in GYZD was reduced to 48.6%. With the Guiyang Fund Investment, GYZD is able to enhance its business network and further develop its IDC business in the PRC.

The business environment of the IDC industry where the Group operates in remains promising. The Group is focusing its efforts on strengthening its IDC business to capture the potential growth from the IDC market in the PRC.

The performance of the Group’s associate company, namely CSMCG, which is in the provision of satellite telecommunication services in the PRC, is highly dependent on the roll-out performance of the new data communication services after the execution of satellite service provider agreement with

Thuraya Telecommunications Company. As at the date of this announcement, the satellite service provider agreement has yet to be executed.

The Company will focus its resources on IDC related business and do not preclude the possibility of disposing CSMCG in the future.

## **11. Dividend**

**If a decision regarding dividend has been made :-**

**(a) Whether an interim (final) ordinary dividend has been declared (recommended)**

None.

**(b)(i) and (b)(ii) Amount of dividend per share of the current reporting financial period and of the previous corresponding period.**

Nil (3M 30 June 2016: nil).

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).**

Not applicable.

**(d) The date the dividend is payable**

Not applicable.

**(e) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined.**

Not applicable.

## **12. If no dividend has been declared/recommended, a statement to that effect**

No dividend is declared/recommended.

## **13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

No IPT general mandate has been obtained by the Group from the Company's shareholders. There is no IPT during the 3M 30 June 2017.

## **14. Negative assurance on interim financial statements pursuant to Rule 705(5)**

We, Chan Andrew Wai Men and Chu Yin Ling, Karen, being directors of the Company do hereby confirm on behalf of the Board of Directors that, to the best knowledge of the Board of Directors, nothing has come to the attention of the Board of Directors which may render the interim financial statements for the 3 months ended 30 June 2017 to be false or misleading in any material aspect.

## **15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)**

The Company confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

**BY ORDER OF THE BOARD**

**Chan Andrew Wai Men**  
**Chairman and Chief Executive Officer**

**Chu Yin Ling, Karen**  
**Executive Director**

11 August 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*