THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Qualipak International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Qualipak International Holdings Limited

確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF A SUBSIDIARY AND ACCEPTANCE OF CONSIDERATION SHARES AND NOTICE OF SPECIAL GENERAL MEETING

A letter from the board of directors of Qualipak International Holdings Limited (the "**Company**") is set out on pages 4 to 11 of this circular.

A notice convening a special general meeting of the Company to be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 10:30 a.m. on 18 May 2015 or immediately after the conclusion of the annual general meeting, whichever is later, is set out on pages 52 to 53 of this circular.

A form of proxy for use by the shareholders at the special general meeting is enclosed and can also be downloaded from the Company's website at www.qualipakhk.com and the HKExnews website at www.hkexnews.hk. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the aforesaid meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the aforesaid meeting or any adjournment thereof should you so desire.

30 April 2015

CONTENTS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on 18 May 2015 at 10:00 a.m.
"Announcements"	the announcements of the Company dated 16 February 2015, 25 March 2015 and 14 April 2015 relating to, *inter alia*, the Disposal, together with the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares
"Board"	the board of Directors
"Business Day(s)"	a day on which banks in Hong Kong are open for business, other than:- (i) a Saturday; (ii) a Sunday; and (iii) public holiday
"Bye-laws"	the bye-laws of the Company
"Company"	Qualipak International Holdings Limited (Stock Code: 1332), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
"Completion"	the completion of the sale and purchase of the Sales Shares and the assignment of the Loan pursuant to the Conditional Agreement
"Completion Date"	the date of Completion
"Conditional Agreement"	the conditional agreement dated 16 February 2015 entered into between Qualipak Development and Million Brilliance in relation to, amongst other things, the sale and purchase of the entire issued share capital in Empire New Assets and the assignment of the Loan
"connected person"	has the meaning ascribed thereto under the Listing Rules
"Consideration"	consideration for the Disposal pursuant to the Conditional Agreement, comprising (i) Deposit and (ii) Consideration Shares

"Consideration Shares"	850,000,000 Guarantor Shares to be allotted and issued to the Vendor, credited as fully paid
"Deposit"	a deposit of HK$10.1 million paid by the Purchaser to the Vendor pursuant to the Conditional Agreement upon the signing of the Conditional Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the proposed disposal of the Sale Shares together with the assignment of the Loan subject to the terms and conditions of the Conditional Agreement
"Empire New Assets"	Empire New Assets Limited, a company incorporated in the British Virgin Islands with limited liability, an indirect wholly owned subsidiary of the Company and is the sole legal and beneficial owner of the Property
"Group"	the Company and its subsidiaries
"Guarantor Shares"	the shares of HK$0.01 each in the capital of the Purchaser Guarantor
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Parties"	an individual(s) or a company(ies) which is/are independent of and not connected (within the meaning of the Listing Rules), the Directors, the chief executives and the substantial shareholders of the Company and its subsidiaries and their respective associates
"Latest Practicable Date"	28 April 2015, being the latest practicable date for ascertaining certain information in this circular before printing of this circular
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Loan"	the outstanding unsecured and non-interest bearing shareholder's loan advanced by Qualipak Development to Empire New Assets which is repayable on demand
"Million Brilliance" or "Purchaser"	Million Brilliance Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly owned subsidiary of Purchaser Guarantor
"Mission Capital" or "Purchaser Guarantor"	Mission Capital Holdings Limited (Stock Code: 1141), a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
"Mission Capital Group"	Mission Capital and its subsidiaries
"Property"	the commercial property known as 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
"Qualipak Development" or "Vendor"	Qualipak Development Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly owned subsidiary of the Company
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Conditional Agreement and transactions contemplated thereunder including the acceptance of the Consideration Shares
"Sale Shares"	one hundred shares of US$1.00 each in the issued share capital of Empire New Assets, representing the entire issued share capital of Empire New Assets as at the Latest Practicable Date
"Share(s)"	ordinary share(s) with par value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	US dollars, the lawful currency of the United States of America
"%"	per cent

Qualipak International Holdings Limited
確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

Executive Directors:
Ms. Poon Ho Yee Agnes *(Managing Director)*
Ms. Sun Dixie Hui

Non-executive Director:
Dr. Lam How Mun Peter *(Chairman)*

Independent Non-executive Directors:
Mr. Chan Sze Hung
Mr. Ha Kee Choy Eugene
Mr. To Shing Chuen

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
7th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

30 April 2015

To the Shareholders

Dear Sirs/Madams,

MAJOR TRANSACTION IN RELATION TO DISPOSAL OF A SUBSIDIARY AND ACCEPTANCE OF CONSIDERATION SHARES AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

As disclosed in the Announcements, on 16 February 2015 (after trading hours), Qualipak Development, a direct wholly owned subsidiary of the Company, as Vendor and Million Brilliance as Purchaser entered into the Conditional Agreement pursuant to which Qualipak Development has agreed to sell and Million Brilliance has agreed to purchase the Sale Shares together with assignment of the Loan for a Consideration of HK$90 million.

The Disposal, together with the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares, constitute a major transaction under Chapter 14 of the Listing Rules as one of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transactions is more than 25% but less than 100%, and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The purpose of this circular is to provide you with (i) details of the Disposal and the Conditional Agreement including the acceptance of the Consideration Shares and (ii) a notice of the SGM, at which ordinary resolution will be proposed to consider and approve the Conditional Agreement and transactions contemplated thereunder including the acceptance of the Consideration Shares.

THE CONDITIONAL AGREEMENT

Set out below are the principal terms of the Conditional Agreement:

Date

16 February 2015 (after trading hours)

Parties

(1) Vendor

Qualipak Development, a direct wholly owned subsidiary of the Company

(2) Purchaser

Million Brilliance

The Purchaser is an indirect wholly owned subsidiary of Purchaser Guarantor. The principal activity of the Purchaser is investment holding.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Purchaser, the Purchaser Guarantor and their ultimate beneficial owners are Independent Third Parties.

Sale and purchase of the Sale Shares and assignment of the Loan

The Sale Shares represents the entire issued share capital of Empire New Assets as at the Latest Practicable Date. Empire New Assets is the sole legal and beneficial owner of the Property. The principal activity of Empire New Assets is the holding of the Property. The Property is situated at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong. The gross floor area and the saleable area of the Property are approximately 10,963 square feet and 8,551 square feet respectively.

The Loan amounted to approximately HK$32,216,000 as at 31 December 2014.

Consideration and manner of payment

The aggregate Consideration for the sale of the Sale Shares together with the assignment of the benefit of and interest in the Loan shall be HK$90 million.

HK$10.1 million has been paid as the Deposit by the Purchaser upon the execution of the Conditional Agreement and the remaining balance in the sum of HK$79.9 million, upon Completion, will be satisfied by Purchaser Guarantor by way of allotment and issue of 850,000,000 Consideration Shares, credited as fully paid to the Vendor at an issue price of HK$0.094 per Consideration Share, free from all encumbrances and with all rights attached to them on the Completion Date. The Consideration Shares shall rank *pari passu* in all respects with Guarantor Shares in issue on the date of allotment and issue including the right to all dividends, distributions and other payments made or to be made for which the record date falls on or after the date of such allotment and issue.

The issue price of HK$0.094 per Consideration Share each represents:

(i) a discount of approximately 19.66% to the closing price of HK$0.117 per Guarantor Share on 16 February 2015, being the date of the Conditional Agreement;

(ii) a discount of approximately 13.12% to the average closing price of HK$0.1082 per Guarantor Share for the five trading days of the Guarantor Shares immediately prior to 16 February 2015, being the date of the Conditional Agreement; and

(iii) a discount of approximately 71.52% to the closing price of HK$0.330 per Guarantor Share on 28 April 2015, being the Latest Practicable Date.

Based on the issued share capital of Purchaser Guarantor as at the Latest Practicable Date, the Consideration Shares represent approximately 13.24% of the existing issued share capital of Purchaser Guarantor and approximately 11.70% of the issued share capital of Purchaser Guarantor as enlarged by the issue of the Consideration Shares. As at the Latest Practicable Date, the Company does not hold any issued ordinary shares of the Purchaser Guarantor, assuming no purchase and sale of Guarantor Shares by the Company before Completion, the Company will hold 850,000,000 Guarantor Shares, representing 11.70% of the issued share capital of Purchaser Guarantor as enlarged by the issue of the Consideration Shares.

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser with reference to (i) the prevailing market price of comparable properties and properties at nearby location; (ii) the amount of net liabilities of Empire New Assets of approximately HK$365,000 as per its audited statement of financial position as at 31 December 2014 (after taking into account of the Loan); and (iii) the Loan amounted to approximately HK$32,216,000 as at 31 December 2014.

Hence, the Consideration was calculated on the basis of the net asset value of Empire New Assets at fair value, which was derived at by adopting the amount of net liabilities of Empire New Assets as per its audited statement of financial position as at 31 December 2014 (after taking into account of the Loan) adjusting for the current market value of the Property.

Upon Completion, the Consideration Shares will be accounted for as equity investments at fair value through profit or loss grouped under current assets of the Group, which are stated at fair value.

Conditions precedent

Completion shall be subject to and conditional upon (i) the approvals of the Conditional Agreement and transactions contemplated thereunder by the Shareholders and the shareholders of the Purchaser Guarantor respectively in accordance with the Listing Rules, if required; (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Consideration Shares; and (iii) obtaining of all consents or waiver from government or regulatory authorities or third parties which are necessary in connection with the execution and performance of the Conditional Agreement and any of the transactions contemplated thereunder.

As at the Latest Practicable Date, the Listing Committee of the Stock Exchange has granted approval to the listing of, and permission to deal in, the Consideration Shares.

Termination

If the above-mentioned conditions precedent is not fulfilled on or before 5:00 p.m. on 15 April 2015 (or such later date as may be agreed between the Vendor and the Purchaser in writing), (i) the Conditional Agreement shall terminate and save in respect of any antecedent breaches, the parties shall have no further claims against each other under the Conditional Agreement for costs, damages, compensation or otherwise; and (ii) the Vendor shall within three Business Days refund the Deposit so paid by the Purchaser to the Vendor or its nominee pursuant to the Conditional Agreement to the Purchaser in full without any interest.

Owing to the fact that additional time is required for the Company to prepare for the fulfillment of the conditions precedent, as such, the Vendor and the Purchaser have agreed on 14 April 2015 to extend the latest date of fulfillment of the conditions precedent to 30 June 2015 or such other date as the parties may further agree in writing.

Completion

Completion shall take place (i) within fourteen days after the date on which the above-mentioned conditions precedent shall have been satisfied; or (ii) on such other date as the Vendor and Purchaser may agree in writing. If for any cause (other than the default of the Vendor) the Purchaser fails to complete the purchase of the Sale Shares and assignment of the Loan in accordance with the terms of the Conditional Agreement after the conditions precedent have been satisfied, the Deposit so paid by the Purchaser to the Vendor shall be absolutely forfeited to the Vendor as damages without further notice and the Vendor may rescind the sale and resell the Sale Shares and the Loan at such terms which it may think fit.

INFORMATION ON EMPIRE NEW ASSETS AND THE PROPERTY

Empire New Assets is a company incorporated in the British Virgin Islands with limited liability and the investment vehicle of the Company for the holding of the Property. The Property is situated at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong. The gross floor area and the saleable area of the Property are approximately 10,963 square feet and 8,551 square feet respectively.

Based on the audited statement of financial position of Empire New Assets as at 31 December 2014, the amount of net liabilities of Empire New Assets was approximately HK$365,000 (after taking into account of the Loan of approximately HK$32,216,000) and the carrying value of the Property was approximately HK$29,394,000.

According to its audited financial statements, the net profit/(loss) before and after taxation and extraordinary items of Empire New Assets are as follows:

	For the year ended 31 December	
	2014	**2013**
	HK$'000	*HK$'000*
Net profit/(loss) before taxation and extraordinary items	115	(129)
Net profit/(loss) after taxation and extraordinary items	55	(189)

Empire New Assets will cease to be a subsidiary of the Company and its assets and liabilities and its profits and losses will no longer be consolidated into the consolidated financial statements of the Company after Completion.

Pursuant to the licence agreement entered into between Empire New Assets and Qualipak Manufacturing Limited, the Company's subsidiary dated 31 March 2015, the former has granted the latter a licence to use, occupy and enjoy the Property having the like right of the entrance and passage in the Property insofar as the same are necessary for the proper use and enjoyment of the Property for the period from 1 April 2015 to 31 March 2017 (both dates inclusive) subject to the terms, conditions and covenants contained in the aforesaid agreement. Upon Completion, the licence agreement remains valid in force.

INFORMATION ON THE PURCHASER AND THE PURCHASER GUARANTOR

The Purchaser is an indirect wholly owned subsidiary of Purchaser Guarantor. The principal activity of the Purchaser is investment holding. As at the Latest Practicable Date, the Purchaser Guarantor and its subsidiaries are principally engaged in supply and procurement of commodities, provision of finance and securities investments.

INFORMATION ON THE COMPANY AND THE GROUP

The principal activities of the Company are investment holding and provision of corporate management services. As at the Latest Practicable Date, the Group is principally engaged in (i) the design, development, manufacture and sale of packaging products and point-of-sales display units and (ii) securities investment and trading business as well as money lending business.

REASONS FOR AND BENEFITS OF THE DISPOSAL AND THE ACCEPTANCE OF CONSIDERATION SHARES

The Group has been actively taking steps in expanding the Group's business apart from the packaging business. The Property is an office in a high-grade commercial building located in North Point, Hong Kong. The Disposal is expected to be a good opportunity for the Group realising the investment in property while allowing it to reallocate resources to expand the income stream and explore treasury investment business with the objective to maximise the return to the Shareholders. The Disposal will also increase the profit and total consolidated equity of the Group as disclosed in the financial effect section below, and is in line with the Group's long-term development strategy.

Taking into account the prevailing market price of comparable properties and properties at nearby location, the Directors consider the terms of the Disposal are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

As announced by the Company on 8 January 2015, the new controlling shareholder of the Company had conducted a review then on the financial position and the operations of the Company with the management of the Company and subsequently the Board decided to develop the securities investment and trading business as well as money lending business and to make them principal businesses of the Group.

In the current circumstances, the Directors are of the view that the acceptance of the Consideration Shares as settlement of the Consideration can provide potential of positive return to the Company through securities investment and trading, which is concordant with the strategy and objective of the businesses of the Group.

FINANCIAL EFFECT OF THE DISPOSAL AND USE OF PROCEEDS

Based on the preliminary assessment of the audited financial statements of Empire New Assets as at 31 December 2014, the Group is expected to recognise a net profit of approximately HK$56,989,000 (subject to audit) upon the Completion, which represents the Consideration of HK$90,000,000 less the total amount of the Loan of approximately HK$32,216,000 as advanced by Qualipak Development to Empire New Assets as at 31 December 2014 and the amount of net liabilities of Empire New Assets of approximately HK$365,000 as at 31 December 2014 and taking into consideration of the estimated transaction cost of approximately HK$1,160,000 for the Disposal and assignment of the Loan. As the Consideration will be settled partly by acceptance of the Consideration Shares, the Group's net profit arising from the Disposal may be adjusted according to the market price of the Consideration Shares at the Completion Date.

The net cash proceeds of approximately HK$8,940,000 from the Disposal will be used by the Group for general working capital purpose.

IMPLICATIONS UNDER THE LISTING RULES

The applicable percentage ratios (as defined in the Listing Rules) in respect of the Disposal itself are more than 5% but less than 25%. However, the acceptance of the Consideration Shares as contemplated under the Conditional Agreement constitutes an acquisition of trading assets pursuant to the Listing Rules. As one of the highest applicable percentage ratios in relation to such acquisition exceeds 25% but is less than 100%, the acceptance of the Consideration Shares constitutes a major transaction of the Company pursuant to the Listing Rules. Hence, the Disposal, together with the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares, are subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting at the SGM to approve the ordinary resolution for the approval of the Disposal and the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares.

SGM

A notice convening the SGM to be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 10:30 a.m. on 18 May 2015 or immediately after the conclusion of the AGM, whichever is later, is set out on pages 52 to 53 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed.

Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjournment thereof should you so wish.

The ordinary resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the results.

RECOMMENDATION

The Board including the Independent Non-executive Directors holds the view that the proposed Disposal including the acceptance of the Consideration Shares is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Disposal, together with the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares.

Yours faithfully,
By order of the Board
Qualipak International Holdings Limited
Lam How Mun Peter
Chairman

1. SUMMARY OF THE FINANCIAL INFORMATION OF THE GROUP

Financial information on the Group for each of the three financial years ended 31 December 2012, 2013 and 2014 are disclosed in the following documents which have been published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.qualipakhk.com):

- annual report of the Company for the year ended 31 December 2012 posted on 10 April 2013 (pages 27 to 71);
- annual report of the Company for the year ended 31 December 2013 posted on 10 April 2014 (pages 27 to 71); and
- annual report of the Company for the year ended 31 December 2014 posted on 9 April 2015 (pages 22 to 71).

2. INDEBTEDNESS STATEMENT

Borrowings

At the close of business on 31 March 2015, being the latest practicable date for the purpose of this indebtedness statement, the Group had no outstanding borrowings.

Contingent Liabilities

At the close of business on 31 March 2015, the Group has contingent liabilities in respect of guarantees amounting to HK$4,500,000 given to a financial institution for general banking facilities granted to the Group's associates.

Pledge of Assets

At 31 March 2015, the Group's land and building located in Hong Kong with aggregate carrying amount of approximately HK$29,212,000 was pledged to a bank to secure general banking facilities granted to the Group.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, at the close of business on 31 March 2015, the Group did not have any outstanding debt securities issued and outstanding or authorised or otherwise created but unissued, term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages and charges, material contingent liabilities or guarantees outstanding.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that, taking into account the internal resources, the existing available credit facilities of the Group and the net proceeds from the Disposal, the Group has sufficient working capital for its present requirements for at least twelve months from the date of publication of this circular in the absence of unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, the date to which the latest published audited financial statements of the Group were made up.

5. REVIEW OF OPERATIONS AND PROSPECTS

Review of Operations

For the year ended 31 December 2014 the Group reported a consolidated revenue of HK$397.0 million, representing a decrease of 9.0% from 2013 (2013: HK$436.4 million). All the Group's major markets reflected weak market demand on the packaging products. The decrease in revenue was seen in all major markets in similar degrees. Hong Kong and Mainland China continued to be the largest market and accounted for 43.2% of total revenue (2013: 43.9%). Sales to Europe and North and South America contributed to 27.6% (2013: 28.1%) and 18.7% (2013: 19.1%) respectively. The decline was more a reflection of weak customer market caused by slowdown of economic growth in all regions of the world apart from the USA.

The profit attributable to owners of the Company for the year ended 31 December 2014 amounted to HK$10.3 million (2013: HK$13.4 million), representing a decrease of 23.0%. The decrease was primarily due to the contraction of sales revenue coupled with the increase in production and operating costs.

Prospects

In view of the Group's long term business plans and strategy as disclosed on the "Business Update" announcement dated 8 January 2015, the Group has been seeking to diversify its core business by developing new businesses in "Green Business" and treasury investment. The Group also aims to rationalize its assets by increasing their productivity and returns.

The general economic conditions and the operating environment in the manufacturing business will continue to remain challenging. The global economic growth is still weak and uneven, and remains susceptible to downside risk. Consumer markets are expected to be volatile and fragile, with operating conditions made worse by rising labour costs in Mainland China due to worker shortages and government regulations. The Group has conducted a review on the financial position and business operations for the purpose of formulating long-term business plans and strategies in the following directions to mitigate the unfavourable circumstances by diversifying risk and broadening the sources of income:

1. The Group aims to rationalize the assets by increasing their productivity and returns. The Group has been undergoing the optimization of assets portfolio to dispose and/or arrange sale-leaseback alternatives for reflecting its fair value of assets and releasing financial resources trapped in illiquid assets that can be deployed in stronger earning potential opportunities. In order to maintain the competitiveness of the sale and manufacture of packaging products, the Group will continue to strive hard to explore new markets, reduce costs and add new product categories to attract new orders.

2. In view of enormous opportunities for environmental protection industries, the Group intends to capture the strong potential and develop in business related to environmental protection and energy saving. The Group believes that light-emitting diode ("LED") lighting business provides additional opportunities generated from considerable pressure of the world's demand for the adoption and practices of green business.

   As recently announced by the Company, the Group has entered into a conditional agreement on 20 April 2015 in respect of the acquisition of a 97% equity interest in Shanghai PN Stone Company Limited (上海博恩世通光電股份有限公司). Shanghai PN Stone Company Limited is a company established in the PRC principally engaged in research, development, production and distribution of LED epitaxial wafers and display chips, backlight chips, high power LED chips and solid-state lighting products in the PRC. Further details of this proposed acquisition will be included in a separate circular of the Company to be despatched to the Shareholders later in due course.

3. The Group has been actively looking for opportunities for expansion and diversification. In order to utilise its surplus fund and to seek better return of the assets employed, the Group has decided to diversify its single operating segment, the manufacture and sale of packaging products, to treasury investment activities. The engagement of these activities includes the involvement of security investment and money lending business for the anticipation of steady return of income flow as well as capital gains.

1. FINANCIAL INFORMATION OF MISSION CAPITAL GROUP

Financial information of Mission Capital Group for each of the three financial years ended 31 March 2012, 2013 and 2014 are disclosed in annual reports of Mission Capital for the years ended 31 March 2012 (pages 29 to 105), 2013 (pages 34 to 115) and 2014 (pages 30 to 113), respectively; and for the six months ended 30 September 2014 is disclosed in the interim report of Mission Capital for the six months ended 30 September 2014 (pages 15 to 34).

The annual reports of Mission Capital for the three financial years ended 31 March 2012, 2013 and 2014 and the interim report of Mission Capital for the six months ended 30 September 2014 have been published on both of the websites of HKExnews (http://www.hkexnews.hk) and Mission Capital (http://www.missioncapital.com.hk).

2. MANAGEMENT DISCUSSION AND ANALYSIS OF MISSION CAPITAL GROUP

A. For the year ended 31 March 2012 *(as extracted from the annual report of Mission Capital for the year ended 31 March 2012 and as such, references to "the Company", "the Group" and "the Directors" and in the below paragraphs shall be read as references to "Mission Capital Company", "Mission Capital Group" and "Mission Capital Directors" respectively)*

Summary of Financial Results

For the year ended 31 March 2012, the Group reported revenue of HK$1,114,563,000, decreased by 41% from last year (2011: HK$1,878,475,000), and a gross profit of HK$20,324,000, dropped by 60% from the previous year (2011: HK$50,601,000). The decreases in the Group's revenue and gross profit were largely due to the decline in volume of metal minerals traded by the Group's supply and procurement division during the year.

For the year ended 31 March 2012, the Group recorded loss attributable to owners of the Company of HK$467,851,000 (2011: HK$120,373,000) and basic loss per share of HK38.34 cents (2011: HK15.02 cents (restated)). Such loss was mainly attributed to the loss incurred by the Group's securities investment division.

Operations Review

For the year ended 31 March 2012, the Group continued to engage in the businesses of supply and procurement of metal minerals, pharmaceutical products, provision of finance and securities investment.

During the year under review, the Group's supply and procurement division continued to focus on the sourcing, transporting and supplying of metal minerals to industrial customers based in Mainland China. The division posted revenue of HK$1,059,617,000 and operating loss of HK$15,165,000, in contrast to revenue of HK$1,857,066,000 and operating profit of HK$31,708,000 in last year. During the last quarter of 2011, the building materials market in the Mainland showed a rapid slowdown and a drop in demand for metal minerals, which in turn, was caused by the financial tightening measures imposed on the property sector by the Chinese government. The noticeable drop in demand of metal minerals drove down the division's revenue and consequently its profitability, in addition, the very volatile metal minerals market appeared in the fourth quarter of 2011 also posed problems on the division in fixing prices for its commodities, which ultimately resulted in a shipment of goods being completed at a considerable loss. The division's results were further adversely affected by the loss of approximately HK$8 million incurred due to the deviation of minerals content of a shipment of iron ore transacted. The Group had initiated an arbitration claim against the supplier of that shipment and the case was finally settled through mediation. The Group was awarded a compensation of approximately HK$4.5 million and out of which approximately HK$2.6 million had been received, this amount, together with compensations for two other claims of similar nature totaling approximately HK$8.5 million was included as other income and partly offset the loss incurred by the division. The division's lower trade volume this year was the main cause that led to 81% decrease in the Group's accounts and bills receivable to HK$57,447,000 (2011: HK$300,542,000) and the 90% decrease in the Group's accounts and bills payable to HK$22,590,000 (2011: HK$218,680,000) compared to last year.

During the year, the Group continued its pharmaceutical business through a group of companies that was acquired in early 2010. The major assets own by these companies include the intellectual property rights to Jinhua Qinggan, a Chinese medicine for treating patients who have been infected with Influenza A (H1N1) and other types of influenza, and a Good Manufacturing Practices (GMP) compliant medicine production plant in Beijing. The revenue of the Group's pharmaceutical division increased by 118% to HK$34,490,000 (2011: HK$15,791,000) for the year. Currently, Jinhua Qinggan is selling as a prescription drug to designated medical institutions in Beijing, and the division will be able to market the medicine as a non-prescription drug to public subject to the issuance of a new drug certificate from the relevant authorities in Mainland China. The division has submitted medicine tests results in connection with the application of such certificate and is still awaiting for feedback and results of its application. Despite the increase of its revenue, the division recorded operating loss of HK$8,053,000 (2011: HK$3,404,000) primarily for the reasons that substantial promotional expenses were incurred in marketing Jinhua Qinggan and that sales volume of the medicine had not yet reached a scale that could cover the division's operating costs, in particular, the high start-up costs in its early stage of operation. The management performed an annual review of the value of the intellectual property relating to production and sale of Jinhua Qinggan in light of, amongst others, the future cash flows of the medicine (after having considered its historical performance) and the financial budgets for the medicine. It was concluded that an impairment loss of HK$21,704,000 (2011: nil) should be recognised in view of the revised prospect of the medicine.

The financing division continued to contribute a stable income source to the Group for the year under review. When compared to last year, the interest income and operating profit generated by the division grew by 34% and 30% to HK$4,418,000 (2011: HK$3,289,000) and HK$4,235,000 (2011: HK$3,250,000) respectively. The increases were mainly due to the comparatively higher average amount of loans advanced to customers over the previous year. The loan portfolio held by the Group amounted to HK$66,838,000 (2011: HK$20,000,000) at the year end.

The Group's securities investment division recorded revenue of HK$16,038,000, jumped sharply by 5.9 times compared to last year (2011: HK$2,329,000). The revenue of the division represented mainly dividend income from listed share investments and interest income from convertible bonds and equity-linked notes. As a whole, the Group's securities division incurred an overall operating loss of HK$414,792,000 (2011: HK$119,053,000) for the year. The Group invested in Hong Kong listed equity securities, convertible bonds and equity-linked notes, and loss incurred comprised mainly unrealised loss of HK$410,246,000 (2011: HK$89,162,000) from holdings of listed equity securities and convertible bonds measured at fair values at the financial year end. Throughout the financial year, the Hong Kong stock market had been under the negative influences of the sovereign debts crises in Europe, the slow recovery of the United States economy, the financial tightening measures imposed by the Chinese government on its banking and property sector, and the slowdown of GDP growth of the Mainland economy. From April 2011 to March 2012, Hang Seng Index, Hang Seng Chinese Enterprises Index and Hang Seng Composite Mid Cap Index dropped by approximately 14%, 21% and 23% respectively. Investor confidence and market sentiments were weak for a large part of the year and prices of listed securities invested by the Group fell. The Group's securities portfolio at the year end comprised mainly listed equity securities in conglomerate company, infrastructure company, property company, mining and resources company, industrial materials company, consumer electronics company, healthcare services company, agricultural machinery company, automobile retailing company and financial services company. At the year end, the Group's securities and convertible bonds portfolio was valued at HK$715,251,000 (2011: HK$487,676,000).

Liquidity, Financial Resources and Capital Structure

At 31 March 2012, the Group had current assets of HK$1,230,337,000 (2011: HK$1,642,903,000) and liquid assets comprising cash and bank balances and short-term securities investments totaled HK$1,029,865,000 (2011: HK$997,614,000) (excluding pledged bank deposits). The Group's current ratio, calculated based on current assets of HK$1,230,337,000 (2011: HK$1,642,903,000) over current liabilities of HK$241,615,000 (2011: HK$398,749,000), was at a strong ratio of 5.09 at the year end (2011: 4.12)

The Company issued approximately 2,554 million new shares (after adjusted for the effect of share consolidation in February 2012) and raised net proceeds of approximately HK$386.3 million during the year as a result of placing and rights issue of new shares as well as exercising of warrants. At the year end, equity attributable to owners of the Company amounted to HK$1,199,742,000, representing a decrease of 8% compared to last year (2011: HK$1,297,559,000), and is equivalent to an amount of approximately HK$0.40 per share of the Company. The decrease of the equity attributable to owners of the Company was mainly a result of the loss incurred by the Group, after partly offset by the new capital raised during the year.

At 31 March 2012, the Group's total indebtedness comprised bank advances for discounted bills and bank loans with aggregate amount of HK$59,920,000 (2011: HK$197,019,000 (including fair value of convertible notes)). The Group's gearing ratio, calculated on the basis of total indebtedness divided by total indebtedness plus equity attributable to owners of the Company, was at a low ratio of 5% at the year end (2011: 13%). The bank loans were repayable within one year, denominated in Renminbi and bore interest at floating rates.

The Group's finance costs for the current year included an interest on convertible notes of HK$7,890,000 (2011: HK$15,356,000) calculated in accordance with the Group's accounting policy on financial instruments, yet only part of that interest of HK$912,000 (2011: HK$1,891,000) required cash settlement whereas the rest of the amount was not associated with any cash outlay. In September 2011, the Company repurchased all outstanding convertible notes in an aggregate principal amount of HK$189,100,000 at the price of HK$187,209,000, representing a discount of 1% on the aggregate principal amount of such notes. The net gain on repurchase of the convertible notes amounted to HK$2,159,000, which was included as other income.

With the amount of liquid assets on hand as well as bank credit facilities available, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

Foreign Currency Management

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in Hong Kong dollars, Renminbi and US dollars. The Group maintains a prudent strategy in its foreign currency risk management, to a large extent, foreign exchange risks are minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. In light of the above, it is considered that the Group's exposure to foreign exchange risks is not significant and no hedging measure has been undertaken by the Group.

Pledge of Assets

At 31 March 2012, bank deposits of HK$15,008,000 were pledged to secure banking facilities granted to the Group. The 94% decrease in pledged bank deposits compared with last year (2011: HK$248,028,000) was mainly due to decline in trade volume of the supply and procurement division with the results that less deposits were placed with banks to secure trade credit facilities granted to the Group at the year end.

At 31 March 2012, carrying amount of buildings and prepaid lease payments of HK$30,114,000 (2011: HK$30,127,000) and HK$33,974,000 (2011: HK$33,643,000) respectively were pledged to secure for bank loans of the Group.

Contingent Liability

At 31 March 2012, the Group had no significant contingent liability (2011: nil).

Capital Commitment

At 31 March 2012, the Group had no significant capital commitment (2011: HK$105,000).

Employees and Remuneration Policy

At 31 March 2012, the Group had about 140 (2011: 130) employees including directors. Total staff costs for the year, including directors' remuneration, was HK$12,004,000 (2011: HK$12,001,000). Remuneration packages for directors and employees are structured by reference to market conditions and individual performance. Benefits plans maintained by the Group include provident fund scheme, medical insurance, share option scheme and discretionary bonuses.

Prospects

During the year, most of the businesses of the Group had been negatively affected by the global financial issues by varying degrees and recorded losses. Looking forward, in view of the uncertainties and challenges embedded in the business environments the Group is operating in, the management will manage the Group's businesses in a cautious and prudent manner and will review its business strategy regularly aiming to ensure a stable prospect to shareholders.

B. **For the year ended 31 March 2013** *(as extracted from the annual report of Mission Capital for the year ended 31 March 2013 and as such, references to "the Company", "the Group", "the Directors" and "the Board" in the below paragraphs shall be read as references to "Mission Capital Company", "Mission Capital Group", "Mission Capital Directors" and "Mission Capital Board of Directors" respectively)*

Summary of Financial Results

For the year ended 31 March 2013, the Group reported revenue of HK$757,600,000, decreased by 30% from the previous year (2012: HK$1,080,073,000), and gross profit of HK$28,477,000, showing a surge of over 15 times compared to last year (2012: HK$1,756,000). The decrease in revenue was mainly attributed to the decline in price of metal minerals traded by the Group's supply and procurement division, whereas the increase of gross profit was primarily due to the improved profitability of the Group's supply and procurement division, despite the drop of its revenue.

For the year ended 31 March 2013, the Group recorded loss attributable to owners of the Company of HK$60,928,000 (2012: HK$467,851,000) and basic loss per share of HK2.05 cents (2012: HK38.34 cents) from continuing and discontinued operations. The loss incurred by the Group was substantially reduced from last year and was mainly attributed to the decrease in loss incurred by the Group's securities investment division during the year.

Operations Review

For the year ended 31 March 2013, the Group discontinued its pharmaceutical business and continued to engage in the businesses of supply and procurement of commodities, provision of finance and securities investment.

Continuing Operations

During the year under review, the Group's supply and procurement division continued to focus on the sourcing, transporting and supplying of metal minerals and recyclable metal materials and has expanded its business scope covering timber logs. When compared to the previous year, the division recorded a 30% decrease in revenue to

HK$741,974,000 (2012: HK$1,059,617,000). The decrease of the division's revenue was primarily attributed to the general decline in price of metal minerals in the Mainland, which in turn was mainly caused by the drop in demand for building materials resulting from the financial tightening measures imposed on the property sector by the Chinese government. In contrast to the drop in revenue, the division's results turned from loss of HK$15,165,000 in last year to profit of HK$14,703,000 in the current year. The loss made in last year was partly due to the very volatile metal minerals market appeared in the fourth quarter in 2011 that posed problems on the division in fixing prices for its commodities, which ultimately resulted in a shipment of goods being completed at a considerable loss; and partly due to the loss of approximately HK$8 million recorded by the division due to the deviation of minerals content of a shipment of iron ore transacted. The Group had initiated an arbitration claim against the supplier of that shipment and the case was finally settled through mediation. The Group was awarded a compensation of approximately HK$4.5 million, out of which approximately HK$2.6 million was recovered during the year ended 31 March 2012, and approximately HK$1.9 million was recovered in the current year. This amount, together with compensations for two other claims of similar nature, aggregated to approximately HK$4.4 million and was included as the Group's other income for the current year. Another major factor that led to the turnaround of the division's results in the current year is that the management has devoted great efforts in successfully expanding the division's supplier and customer base and has thereby enhanced the division's price negotiation power and profitability.

The Group's financing division recorded interest income of HK$10,105,000, showing a substantial increase of 129% when comparing with last year (2012: HK$4,418,000). Nevertheless, the results of the division turned from profit of HK$4,235,000 in last year to loss of HK$59,000 in the current year. The increase in the division's revenue was principally due to the comparatively higher average amount of loans advanced to customers over the previous year, whereas the division's loss was mainly attributed to an impairment loss of HK$10,449,000 (2012: nil) recognised for the loan advanced to a borrower with long track record. The Group had taken legal actions against the borrower and the court had judged that the borrower should repay all sums owed to the Group. However, based on information provided by the receiver (appointed by the Group) of the borrower, the borrower would not have sufficient realisable assets to repay the debts owed to the Group and accordingly, an impairment loss was recognised for the debts owed. The impairment loss had fully offset the division's profit for the review year, with the result that a small loss was recorded by the division. The loan portfolio held by the Group, after accounted for the impairment loss, amounted to HK$72,233,000 (2012: HK$66,838,000) at the year end.

The Group's securities investment division recorded revenue of HK$5,521,000 (2012: HK$16,038,000) representing mainly dividend from equity securities investments and interest income from convertible bonds earned during the year. As a whole, the division reported a loss of HK$62,309,000 (2012: HK$414,792,000) constituted mainly of the unrealised holding loss totaling HK$69,251,000 (2012: HK$410,246,000) from holdings of listed equity securities, convertible bonds and interest bearing notes measured at fair values at the year end, the net realised gain from selling listed equity securities of HK$1,427,000 (2012: loss of HK$20,579,000), and dividend and convertible bonds interest income aggregated to HK$5,521,000 (2012: HK$16,038,000, including equity-linked notes interest income). During the review year, although the conditions of the United States economy have been stabilised, the Hong Kong stock market was still clouded with uncertainties mainly resulting from the continuation of the unstable financial and economic conditions in Europe and the slowdown of GDP growth of the Mainland economy. Investment sentiments were weak for a considerable period during the year and put pressure on prices of listed securities invested by the Group. The Group's securities portfolio at the year end comprised mainly listed equity securities in conglomerate company, infrastructure company, property company, mining and resources company, industrial materials company, consumer electronics company, healthcare services company, agricultural machinery company, apparels and accessories company, automobile retailing company, financial services company and movies and entertainment company. At the year end, the Group's securities, convertible bonds and interest bearing notes portfolio was valued at HK$891,366,000 (2012: HK$715,251,000). The management expects that the division will perform better when investor confidence and positive market sentiments improve in the investment markets.

Discontinued Operation

Before the completion of the Group's disposal of its interest in the pharmaceutical division, the division reported revenue of HK$17,451,000 (2012: HK$34,490,000) and incurred segment loss of HK$2,110,000 (2012: HK$8,053,000). On 7 September 2012, the Group entered into a conditional sale and purchase agreement to dispose of its pharmaceutical business at a consideration of HK$100,000,000 and a gain on the disposal of HK$11,865,000 (2012: nil) was recognised in the current year. As mentioned in the Company's circular dated 28 September 2012, the pharmaceutical division was selling Jinhua Qinggan, a Chinese medicine for treating patients infected with Influenza A (H1N1) and other types of influenza, as a prescription drug to designated medical institutions in Beijing and the division would only be able to market the medicine as a non-prescription drug to public subject to the issuance of a new drug certificate from the relevant authorities in the Mainland. The division had submitted medicine tests results in connection with the application of such certificate and had been awaiting for feedback and results of its application. However, as the issuance date of the new drug certificate was uncertain, and that the sales volume of the medicine had not yet reached a scale that could cover the division's operating costs, in particular, the high start-up costs in its early stage of operation even though substantial promotional expenses had been incurred in marketing Jinhua Qinggan, the division had been incurring losses in the past years. The Board was of the view that the disposal would enable the Group to deploy resources in other business with better prospects, and was in the interests of the Company and its shareholders as a whole. The disposal was approved by shareholders in the Company's special general meeting on 22 October 2012 and completed on 2 November 2012.

Liquidity, Financial Resources and Capital Structure

At 31 March 2013, the Group had current assets of HK$1,286,389,000 (2012: HK$1,230,337,000) and liquid assets comprising cash and bank balances and short-term securities investment totaling HK$1,079,363,000 (2012: HK$1,029,865,000) (excluding pledged bank deposits for trade facilities granted by banks). The Group's current ratio, calculated based on current assets of HK$1,286,389,000 (2012: HK$1,230,337,000) over current liabilities of HK$80,998,000 (2012: HK$241,615,000), was at a strong ratio of about 15.88 at the year end (2012: 5.09).

The Group's finance costs for last year included an interest on convertible notes of HK$7,890,000 calculated in accordance with the Group's accounting policy on financial instruments, yet only part of that interest of HK$912,000 required cash settlement and the rest of that amount was not associated with any cash outlay. In September 2011, the Company repurchased all outstanding convertibles notes in an aggregate principal amount of HK$189,100,000 at the price of HK$187,209,000, representing a discount of 1% on the aggregate principal amount of such notes. The net gain on repurchase of the convertible notes amounted to HK$2,159,000 and was included as other income in last year.

At the year end, equity attributable to owners of the Company amounting to HK$1,130,637,000 (2012: HK$1,199,742,000) and is equivalent to an attributable amount of approximately HK$0.38 (2012: HK$0.40) per share of the Company. The decrease of the equity attributable to owners of the Company was mainly a result of the loss incurred by the Group during the year.

During the year ended 31 March 2013, the Company had issued placing notes in the aggregate principal amount of HK$100,000,000 which carry interest at 5% per annum and are to be redeemed on the seventh anniversary from the respective issue dates of the placing notes. Details of the placing were stated in the Company's announcement dated 8 November 2012.

As at 31 March 2013, the Group's indebtedness comprised placing notes and bank advances for discounted bills totaling HK$147,615,000 (2012: HK$59,920,000 included bank advances for discounted bills and bank loans of the discontinued pharmaceutical division). The bank advances for discounted bills were denominated in US dollars, due within one year, and bore interests at floating rates. The Group's gearing ratio, calculated on the basis of total indebtedness divided by the sum of total indebtedness and equity attributable to the Company's owners, was at a low ratio of about 12% (2012: 5%).

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

Foreign Currency Management

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in Hong Kong dollars, Renminbi and US dollars. The Group maintains a prudent strategy in its foreign currency risk management, to a large extent, foreign exchange risks are minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. In light of the above, it is considered that the Group's exposure to foreign exchange risks is not significant and no hedging measure has been undertaken by the Group.

Pledge of Assets

At 31 March 2013, bank deposits of HK$24,981,000 (2012: HK$15,008,000) were pledged to secure for trade credit facilities granted to the Group.

At 31 March 2012, buildings and prepaid lease payments of the discontinued pharmaceutical division with carrying amount of HK$30,114,000 and HK$33,974,000 respectively were pledged to secure for bank loans of the division.

Contingent Liability

At 31 March 2013, the Group had no significant contingent liability (2012: nil).

Capital Commitment

At 31 March 2013, the Group had no significant capital commitment (2012: nil).

Human Resources and Remuneration Policy

At 31 March 2013, in respect of the continuing operations, the Group had about 30 (2012: about 30) employees including directors. For the review year, total staff costs of the continuing operations, including directors' remuneration, amounted to HK$10,412,000 (2012: HK$10,081,000). Remuneration packages for employees and directors are structured by reference to market terms and individual competence, performance and experience. Benefits plans maintained by the Group include provident fund scheme, medical insurance, subsidised training programme, share option scheme and discretionary bonuses.

Prospects

The business environments in which the Group is operating are still filled with uncertainties and challenges, as such, the management will continue to manage the Group's businesses in a prudent and cautious manner with the view to ensure a stable prospect to shareholders. Looking ahead, the Group will continue to engage in its three remaining businesses, namely, supply and procurement of commodities, provision of finance and securities investment after disposal of its pharmaceutical business.

C. For the year ended 31 March 2014 *(as extracted from the annual report of Mission Capital for the year ended 31 March 2014 and as such, references to "the Company", "the Group" and "the Directors" and in the below paragraphs shall be read as references to "Mission Capital Company", "Mission Capital Group" and "Mission Capital Directors" respectively)*

Summary of Financial Results

The Group registered a significant turnaround of its results by reporting a profit attributable to owners of the Company of HK$417,083,000 for the year ended 31 March 2014 (2013: loss of HK$60,928,000) and basic earnings per share of HK13.85 cents (2013: basic loss per share of HK2.05 cents). The profitable results were mainly attributed to the substantial net gain on securities investments recorded by the Group and the improved results delivered by the Group's supply and procurement division and the financing division. For the year under review, the Group reported revenue of HK$1,369,188,000, significantly increased by 81% over last year (2013: HK$757,600,000), and gross profit of HK$39,690,000, rose by 39% compared to the previous year (2013: HK$28,477,000). The surge of the Group's revenue was mainly due to the increase in volume of metal minerals traded by the supply and procurement division, whereas the increase of the Group's gross profit was the combined effect of the additional profit contributed by the supply and procurement division owing to its increased trade volume and the additional operating profit generated by the financing division. The Group recorded total comprehensive income attributable to owners of the Company of HK$417,083,000 for the year under review (2013: total comprehensive expense of HK$60,925,000). During the year ended 31 March 2013, the Group recorded a profit of HK$7,930,000 from the discontinued pharmaceutical operation, the operation was disposed of at a consideration of HK$100,000,000 in November 2012.

Operations Review

For the year ended 31 March 2014, the Group continued to engage in the businesses of supply and procurement of commodities, provision of finance and securities investment.

Continuing Operations

During the year under review, the Group's supply and procurement division continued to focus on the sourcing, transporting and supplying of metal minerals, recyclable metal materials and timber logs. When comparing with last year, the division posted an 82% jump in revenue to HK$1,352,328,000 (2013: HK$741,974,000) and a 60% increase in segment profit to HK$23,584,000 (2013: HK$14,703,000). The growth in the division's revenue and profit were principally attributed to the increased volume of metal minerals transacted, which was a result of the management's successful efforts in expanding the division's supplier and customer base and enhancing its market position as well as price negotiation power.

The financing division continued to provide a stable income source to the Group for the current year. Interest income generated by the financing division amounting to HK$11,493,000, increased by 14% over the prior year (2013: HK$10,105,000) and was mainly due to the higher average amount of loans advanced to customers than last year. The division's segment results turnaround from loss of HK$59,000 in the previous year to profit of HK$11,109,000 in the current year and was mainly a result of the absence of an impairment loss of HK$10,449,000 recognised against a bad debt in last year. The loan portfolio held by the Group amounted to HK$42,233,000 (2013: HK$72,233,000) at the year end.

The Group's securities investment division recorded revenue of HK$5,367,000 (2013: HK$5,521,000) representing dividend from listed equity securities, and interest income from convertible bonds and interest bearing notes. As a whole, the division's results registered a significant turnaround from a loss of HK$62,309,000 in last year to a profit of HK$417,282,000 in the current year. The division's profitable results comprised mainly net unrealised gain of HK$392,960,000 (2013: net unrealised loss of HK$69,251,000) from holdings of listed equity securities, convertible bonds and interest bearing notes measured at fair values at the year end; the net realised gain of HK$18,955,000 (2013: HK$1,427,000) from divesting part of its listed equity securities portfolio; as well as dividend and interest income from convertible bonds and interest bearing notes totaling HK$5,367,000 (2013: HK$5,521,000). During the year under review, the investment sentiments in Hong Kong stock market have improved mainly because of the market perceptions that the economic recovery of the United States and the economic growth of Mainland China are sustainable, as a result, the financial performance of the division improved significantly. At the year end, the

Group's securities portfolio comprised mainly listed equity securities in conglomerate company, banking company, infrastructure company, construction company, property company, mining and resources company, industrial materials company, consumer electronics company, healthcare services company, agricultural machinery company, apparels and accessories company, automobile retailing company, financial services company and movies and entertainment company. At the year end, the Group's securities, convertible bonds and interest bearing notes portfolio was valued at HK$1,301,924,000 (2013: HK$891,366,000).

Discontinued Operation

In September 2012, the Group entered into a conditional sale and purchase agreement to dispose of its pharmaceutical operation at a consideration of HK$100,000,000. The transaction was approved by shareholders in the Company's special general meeting in October 2012 and the disposal was completed in November 2012. Accordingly, the results of the pharmaceutical division were accounted for as discontinued operation in the consolidated statement of profit or loss and other comprehensive income in the prior year.

Overall Results

For the year ended 31 March 2014, the Group recorded profit attributable to owners of the Company of HK$417,083,000 (2013: loss of HK$60,928,000, including discontinued operation) and basic earnings per share of HK13.85 cents (2013: basic loss per share of HK2.05 cents). The turnaround of the Group's results was mainly due to the substantial segment profit posted by the securities investment division of HK$417,282,000 (2013: loss of HK$62,309,000), and the profitable segment results contributed by the supply and procurement division of HK$23,584,000 (2013: HK$14,703,000) and the financing division of HK$11,109,000 (2013: loss of HK$59,000).

Liquidity, Financial Resources and Capital Structure

At 31 March 2014, the Group had current assets of HK$1,864,970,000 (2013: HK$1,286,389,000) and liquid assets comprising cash and short-term securities investments totaling HK$1,615,490,000 (2013: HK$1,079,363,000) (excluding pledged bank deposits for trade facilities granted by banks). The Group's current ratio, calculated based on current assets of HK$1,864,970,000 (2013: HK$1,286,389,000) over current liabilities of HK$145,290,000 (2013: HK$80,998,000), was at a strong ratio of about 12.84 at the year end (2013: 15.88). The Group's bills receivable amounted to HK$125,548,000, increased by 114% over last year (2013: HK$58,635,000) primarily due to the increased trade volume of the Group's supply and procurement business.

The Group's finance cost for the current year represented the effective interest on notes payable to investors. During the year, the Company had issued new notes in the aggregate principal amount of HK$50,000,000 to investors. At 31 March 2014, the Company had notes payable in the aggregate principal amount of HK$150,000,000.

At the year end, equity attributable to owners of the Company amounting to HK$1,593,425,000 (2013: HK$1,130,637,000) and is equivalent to an attributable amount of approximately HK$0.47 (2013: HK$0.38) per share of the Company. The increase in equity attributable to owners of the Company was mainly due to the profit earned by the Group and net proceeds of HK$45,705,000 raised by the Company through issuing approximately 457,046,000 new shares as a result of exercise of warrants.

At 31 March 2014, the Group's indebtedness comprised notes payable and bank advances for discounted bills totaling HK$265,072,000 (2013: HK$147,615,000). The bank advances for discounted bills were denominated in US dollars, due within one year, and bore interests at floating rates. The notes payable were denominated in Hong Kong dollars, due on the seventh anniversary from the respective issue dates of the notes, and bore interests at 5% fixed rate. The Group's gearing ratio, calculated on the basis of total indebtedness divided by the sum of total indebtedness and equity attributable to the Company's owners, was at a low ratio of about 14% (2013: 12%).

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

Foreign Currency Management

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in Hong Kong dollars and US dollars. The Group maintains a prudent strategy in its foreign currency risk management, to a large extent, foreign exchange risks are minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and the foreign currency revenues versus the corresponding currency expenditures. In light of the above, it is considered that the Group's exposure to foreign exchange risks is not significant and no hedging measure has been undertaken by the Group.

Pledge of Assets

At 31 March 2014, bank deposits of HK$21,116,000 (2013: HK$24,981,000) were pledged to secure trade credit facilities granted to the Group.

At 31 March 2014, bills receivable of HK$119,818,000 (2013: HK$53,158,000) were pledged to secure bank advances for discounted bills of HK$119,355,000 (2013: HK$52,518,000) granted to the Group.

Contingent Liability

At 31 March 2014, the Group had no significant contingent liability (2013: nil).

Capital Commitment

At 31 March 2014, the Group had no significant capital commitment (2013: nil).

Human Resources and Remuneration Policy

At 31 March 2014, the Group's continuing operations had about 35 (2013: 30) employees including directors. For the year under review, total staff costs of the continuing operations, including directors' remuneration, was HK$19,997,000 (2013: HK$10,412,000). Total staff costs increased by 92% was mainly due to the payment of discretionary bonus to employees and directors in light of the profitable results achieved by the Group. Remuneration packages for employees and directors are structured by reference to market terms and individual competence, performance and experience. Benefits plans maintained by the Group include provident fund scheme, medical insurance, subsidised training programme, share option scheme and discretionary bonuses.

Prospects

The sentiments of the business environments in which the Group is operating have improved during the current year mainly because of the market perceptions that the economic recovery of the United States and the economic growth of Mainland China are sustainable. Against this backdrop, the Group will continue its existing businesses and will seize new investment and business opportunities with good potentials, though in a prudent and cautious manner, which are expected to bring significant value to the Group.

D. For the six months ended 30 September 2014 *(as extracted from the interim report of Mission Capital for the six months ended 30 September 2014 and as such, references to "the Company", "the Group", "the Directors" and "the Board" and in the below paragraphs shall be read as references to "Mission Capital Company", "Mission Capital Group", "Mission Capital Directors" and "Mission Capital Board of Directors" respectively)*

Summary of Financial Results

Revenue

For the period ended 30 September 2014, the Group's revenue decreased by 33.4% to approximately HK$278.7 million compared to approximately HK$418.3 million for the same period in 2013. It was mainly due to the decrease in volume of metal minerals traded by the supply and procurement division.

Investments

Securities Investment

During the period under review, the segment revenue, which included dividend income from investment in listed equity securities, and interest income from investment in convertible bonds and interest bearing notes of approximately HK$27.8 million increased by approximately 3.6 times from approximately HK$6.1 million as compared with the same period in last year.

As a whole, the segment profit of approximately HK$945.9 million in the current period turned from a loss of approximately HK$14.3 million in the previous period. The increase in profit was mainly attributable to:

(1) an unrealised gains on investments at fair value through profit or loss of approximately HK$958.7 million, which turned from an unrealised losses of approximately HK$37.5 million compared to the same period in last year; and

(2) an increase in dividend income from investment in listed equity securities by approximately HK$23.2 million, from approximately HK$4.3 million to approximately HK$27.5 million compared to the same period in last year.

At the period end, the Group's securities portfolio mainly constituted of listed equity securities in conglomerate company, pharmaceutical company, infrastructure company, property company, mining and resources company, industrial materials company, consumer electronics company, healthcare services company, agricultural machinery company, apparels and accessories company, automobile retailing company, financial services company, semiconductors company, and movies and entertainment company. There was no material change in the Group's securities portfolio except that it included the listed equity securities in banking company and construction company in last year.

Other Investment

On 25 July 2014, the Group completed the subscription of shares in a private company, an investment holding company, for a consideration of HK$228.0 million. The private company is principally engaged in the business of property investment, investment advisory and financial services, investment in securities trading and money lending. The Group intended to hold the investment in the private company for long-term purpose and such investment is classified as available-for-sale investment in the Group's financial statements.

Supply and Procurement

The Group's supply and procurement segment continued to focus on the sourcing, transporting and supplying of metal minerals and recyclable metal materials during the period under review. When compared with the same period in last year, the segment recorded a 38.4% decrease in revenue to approximately HK$249.4 million (30 September 2013: approximately HK$404.7 million) and a 65.6% decrease in segment profit to approximately HK$3.2 million (30 September 2013: approximately HK$9.3 million). The declines in the segment's revenue and profit were principally attributed to the decreased volume of metal minerals transacted during the period under review, which was in turn mainly a result of the drop in demand for building materials following the slowdown of property sector in PRC.

Provision of Finance

The interest income and segment profit generated by the Group's financing segment dropped by 80.0% to approximately HK$1.5 million (30 September 2013: approximately HK$7.5 million) and 79.5% to approximately HK$1.5 million (30 September 2013: approximately HK$7.3 million) comparing to the prior period. It was mainly due to the comparatively lower average amount of loans lent to borrowers and the decrease in number of borrowers. The loan portfolio held by the Group amounted to approximately HK$4.4 million (31 March 2014: approximately HK$42.2 million) at the period end.

Results

For the period ended 30 September 2014, the Group recorded a profit attributable to owners of the Company of approximately HK$815.3 million (30 September 2013: loss of approximately HK$12.2 million) and basic earnings per share of HK19.06 cents (30 September 2013: basic loss per share of HK0.33 cent (restated)). The turnaround of the Group's results was mainly due to the substantial segment profit contributed by the securities investment segment amounting to approximately HK$945.9 million (30 September 2013: segment loss of approximately HK$14.3 million).

Liquidity, Financial Resources and Capital Structure

The Group primarily financed its operations with internally generated cash flows, borrowing, and by its internal resources and shareholder's equity.

At 30 September 2014, the Group had current assets of approximately HK$2,516.7 million (31 March 2014: approximately HK$1,865.0 million) and liquid assets comprising cash and short-term securities investments totaling approximately HK$2,412.8 million (31 March 2014: approximately HK$1,615.5 million) (excluding pledged bank deposits for trade facilities granted by banks). The Group's current ratio, calculated based on current assets of approximately HK$2,516.7 million (31 March 2014: approximately HK$1,865.0 million) over current liabilities of approximately HK$87.3 million (31 March 2014: approximately HK$145.3 million), was at a strong ratio of about 28.8 at the period end (31 March 2014: 12.8). The Group's accounts and bills receivable amounted to approximately HK$56.5 million, dropped by 55.0% from last year (31 March 2014: approximately HK$125.5 million) and was primarily due to the decrease of trade volume of the Group's supply and procurement business.

The Group's finance costs for the current period represented the effective interest on notes payable of approximately HK$4.1 million (30 September 2013: approximately HK$2.8 million) and interest on borrowing of approximately HK$0.3 million (30 September 2013: nil). At 30 September 2014, the Company had notes payable in the aggregate principal amount of HK$150 million (31 March 2014: HK$150 million) and borrowing of approximately HK$19.8 million (31 March 2014: nil).

At the period end, equity attributable to owners of the Company amounted to approximately HK$2,408.7 million (31 March 2014: approximately HK$1,593.4 million).

At 30 September 2014, the Group's indebtedness comprised notes payable, bank advances for discounted bills and borrowing totaling approximately HK$215.9 million (31 March 2014: approximately HK$265.1 million). The bank advances for discounted bills were denominated in US dollars, due within one year, and bore interests at floating rates. The notes payable were denominated in HK$, due on the seventh anniversary from the respective issue dates of the notes, and bore interests at 5% fixed rate per annum. The borrowing was denominated in HK$, due within one year, and bore interests at floating rate. The Group's gearing ratio, calculated on the basis of total indebtedness divided by the sum of total indebtedness and equity attributable to the Company's owners, was at a low ratio of about 8.2% (31 March 2014: 14.3%).

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

On 8 September 2014, 855,670,100 bonus shares were issued to the qualifying shareholders of the Company on the basis of one bonus share for every four existing shares held. In recognition of the continual support of the shareholders of the Company, the Board proposed the bonus issue as a return to the shareholders of the Company and by this opportunity to allow the shareholders of the Company to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account.

As disclosed in the announcement of the Company dated 4 August 2014, the Company proposed a capital reorganisation which comprised (i) a capital reduction of the Company's issued share capital by way of cancelling its paid-up capital to the extent of HK$0.09 on each of the then issued shares of the Company; and (ii) a share subdivision by, forthwith upon the capital reduction taking effect, subdivided every authorised but unissued share of the Company into 10 new shares of the Company of HK$0.01 par value each. The capital reorganisation was approved by the shareholders of the Company on 30 September 2014 and became effective on 3 October 2014.

Foreign Currency Management

The majority of the Group's assets are held in HK$ with no material foreign exchange exposure. The Group's business has its overseas market, which alone accounts for approximately HK$249.4 million of the Group's sales turnover. The management has chosen to adopt a more prudent sales policy by mainly accepting US dollars quoted sale orders, which in turn the management can maintain a stable currency exchange condition for normal trading business development. During the period under review, the directors are of the view that the Group's exposure to exchange rate risk is not material, and will continue to monitor it.

Pledge of Assets

At 30 September 2014, bank deposits of approximately HK$19.5 million (31 March 2014: approximately HK$21.1 million) were pledged to banks to secure for trade credit facilities granted to the Group.

At 30 September 2014, bills receivable of approximately HK$50.0 million (31 March 2014: approximately HK$119.8 million) were pledged to secure bank advances for discounted bills of approximately HK$50.0 million (31 March 2014: approximately HK$119.4 million) granted to the Group.

At 30 September 2014, a securities margin facility from a regulated securities broker was granted to the Group which was secured by the Group's equity securities with market value of approximately HK$1,340.4 million (31 March 2014: nil). Under the securities margin facility, a total amount of approximately HK$19.8 million (31 March 2014: nil) was utilized.

Contingent Liability

At 30 September 2014, the Group had no significant contingent liability (31 March 2014: nil).

Capital Commitment

At 30 September 2014, the Group had no significant capital commitment (31 March 2014: nil).

Human Resources and Remuneration Policy

At 30 September 2014, the Group's had about 25 (30 September 2013: about 35) employees including directors. For the review period, total staff costs, including directors' remuneration, was approximately HK$5.8 million (30 September 2013: approximately HK$7.5 million). Remuneration packages for employees and directors are structured by reference to market terms and individual competence, performance and experience. Benefits plans maintained by the Group include provident fund scheme, medical insurance, subsidised training programme, share option scheme and discretionary bonuses.

Prospects

To promote mutual opening up of the capital markets in Shanghai and Hong Kong, a Shanghai-Hong Kong Stock Connect Scheme (the "Scheme") was launched on 17 November 2014 which is a cross-border trading arrangement for investors in Shanghai and Hong Kong to trade and settle shares listed in Hong Kong and Shanghai Stock Exchanges through their exchange and clearing houses. It is positively expected the Scheme will stimulate the financial market and strengthen the link with investors in future. Furthermore, the interest rate will be rising in the near future, however, the Group remains positive towards the economy in Hong Kong. Looking ahead, the Group will continually enhance its existing businesses and will seek potential investment and business opportunities to enhance the value of the shareholders of the Company and the Company as a whole.

(A) UNAUDITED PRO FORMA FINANCIAL INFORMATION

INTRODUCTION

The following is an illustrative and unaudited pro forma consolidated statement of financial position of the Group ("Unaudited Pro Forma Financial Information"), which has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Disposal, together with the transactions contemplated under the Conditional Agreement including the acceptance of the Consideration Shares (the "Transaction") as if it had taken place on 31 December 2014.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Transaction been completed as at 31 December 2014.

The Unaudited Pro Forma Financial Information should be read in conjunction with other financial information included elsewhere in this circular.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

	The Group as at 31 December 2014	Pro Forma Adjustments		The Group after the Transaction
	HK$'000	*HK$'000*	*Notes*	*HK$'000*
	Note 1			
NON-CURRENT ASSETS				
Property, plant and equipment	85,505	(29,394)	*2*	56,111
Prepaid land lease payments	12,538			12,538
Investments in associates	–			–
Available-for-sale investments	77,416			77,416
Total non-current assets	175,459			146,065
CURRENT ASSETS				
Prepaid land lease payments	402			402
Inventories	37,759			37,759
Trade and bills receivables	50,361			50,361
Prepayments, deposits and other receivables	7,579	(3,088)	*2*	4,491
Equity investments at fair value through profit or loss	–	85,850	*3(ii)*	85,850
Tax recoverable	1,108			1,108
Pledged deposits	3,023			3,023
Cash and cash equivalents	37,034	10,100	*3(i)*	45,974
		(1,160)	*4*	
	137,266			228,968
Assets of a disposal group classified as held for sale	32,817			32,817
Total current assets	170,083			261,785

	The Group as at 31 December 2014	Pro Forma Adjustments		The Group after the Transaction
	HK$'000	*HK$'000*	*Notes*	*HK$'000*
	Note 1			
CURRENT LIABILITIES				
Trade and bills payables	37,867			37,867
Other payables and accruals	30,228	(6)	*2*	30,222
Tax payable	870			870
	68,965			68,959
Liabilities directly associated with the assets classified as held for sale	580			580
Total current liabilities	69,545			69,539
NET CURRENT ASSETS	100,538			192,246
TOTAL ASSETS LESS CURRENT LIABILITIES	275,997			338,311
NON-CURRENT LIABILITIES				
Deferred tax liabilities	968	(625)	*2*	343
Net assets	275,029			337,968
EQUITY				
Equity attributable to owners of the parent				
Issued capital	14,377			14,377
Reserves	258,678	62,939	*5*	321,617
	273,055			335,994
Non-controlling interests	1,974			1,974
Total equity	275,029			337,968

Notes:

1. The consolidated statement of financial position of the Group as at 31 December 2014 is extracted from the published 2014 Annual Report of the Company.

2. The carrying amounts of assets and liabilities of Empire New Assets (excluding inter-company loan which is eliminated on consolidation) as at 31 December 2014 are extracted from its audited financial statements for the year ended 31 December 2014.

3. The Disposal shall be satisfied at a consideration consisting of:

   (i) Cash consideration of HK$10,100,000 which has been paid by cash upon the execution of the Conditional Agreement; and

   (ii) Allotment and issue of 850,000,000 Consideration Shares by Mission Capital at an issue price of HK$0.094 per Consideration Share upon Completion.

   For the purpose of this Unaudited Pro Forma Financial Information, the fair value of each Consideration Share of HK$0.101 was based on the closing price of Mission Capital as at 31 December 2014. On this basis, this adjustment reflects the issue of 850,000,000 Consideration Shares as part of the Consideration of the Disposal.

   The fair value of the Consideration Shares to be recorded in the consolidated financial statements of the Group at the Completion Date shall be based on the fair value of Mission Capital at the Completion Date, which could be materially different from fair value as shown in this Unaudited Pro Forma Financial Information.

   Upon Completion, the Consideration Shares will be accounted for as equity instruments at fair value through profit or loss which will be initially recognised at fair value as the Directors consider that the Consideration Shares are principally held for trading.

4. The transaction costs including legal fees and other professional fees related to the Transaction was approximated to HK$1,160,000.

5. This adjustment represented the estimated gain on the Disposal of approximately HK$62,939,000 based on the fair value of Consideration as at 31 December 2014 of HK$95,950,000 after deduction of carrying amounts of assets and liabilities of Empire New Assets and estimated related expenses of HK$33,011,000.

(B) INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this circular, in respect of the unaudited pro forma financial information of the Group.

EY 安永

Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

To the Directors of Qualipak International Holdings Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Qualipak International Holdings Limited (the ''Company'') and its subsidiaries (hereinafter collectively referred to as the ''Group'') by the directors of the Company (the ''Directors'') for illustrative purpose only. The pro forma financial information consists of the pro forma consolidated statement of financial position as at 31 December 2014 and related notes as set out on pages 35 to 38 of the circular dated 30 April 2015 (the ''Circular'') issued by the Company (the ''Pro Forma Financial Information''). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in Section A of Appendix III of the Circular.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Group's disposal of its entire equity interest in Empire New Assets Limited, a wholly-owned subsidiary of the Company, together with the transactions contemplated under the conditional agreement dated 16 February 2015 entered into between Qualipak Development Limited (a wholly-owned subsidiary of the Company) and Million Brilliance Limited including the acceptance of consideration shares (being 850,000,000 shares of Mission Capital Holdings Limited (stock code: 1141), a company listed on the main board of the Hong Kong Stock Exchange) (the ''Transaction'') on the Group's financial position as at 31 December 2014 as if the Transaction had taken place at 31 December 2014. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2014 as set out in the annual report of the Company dated 23 March 2015.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information, in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of the Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Transaction on unadjusted financial information of the Group as if the Transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the Transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly complies on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong

30 April 2015

The following is the text of a letter and valuation certificate, prepared for the purpose of incorporation in this circular received from Asset Appraisal Ltd., an independent valuer, in connection with its valuation as at 31 March 2015 of the Property.

Asset Appraisal Limited
中誠達資產評值顧問有限公司

Rm 901, 9/F., On Hong Commercial Building
145 Hennessy Road, Wanchai, Hong Kong
香港灣仔軒尼詩道145號
安康商業大廈9字樓901室
Tel : (852) 2529 9448 Fax : (852) 3521 9591

30 April 2015

The Board of Directors
Qualipak International Holdings Limited

7th Floor,
China United Centre,
No.28 Marble Road
Hong Kong

Dear Sirs,

7th Floor, China United Centre
No.28 Marble Road
Hong Kong

In accordance with the instructions from **Qualipak International Holdings Limited** (referred to as the "**Company**") to value the captioned property interests (referred to as the "**Property**"), we confirm that we have carried out inspection of the Property, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Property as at 31 March 2015 (the "**valuation date**").

Basis of Valuation

Our valuation of the Property represents its market value which is defined in the International Valuation Standards as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Valuation Methodology

We have valued the Property by the comparison method where comparison based on prices realised or market prices of comparable property is made. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values.

Assumptions

Our valuation has been made on the assumption that the owner sells its interests in the Property on the market in its existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect its value.

As the Property is held by the owner or his successor-in-title by means of long term Government leases, we have assumed that the owner or his successor-in-title has free and uninterrupted rights to use the property for the whole of the unexpired term of its Government leases subject to payment of Ground rent to the Government.

Other special assumptions for our valuation (if any) would be stated out in the footnotes of the valuation certificate attached herewith.

Titleship

We have conducted title and encumbrance search for the Property at the Land Registry and the registration details have been disclosed herein for reference only. However, we have not verified ownership of the property and the existence of any encumbrances that would affect legal title to the Property.

Limiting Conditions

No allowance has been made in our report for any charges, mortgages or amounts owing on the Property nor for any expenses or taxation which may be incurred in effecting a sale. Our valuation has been made on the basis that the Property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

The Property was inspected on 7 February 2015 by TSE Wai Leung, who is a member of the Hong Kong Institute of Surveyors and a member of the Royal Institution of Chartered Surveyors. During the site inspection, we have ascertained the following matters of the Property:

- the general environment and development conditions of the area in which the Property is situated;
- the existing use of the Property;

- the occupancy of the Property;
- the facilities provided by the Property;
- the existence of any non-conformity use within the Property;
- the repair and maintenance conditions of the Property; and
- the existence of any closure order and resumption order affixed to the Property.

However, no structural survey has been made for it. In the course of our inspection, we did not note any apparent defects. We are not, however, able to report whether the Property is free of rot, infestation or any structural defect. No test was carried out on any of the building services and equipment.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also sought confirmation from the Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the Property, we have complied with all the requirements contained in Chapter 5 of the Rules Governing the Listing of Securities on the Main Board issued by The Stock Exchange of Hong Kong Limited; the HKIS Valuation Standards on Properties (2012 Edition) published by The Hong Kong Institute of Surveyors.

All monetary sums stated in this report are in Hong Kong Dollar (HK$).

Our valuation certificate is attached herewith.

Yours faithfully,
for and on behalf of
Asset Appraisal Ltd.
Tse Wai Leung
MFin BSc MRICS MHKIS RPS(GP)
Director

Tse Wai Leung is a member of the Royal Institution of Chartered Surveyors, a member of The Hong Kong Institute of Surveyors, a Registered Professional Surveyor in General Practice and a qualified real estate appraiser in the PRC. He is on the list of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers of the Hong Kong Institute of Surveyors, and has over 10 years' experience in valuation of properties in Hong Kong.

VALUATION CERTIFICATE

Property interests held by the Company for investment

Property	Description and tenure	Particulars of occupancy	Existing state as at 31 March 2015
7th Floor China United Centre No.28 Marble Road Hong Kong 617/23400th parts or shares of and in Sub-sections 2, 4, 5, the Remaining Portion, Sub-sections 2, 3, 4, 5, 6 and the Remaining Portion of Section A of Sub-section 1, Sections A, B and the Remaining Portion of Sub-section 3 of Section A of Inland Lot No. 3504.	The Property comprises the whole 7th floor within a 24-storey office building surmounted over a 5-storey commercial/car parking podium and 1 commercial basement level. The subject building was completed in about 1997. The gross floor area of the Property is approximately 10,963 square feet. The Property is held under Conditions of Sale No. UB3369 for a term of 75 years and renewable for another term of 75 years commencing on 17 October 1932.	Subsequent to the valuation date, the Property is subject to a licence agreement by virtue of which the licencee is permitted to use the Property over the period from 1 April 2015 to 31 March 2017 at a monthly licence fee of HK$300,000 exclusive of rates, Government Rent and management fees. The Property is currently being operated by the Company and its subsidiaries as office.	HK$92,000,000

Notes:

1. The registered owner of the Property is Empire New Assets Limited registered via memorial no. 05070200880056 dated 8 June 2005.

2. Occupation Permit (No.7/97/P&R/OP) of the Property was registered via memorial no.UB7259403 on 28 August 1997.

3. Deed of Mutual Covenant and Management Agreement with Plans of the Property was registered via memorial no.UB7292568 on 15 September 1997.

4. The Property is subject to a mortgage in favour of BNP Paribas for all moneys registered via memorial no, 12091801570290 dated 6 September 2012.

5. The Property is falling within an area currently being zoned Commercial/Residential under the North Point Outline Zoning Plan No. S/H8/24.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS BY DIRECTORS

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange:

Long Positions in the Shares

Name of Directors	Capacity	Number of Shares	Approximate percentage of shareholding
Dr. Lam How Mun Peter	Beneficial owner	318,520	0.01%
Ms. Poon Ho Yee Agnes	Beneficial owner	104,000	0.00%

As at the Latest Practicable Date, no options over Shares have been granted to the current Directors under the share option scheme of the Company.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

Save as disclosed below, as at the Latest Practicable Date, according to the register of interests kept by the Company under Section 336 of the SFO and so far as was known to the Directors, no person or company had an interest or short position in Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

(i) Interests in the Company

Name of Shareholders	Capacity	Number of Shares	Approximate percentage of shareholding
Amazing Bay Limited	Beneficial owner	1,167,713,120	40.61%
Ms. Lo Ki Yan Karen ("Ms. Lo")	Interest in controlled corporation	1,167,713,120	40.61%

Note: 1,167,713,120 Shares were held by Amazing Bay Limited, a company wholly-owned by Ms. Lo. Accordingly, Ms. Lo was deemed to be interested in the same number of Shares held by Amazing Bay Limited.

(ii) Interests in other members of the Group

Name of subsidiary of the Group	Name of owner of shares or equity interest of the subsidiary	Effective percentage of equity interest held
Theme Production House Limited	Ms. Chow Hoi Yin Riter	25%
Theme Production House Limited	Mr. Yee Chan Chian	24%

4. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, there were no contracts or arrangements in which a Director was materially interested and significant in relation to the business of the Group. As at the Latest Practicable Date, none of the Directors has, directly or indirectly, any interest in any assets which have since 31 December 2014 (being the date to which the latest published audited accounts of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

5. COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or the controlling shareholders (as defined under the Listing Rules), nor their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under the Listing Rules.

6. EXPERTS AND CONSENTS

The following is the qualifications of the experts who have given opinions or advice, which are contained in this circular:

Name	Qualification
Ernst & Young	certified public accountants
Asset Appraisal Limited	property valuer

As at the Latest Practicable Date, none of the above experts had direct or indirect shareholdings in any member of the Group, or any right (whether legal enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interests, directly or indirectly, in any assets which have been acquired, disposed of by or leased to or which are proposed to be acquired, disposed of by or leased to the Company or any of their respective subsidiaries, respectively, since 31 December 2014, being the date to which the latest published audited financial statements of the Group were made up.

The above experts have given and have not withdrawn their written consents to the issue of this circular with the inclusion therein of its reports and references to its name in the form and context in which they appear.

7. SECRETARY OF THE COMPANY

The secretary of the Company is Ms. Fung Pui Ling, who is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.

8. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contracts with the Company or any other member of the Group (excluding contracts expiring or determinable by the Company or other members of the Group within a year without payment of any compensation (other than statutory compensation)).

9. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

10. MATERIAL CONTRACTS

The following contracts have been entered into by the Group (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of the Latest Practicable Date and are or may be material:

(1) The Conditional Agreement.

(2) The Placing Agreement dated 21 April 2015, entered into between the Company and Freeman Securities Limited in respect of the placing of 287,531,980 unlisted warrants, on a fully-underwritten basis, at the placing price of HK$0.01 per warrant and the subscription price of HK$0.70 per warrant share.

(3) The Conditional Agreement dated 20 April 2015, entered into between Highup Global Limited, an indirect wholly owned subsidiary of the Company, Mistler Investments Limited and Long, Wei Betty in respect of the sale and purchase of the entire issued capital in High Gear Holdings Limited, at a total consideration of HK$496,250,000.

(4) The Sale and Purchase Agreement dated 30 March 2015, entered into between Onestep Enterprises Limited, an indirect wholly owned subsidiary of the Company, and Technical Group Holdings Limited in respect of disposal of 30% interest in an associate of the Company, Technical International Holdings Limited, for a consideration of HK$6 million.

(5) The Memorandum of Understanding dated 18 February 2015 entered into between Mistler Investments Limited and the Company in respect of the sale and purchase of the entire issued capital in Sebbington Investments Limited.

(6) The Conditional Agreement dated 28 November 2014 entered into between Qualipak Development Limited in respect of the sale and purchase of the entire issued share capital of King Place Investments Limited together with assignment of the loan for a consideration of HK$92 million.

11. CORPORATE INFORMATION

Registered office	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Head office and principal place of business in Hong Kong	7th Floor, China United Centre 28 Marble Road North Point Hong Kong
Authorised representatives	Ms. Poon Ho Yee Agnes Ms. Sun Dixie Hui
Company secretary	Ms. Fung Pui Ling
Legal adviser to the Company in relation to the Disposal	Shum & Co., Solicitors Suite 2801-03, & 06, 28/F., China United Centre 28 Marble Road North Point Hong Kong
Auditor and reporting accountants	Ernst & Young *Certified Public Accountants*
Share registrar and transfer office of the Company	*Principal share registrar and transfer office* MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke HM08 Bermuda *Hong Kong branch share registrar and transfer office* Tricor Secretaries Limited Level 22, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

Principal bankers	BNP Paribas, Hong Kong branch 63/F, Two IFC, 8 Finance Street Central, Hong Kong The Hong Kong and Shanghai Banking Corporation Limited HSBC Main Building 1 Queen's Road Central Hong Kong

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistencies.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents for inspection during business hours on any weekday (except Saturdays, Sunday and public holidays) at the head office and principal place of business of the Company in Hong Kong at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong from the date of this circular up to and the date of the SGM.

(a) the memorandum of association and the Bye-laws of the Company;

(b) the annual reports of the Company for the three financial years ended 31 December 2012, 2013 and 2014;

(c) the independent reporting accountants' assurance report on the compilation of pro forma financial information as set out on pages 39 to 41 of this circular;

(d) the property valuation report from Asset Appraisal Limited, the text of which is set out on pages 42 to 44 of this circular;

(e) the material contracts disclosed in the section headed "Material Contracts" in this Appendix;

(f) the written consents from the experts as referred to in the section headed "Experts and Consents" in this Appendix; and

(g) this circular.

Qualipak International Holdings Limited
確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Qualipak International Holdings Limited (the "**Company**") will be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 10:30 a.m. on 18 May 2015 or immediately after the conclusion of the annual general meeting of the Company, whichever is later, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as an ordinary resolution:-

ORDINARY RESOLUTION

"**THAT**

(a) the conditional agreement dated 16 February 2015 (the "**Conditional Agreement**") entered into between Qualipak Development Limited ("**Qualipak Development**"), a direct wholly owned subsidiary of the Company, and Million Brilliance Limited ("**Million Brilliance**") in relation to the proposed disposal of 100 shares of Empire New Assets Limited ("**Empire New Assets**") by Qualipak Development to Million Brilliance together with the assignment of the outstanding unsecured and non-interest bearing shareholder's loan advanced by Qualipak Development to Empire New Assets, a copy of which has been produced to the meeting and marked "**A**" and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved, ratified and confirmed;

(b) the transactions contemplated under the Conditional Agreement, including the acceptance of 850,000,000 new ordinary shares of Mission Capital Holdings Limited to be allotted and issued to Qualipak Development or its nominee as part of the consideration to Qualipak Development, be and are hereby approved and confirmed; and

(c) any one or more of the directors of the Company be and is hereby authorized for and on behalf of the Company to do all acts and things and execute any agreement, deeds, instruments and any other documents, under hand or under seal in accordance with the bye-laws of the Company, or make such arrangement as he/she in his/her absolute discretion consider to be necessary, appropriate or desirable or give full effect to or in connection with the Conditional Agreement and the transactions contemplated thereunder including the acceptance of 850,000,000 new ordinary shares of Mission Capital Holdings Limited, and to agree to such variation, amendment, supplement or wavier of matters relating thereto as are, in the opinion of such director or directors, necessary, appropriate or desirable and in the interest of the Company and its shareholders as a whole."

By order of the Board
Qualipak International Holdings Limited
Lam How Mun Peter
Chairman

Hong Kong, 30 April 2015

Notes:

1. A member who is entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.

2. A form of proxy for use at the special general meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending the special general meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.

3. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.