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DT CAPITAL LIMITED

鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

ANNOUNCEMENT OF AUDITED RESULTS FOR THE YEAR ENDED 31 DECEMBER 2014

The board of directors (the “Board”) of DT Capital Limited (the “Company”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2014 together with the comparative figures for the year ended 31 December 2013 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2014

	Note	2014 HK\$	2013 HK\$
Turnover	4	182,016	182,016
Other revenue	5	332,825	—
Other gain	5	3,168,300	134,000
Administrative and other operating expenses		(7,051,304)	(6,274,823)
Finance costs	6	(374,351)	(706,068)
Loss before taxation	7	(3,742,514)	(6,664,875)
Income tax expense	8	—	—
Loss and total comprehensive loss attributable to equity holders of the Company		<u>(3,742,514)</u>	<u>(6,664,875)</u>
Loss per share			
Basic	9	<u>(0.004)</u>	<u>(0.093)</u>
Diluted	9	<u>N/A</u>	<u>N/A</u>
Dividend		<u>Nil</u>	<u>Nil</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2014

	<i>Note</i>	2014 HK\$	2013 <i>HK\$</i>
Non-current assets			
Property, plant and equipment		376,741	1
Available-for-sale financial assets	10	<u>28,000,000</u>	<u>—</u>
		28,376,741	1
Current assets			
Other receivables, deposits and prepayments	11	958,664	119,435
Financial assets at fair value through profit or loss	12	8,506,508	5,338,208
Cash and bank balances		<u>113,854,617</u>	<u>6,282</u>
		<u>123,319,789</u>	<u>5,463,925</u>
Current liabilities			
Short term loans		—	9,380,184
Amount due to a director		400,000	9,316,392
Other payables and accruals	13	<u>1,521,638</u>	<u>15,219,433</u>
		<u>1,921,638</u>	<u>33,916,009</u>
Net current assets/(liabilities)		<u>121,398,151</u>	<u>(28,452,084)</u>
Net assets/(liabilities)		<u>149,774,892</u>	<u>(28,452,083)</u>
Capital and reserves			
Share capital		18,995,000	720,000
Reserves		<u>130,779,892</u>	<u>(29,172,083)</u>
Total equity/(deficit)		<u>149,774,892</u>	<u>(28,452,083)</u>
Net asset/(liability) value per share	14	<u>0.08</u>	<u>(0.40)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2014

1. GENERAL

DT Capital Limited (“the Company”) (formerly known as Incutech Investments Limited) is a public limited company incorporated in the Cayman Islands with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is 1/F., Shun On Commercial Building, 112-114 Des Voeux Road Central, Hong Kong.

The Company and its subsidiaries (“the Group”) engage in investment holding and trading of securities.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with HKFRSs which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements have been prepared under the historical cost convention except that financial assets at fair value through profit or loss are stated at fair value.

3.1 ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has adopted the following revised standards and a new interpretation for the first time for the current year’s financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	<i>Investment Entities</i>
Amendments to HKAS 32	<i>Offsetting Financial Assets and Financial Liabilities</i>
Amendments to HKAS 36	<i>Recoverable Amount Disclosures for Non-Financial Assets</i>
Amendments to HKAS 39	<i>Novation of Derivatives and Contribution of Hedge Accounting</i>
HK(IFRIC)-Int 21	<i>Levies</i>

The nature and the impact of each amendment and interpretation is described below:

- a) Amendments to HKFRS 10 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The amendments have had no impact on the Group as the Company does not qualify as an investment entity as defined in HKFRS 10.
- b) Amendments to HKAS 32 clarify the meaning of “currently has a legally enforceable right to set off” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments have had no impact on the Group as the Group does not have any offsetting arrangement.
- c) Amendments to HKAS 36 remove the unintended disclosure requirement made by HKFRS 13 on the recoverable amount of a cash-generating unit which is not impaired. In addition, the amendments require the disclosure of the recoverable amounts for the assets or cash-generating units for which an impairment loss has been recognised or reversed during the reporting period, and expand the disclosure requirements regarding the fair value measurement for these assets or units if their recoverable amounts are based on fair value less costs of disposal. The amendments have had no impact on the financial position or performance of the Group.
- d) Amendments to HKAS 39 provide an exception to the requirement of discontinuing hedge accounting in situations where over-the-counter derivatives designated in hedging relationships are directly or indirectly, novated to a central counterparty as a consequence of laws or regulations, or the introduction of laws or regulations. For continuance of hedge accounting under this exception, all of the following criteria must be met: (i) the novations must arise as a consequence of laws or regulations, or the introduction of laws or regulations; (ii) the parties to the hedging instrument agree that one or more clearing counterparties replace their original counterparty to become the new counterparty to each of the parties; and (iii) the novations do not result in changes to the terms of the original derivative other than changes directly attributable to the change in counterparty to achieve clearing. The amendments have had no impact on the Group as the Group has not novated any derivatives during the current and prior years.
- e) HK(IFRIC)-Int 21 clarifies that an entity recognises a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. The interpretation also clarifies that a levy liability is accrued progressively only if the activity that triggers payment occurs over a period of time, in accordance with the relevant legislation. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be recognised before the specified minimum threshold is reached. The interpretation has had no impact on the Group as the Group applied, in prior years, the recognition principles under HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* which for the levies incurred by the Group are consistent with the requirements of HK(IFRIC)-Int 21.

3.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to HKAS1 HKFRS 9	<i>Disclosure Initiative</i> ² <i>Financial Instruments</i> ⁴
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ²
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i> ²
Amendments to HKFRS 11 HKFRS 14 HKFRS 15	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ² <i>Regulatory Deferral Accounts</i> ⁵ <i>Revenue from Contracts with Customers</i> ³
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ²
Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions</i> ¹
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i> ²
<i>Annual Improvements — 2010-2012 Cycle</i>	Amendments to a number of HKFRSs ¹
<i>Annual Improvements — 2011-2013 Cycle</i>	Amendments to a number of HKFRSs ¹
<i>Annual Improvements — 2012-2014 Cycle</i>	Amendments to a number of HKFRSs ²

¹ Effective for annual periods beginning on or after 1 July 2014

² Effective for annual periods beginning on or after 1 January 2016

³ Effective for annual periods beginning on or after 1 January 2017

⁴ Effective for annual periods beginning on or after 1 January 2018

⁵ Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group

In addition, the Hong Kong Companies Ordinance (Cap. 622) will affect the presentation and disclosure of certain information in the consolidated financial statements for the year ending 31 December 2015. The Group is in the process of making an assessment of the impact of these changes.

4. TURNOVER

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Dividend income from listed equity securities	<u>182,016</u>	<u>182,016</u>

As the Group has just completed the reorganisation and resumption of trading of shares, therefore, there were no proceeds from sales of available-for-sale financial assets and sales of financial assets at fair value through profit or loss included in the turnover.

No analysis of the Group's turnover and contribution to operating profit for the current and prior years set out by principal activities and geographical markets is provided. It is because the Group has only one single business segment, investment holding, and all the consolidated turnover and the consolidated results of the Group are attributable to performance of the markets in Hong Kong.

No information about major customers has been disclosed as a substantial portion of the Group's income is derived from the Group's investments in listed equity securities and the disclosure of information regarding customers would not be meaningful.

5. OTHER REVENUE AND GAIN

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Other revenue		
Interest income	<u>332,825</u>	<u>—</u>
Other gain		
Unrealised gain on financial assets at fair value through profit or loss	<u>3,168,300</u>	<u>134,000</u>

6. FINANCE COSTS

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Interest on unsecured short term loans wholly repayable within five years	374,251	706,068
Interest on bank overdraft	<u>100</u>	<u>—</u>
	<u>374,351</u>	<u>706,068</u>

7. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging:

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Auditors' remuneration	200,000	140,000
Depreciation	14,623	72,584
Investment management fee paid to an investment manager	1,013,248	600,000
Financial advisory fee paid to:		
i) an investment manager	212,903	—
ii) an independent financial advisor	50,000	—
Staff costs, including defined contributions of HK\$29,605 (2013: HK\$23,400) to a defined contribution mandatory provident fund scheme	2,634,047	2,197,400
Minimum lease payments on properties under operating leases	<u>504,599</u>	<u>412,437</u>

8. INCOME TAX EXPENSE

- (a) No provision for Hong Kong profits tax has been made as the Group incurred a loss for the years ended 31 December 2014 and 31 December 2013.
- (b) Reconciliation between income tax expense and the Group's accounting loss at the statutory income tax rate is set out below:

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Loss before taxation	<u>(3,742,514)</u>	<u>(6,664,875)</u>
Tax effect at the statutory income tax rate of 16.5% (2013: 16.5%)	(617,514)	(1,099,704)
Tax effect of profit not subject to taxation	(572,427)	(52,143)
Tax effect of non-deductible expenses	138,532	5,156
Tax effect on unrecognised temporary differences	(35,516)	—
Tax effect of unused tax losses not recognised	1,086,925	1,135,852
Others	—	10,839
Income tax expense	<u>—</u>	<u>—</u>

- (c) At the end of the reporting period, the Group has unutilised tax losses of HK\$30,816,612 (2013: HK\$24,229,186) available for offsetting against future taxable profits. However, no deferred tax asset has been recognised due to the unpredictability of future taxable profits. The tax losses may be carried forward indefinitely.

9. LOSS PER SHARE

The basic loss per share is based on the Group's loss attributable to equity holders of the Company of HK\$3,742,514 (2013: HK\$6,664,875) and the weighted average number of 927,993,151 (2013: 72,000,000) ordinary shares in issue during the year.

There is no diluted loss per share for the years ended 31 December 2014 and 31 December 2013 presented since the Company had no dilutive potential ordinary shares.

10. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Unlisted equity securities, at cost	3,000,000	—
Unlisted debt securities, at cost	25,000,000	—
	<u>28,000,000</u>	<u>—</u>

At the end of the reporting period, the unlisted equity and debt securities are stated at cost because their fair values cannot be measured reliably. In the opinion of the directors, the costs of these unlisted equity and debt securities are not materially different from their fair values.

11. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Deposits	339,950	109,220
Prepayment	349,194	398
Other receivables	269,520	9,817
	<u>958,664</u>	<u>119,435</u>

No ageing analysis is disclosed for other receivables in view of the fact that they comprise mainly accrued interest income from unlisted debt securities.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2014 <i>HK\$</i>	2013 <i>HK\$</i>
Equity securities listed in Hong Kong at fair value	<u>8,506,508</u>	<u>5,338,208</u>
Market value of listed equity securities	<u>8,506,508</u>	<u>5,338,208</u>

13. OTHER PAYABLES AND ACCRUALS

Included in the other payables and accruals are the amounts due to directors arising from unsettled directors' fees amounting to HK\$Nil (2013: HK\$8,038,575), the amount due to investment manager for unsettled investment management fee amounting to HK\$763,248 (2013: HK\$2,800,000) and the amount due to financial advisor for unsettled financial advisory fee amounting to HK\$212,903 (2013: HK\$Nil).

No ageing analysis is disclosed as they are not trade creditors.

14. NET ASSET/(LIABILITY) VALUE PER SHARE

The calculation of net asset/(liability) value per share is based on the net assets of HK\$149,774,892 (2013: net liabilities of HK\$28,452,083) and the 1,899,500,000 (2013: 72,000,000) ordinary shares in issue as at 31 December 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the year under review, DT Capital Limited (formerly known as Incutech Investments Limited) (the “Company”) and its subsidiaries (the “Group”) has been successful in applying for the resumption of trading of shares (“the Resumption”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). With effect from 9:00 a.m. on 29 September 2014, the Company has resumed trading its shares on the Stock Exchange which was suspended since 9:30 a.m. on 13 June 2008.

For the year ended 31 December 2014, the Group recorded a loss attributable to equity holders of approximately HK\$3.7 million (2013: loss HK\$6.7 million). The loss per share was HK\$0.004 (2013: HK\$0.093). A decrease in loss in 2014 was mainly due to an increase in the net unrealised gain on financial assets at fair value through profit or loss of approximately HK\$3 million while compared with 2013. In addition, a decrease of interest expenses on unsecured short term loans from approximately HK\$0.71 million to HK\$0.37 million. The decrease in interest expenses was mainly due to the unsecured short term loans which had been fully settled in the middle of the year. Turnover in both 2014 and 2013 represented dividend income received from the financial assets at fair value through profit or loss of approximately HK\$0.18 million.

Upon resumption of trading of shares on the Stock Exchange, management has followed the Company’s investment objectives, policies and restrictions to seek new investments. Furthermore, the Company has entered into the New Management Agreement and Corporate Finance Advisory Agreement with Hua Yu Investment Management Limited (“Hua Yu”) in relation to the appointment of Hua Yu as the Company’s investment manager and corporate finance advisor from 1 June 2014 to 31 May 2017. Hua Yu has proactively sought investment opportunities for the Group during the second half of the year 2014. Hence, the Group has successfully completed two investment plans. These include the subscription of a 3-year bond with 7% coupon rate issued by Yi Hua Department Store Holdings Limited (“Yi Hua Store”), which is a listed company in the Stock Exchange (stock code: 2213). Furthermore, the Company invested 20% in Good Quality Investment Limited (“Good Quality”) in order to diversify the portfolio risk of the Company.

Prospects

2014 was a year with slow recovery in developed economies and increasing worries about the dynamics in emerging market economies. The global growth was lower than initially expected, picked up only marginally in 2014, to 2.6%, from 2.5% in 2013. With China slowing down and Japan and Eurozone stagnating, the global economy has become increasingly reliant on the US.

Looking ahead to the year of 2015, there are some glimmers of hope for a slightly faster pace of world growth. The International Monetary Fund (IMF)’s growth forecasts for the 2015 global economy is 3.5%.

Management would expect the US Federal Reserve might start raising rates in 2015 and the US growth is to be on an upswing. The US is actually the only major economy where the IMF has raised growth forecasts for the next two years. It may see a boost from lower oil prices and strong domestic demand helping the US economy to grow by 3.6% in 2015.

Eurozone growth is expected to rise moderately because of the strength of the US economy and the weak Euro, both of which help European exports, as well as the European Central Bank's easing monetary policy. The IMF predicts Eurozone growth of 1.2% in 2015 and 1.4% in 2016.

China's economy is expected to gradually slow down in the coming years in line with the government's strategy to promote more balanced economic growth. The main downside risks continue to be the housing market adjustment, the decelerating credit growth and the advancement of difficult structural reforms in areas, such as local government debt management and interest rate liberalisation, etc. The IMF predicts China will expand 6.8% in 2015 and 6.3% in 2016.

As to financial market, management believe that in 2015 investors may see more volatility than in 2014. The combination of monetary policy divergence among global central banks and the prospect of the US rate hikes should lead to spikes in financial market volatility from time to time. Management always believe the key to success is in managing risk successfully. Management will continue to be cautious yet creative in our investment strategy and portfolio management.

Moreover, apart from trading securities, Hua Yu together with the management will continue to look with caution for other favourable investment opportunities with potential of asset appreciation as well as with a sustainable income stream across various sectors and regions to increase shareholder's return.

Financial Review

Liquidity and Financial Resources

The financial position of the Group changed from a weak position for the last corresponding year to a strong position with low debt leverage and strong interest cover as at 31 December 2014.

As at 31 December 2014, the total equity of the Group amounted to approximately HK\$149.78 million, representing an increase of approximately HK\$178.23 million that compared with the last year (Net liabilities: HK\$28.45 million). During the year, the Company has allotted and issued the subscription shares of 1,400,000,000 shares at the subscription price of HK\$0.1 per share to Sharp Years Limited and Hugo Lucky Limited (collectively, the "Offerors") pursuant to the terms and conditions of the subscription agreement (the "Subscription Agreement"). The subscription fund of HK\$140 million was received at the completion date on 30 June 2014. The Company had

proposed to issue 427,500,000 ordinary shares at the price of HK\$0.1 per share (the “Open Offer Share”) to the existing shareholders by way of Open Offer, which was approved by the Independent Shareholders at the extraordinary general meeting (the “EGM”) on 24 June 2014. The Open Offer became unconditional on 27 August 2014 and was completed on 29 August 2014. The net proceeds from the Open Offer Share of approximately HK\$41.97 million had been fully received on the completion date.

As at 31 December 2014, the Group maintained a strong cash position and held short-term bank deposits, bank balances and cash amounting to HK\$113.85 million (31 December 2013: HK\$6,300).

The Group had net financial asset investments of approximately HK\$36.51 million as at 31 December 2014 (31 December 2013: HK\$5.34 million).

Gearing Ratio

The Group’s total borrowings, comprising the amount due to a director and other payables and accruals, amounted to HK\$1.92 million as at 31 December 2014 (31 December 2013: HK\$33.92 million comprising short term loans, amount due to a director, and other payables and accruals). Pursuant to the circular of the Company dated 9 June 2014, the Company will use approximately HK\$39.9 million for settlement of the liabilities of the Group. Hence, the total borrowings of HK\$33.92 million as at 31 December 2013 had been settled during the year.

The Group’s gearing ratio calculated on the basis of total borrowings over the shareholders’ equity of the Company was approximately 1.28% as at 31 December 2014. As at 31 December 2013, the Group’s gearing ratio was not applicable since the Group was in a negative equity position.

Final Dividend

The Board has resolved not to recommend any payment of final dividend for the year ended 31 December 2014 (2013: Nil).

Capital Structure

As at 31 December 2013, the authorised share capital of the Company was HK\$5,000,000 divided into 500,000,000 Shares at par value of HK\$0.01 each, of which 72,000,000 Shares have been issued and allotted as fully paid or credited as fully paid.

(a) Increase in Authorised Share Capital

The authorised share capital has been increased from HK\$5,000,000 divided into 500,000,000 shares to HK\$20,000,000 divided into 2,000,000,000 shares by the creation of an additional 1,500,000,000 shares, of which the ordinary resolution was passed by the Independent Shareholders at the EGM held on 24 June 2014.

(b) Increase in Issued and Fully paid Share Capital

Pursuant to the Subscription Agreement, the Company has allotted and issued the subscription shares, being 1,400,000,000 shares at the subscription price of HK\$0.1 per subscription share to the Offerors. The subscription of shares by Offerors was completed on 30 June 2014.

And on 29 August 2014, the Company has allotted and issued the open offer shares, being 427,500,000 shares at the price of HK\$0.1 per share to the other public shareholders. The net proceeds from the allotment was approximately HK\$41,969,000.

Capital Commitment and Contingent Liabilities

As at 31 December 2014, the Group had no material capital commitment and contingent liabilities.

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's assets and liabilities are mainly denominated in Hong Kong Dollars and, therefore, the Group has no significant exposure to foreign exchange fluctuation.

Share Options

The Company does not have any share option scheme.

Employees and Remuneration Policies

As at 31 December 2014, the Group employed a total of 5 employees (2013: 4) including the executive directors of the Company. The remuneration packages consist of basic salary, mandatory provident fund, medical insurance, and other benefits considered as appropriate. Remuneration packages are generally structured by reference to market terms, individual qualification and performance. They are under periodic review based on individual merit and other market factors.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries for the year ended 31 December 2014.

CORPORATE GOVERNANCE

The Board has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the year ended 31 December, 2014, the Company has complied with the code provisions under the CG Code, save and except for the following:

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company has not fixed the term of appointment for non-executive directors and independent non-executive directors which constitutes a deviation from code provision A.4.1. However, all non-executive directors and independent non-executive directors of the Company are subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company.

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meeting and develop a balanced understanding of the views of shareholders. Two independent non-executive directors were unable to attend the annual general meeting (“AGM”) of the Company held on 2 September 2014 due to their other business engagements.

Apart from the above-mentioned deviations, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the code provision. The practice of the corporate governance of the Company will be reviewed and updated from time to time in order to comply with the requirements of the Listing Rules.

AUDIT COMMITTEE

The Company has established an audit committee according to “A Guide for Effective Audit Committees” published by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee had also reviewed the annual results of the Group for the year ended 31 December 2014 in conjunction with the Company’s external auditors.

The figures in respect of the preliminary announcement of the Group’s results for the year ended 31 December 2014 have been agreed by the Group’s auditors, Li, Tang, Chen & Co, to the amounts set out in the Group’s consolidated financial statements for the year. The work performed by Li, Tang, Chen & Co in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Li, Tang, Chen & Co on the preliminary announcement.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the period.

SUFFICIENCY OF PUBLIC FLOAT

Save as disclosed in the announcement of the Company dated 8 September 2014, according to the information that is publicly available to the Company and within the knowledge of the Board, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

PUBLICATION OF THE FINAL RESULTS AND ANNUAL REPORT

The results announcement is published on the Stock Exchange's website (<http://www.hkex.com.hk>) and the Company's website (<http://www.dt-capitalhk.com>) under sections of "Annual/Interim Report" and "Announcements". The 2014 annual report will be dispatched to the shareholders and will be available on websites of the Stock Exchange and the Company in due course.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my appreciation to the staff and management team of the Group for their contribution in 2014 and would like to give my sincere gratitude to the shareholders for their continual support.

By Order of the Board
DT Capital Limited
Chan Pui Kwan
Chairman

Hong Kong, 27 March 2015

As at the date of this announcement, the Board comprises Mr. Leung King Yue, Alex, Mr. Leong Chi Wai and Mr. Lewis Chan as Executive Directors; Ms. Chan Pui Kwan and Mr. Ma Chun Fai as Non-executive Directors; Mr. Kwok Ming Fai, Mr. Lo Chi Ming and Mr. Jochum Siebren Haakma as Independent Non-executive Directors.