

# **MYANMAR INVESTMENTS INTERNATIONAL LIMITED**

(Company Registration No. 1774652)

Directors' Statement and Financial Statements  
for the financial year ended 31 March 2016

# MYANMAR INVESTMENTS INTERNATIONAL LIMITED

## CORPORATE INFORMATION

Company registration number : 1774652

|                    |   |  |   |
|--------------------|---|--|---|
| Board of Directors | : | Christopher William Knight<br>Maung Aung Htun<br>Anthony Michael Dean<br>Craig Robert Martin<br>Christopher David Appleton<br>Henrik Bodenstab | Independent Non-Executive Chairman<br>Managing Director<br>Finance Director<br>Independent Non-Executive Director<br>Independent Non-Executive Director<br>Independent Non-Executive Director<br>(appointed on 17 May 2016) |
|--------------------|---|--|---|

Company agent and address : Estera Corporate Services (BVI) Limited  
Jayla Place  
Wickhams Cay I  
Road Town  
Tortola  
British Virgin Islands

Registered office : Jayla Place  
Wickhams Cay I  
Road Town  
Tortola  
British Virgin Islands

Website : <http://www.myanmarinvestments.com>

Share registrar : Capita Registrars (Guernsey) Limited  
Mont Crevelt House  
Bulwer Avenue  
St. Sampson  
Guernsey

Independent auditor : BDO LLP  
Public Accountants and Chartered Accountants  
600 North Bridge Road  
#23-01 Parkview Square  
Singapore 188778  
  
Partner-in-charge: Adrian Lee Yu-Min  
(Appointed since the financial period ended 31 March 2014)

Principal banker : DBS Bank Limited  
12 Marina Boulevard, Level 3  
Marina Bay Financial Centre Tower 3  
Singapore 018982

**DIRECTORS' STATEMENT**

---

The Directors of Myanmar Investments International Limited (the "Company") present their statement to the members together with the audited financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 March 2016.

**1. Opinion of the Directors**

In the opinion of the Board of Directors,

- (a) the accompanying consolidated statement of financial position of the Group as at 31 March 2016, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows together with notes thereon are drawn up in accordance with International Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group as at 31 March 2016 and the results of the business, changes in equity and cash flows of the Group for the financial year ended 31 March 2016; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

**2. Directors**

The Directors of the Company in office at the date of this statement are:

Christopher William Knight  
Maung Aung Htun  
Anthony Michael Dean  
Craig Robert Martin  
Christopher David Appleton  
Henrik Bodenstab (Appointed on 17 May 2016)

**3. Arrangements to enable directors to acquire shares and debentures**

Except as disclosed in paragraphs 4 and 5 below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

4. Directors' interests in shares or debentures

The following directors, who held office at the end of the financial year, had interests in shares in the Company (other than wholly-owned subsidiaries) as stated below:

| <u>Name of directors and companies<br/>in which interests are held</u>                    | <u>Shareholdings registered<br/>in name of director or nominee</u> |                             |
|---|--|-----------------------------|
|   | <u>At<br/>1 April 2015</u>   | <u>At<br/>31 March 2016</u> |
| <b><u>Company</u></b>   |  |                             |
| Myanmar Investments International Limited   |  |                             |
| <b><i>Number of ordinary shares</i></b>   |  |                             |
| Christopher William Knight  | 28,000   | 28,000                      |
| Maung Aung Htun   | 373,000  | 373,000                     |
| Anthony Michael Dean  | 223,000  | 223,000                     |
| Craig Robert Martin   | 195,000  | 195,000                     |
| Christopher David Appleton  | 148,000  | 148,000                     |
| <b><i>Number of warrants to subscribe for<br/>ordinary shares of the Company</i></b>      |  |                             |
| Christopher William Knight  | 3,000  | 3,000                       |
| Maung Aung Htun   | 123,000  | 123,000                     |
| Anthony Michael Dean  | 98,000   | 98,000                      |
| Craig Robert Martin   | 145,000  | 145,000                     |
| Christopher David Appleton  | 98,000   | 98,000                      |
| <b><i>Number of share options to subscribe for<br/>ordinary shares of the Company</i></b> |  |                             |
| Christopher William Knight  | 20,000   | 120,000                     |
| Maung Aung Htun   | 242,000  | 742,000                     |
| Anthony Michael Dean  | 198,000  | 658,000                     |
| Craig Robert Martin   | 30,000   | 130,000                     |
| Christopher David Appleton  | 40,000   | 140,000                     |

5. Share option plan

The Company has established a Share Option Plan (the "Plan") for the employees, Directors and advisers of the Group, as well as the employees, directors and advisers of its Investee Companies ("Participants").

The Plan is administered by the Remuneration Committee whose members are:

- Christopher William Knight (Chairman)
- Craig Robert Martin
- Christopher David Appleton
- Henrik Bodenstab (with effect from 13 June 2016)

The Plan in respect of unissued ordinary shares in the Company was adopted by the Company on 21 June 2013.

DIRECTORS' STATEMENT

---

5. Share option plan (Continued)

The Plan is designed to reward a Participant only if there is an appreciation in value of the Company's share price.

The Plan provides that share options granted by the Company under the terms of the Plan shall constitute a maximum of one-tenth of the number of the total number of ordinary shares in issue on the date preceding the date of grant.

Any issue of ordinary shares by the Company will enable the Remuneration Committee to grant further share options which will be granted with an exercise price set at a 10 percent premium to the subscription price paid by shareholders for the issue of ordinary shares that gave rise to the availability of each tranche of the share options. However, the share options that arise as a result of the new ordinary shares being issued in connection with admission have an exercise price of US\$1.10.

Share options can be exercised at any time after the first anniversary and before the tenth anniversary of the grant (as may be determined by the remuneration committee in its absolute discretion) of the respective share options.

Any share options which have not been allocated or which have not vested will not be eligible for conversion into ordinary shares. Where a Participant ceases to be in the employment of or engaged by the Group entities before their Share Options have fully vested, then in the case of a 'good leaver', the Remuneration Committee shall determine in its absolute discretion whether any unvested share options shall continue to be retained by the Participant or lapse without any claim against the Company. The Remuneration Committee has the discretion to re-allocate the number of ordinary shares underlying the portion of any lapsed or unvested share options to be the subject of further options granted under the Plan, subject to certain conditions.

During the financial year, there were 2,680,082 share options available for issue. Of these 1,324,000 share options were granted to Directors and employees during the financial year as follows:

| Option series | Date of grant   | Granted | Exercise price per share | Exercisable period |
|---------------|-----------------|---------|--------------------------|--------------------|
| Series 2      | 2 June 2015     | 25,500  | US\$1.155                | To 1 June 2025     |
| Series 1      | 15 January 2016 | 10,200  | US\$1.100                | To 14 January 2026 |
| Series 2      | 15 January 2016 | 331,700 | US\$1.155                | To 14 January 2026 |
| Series 3      | 15 January 2016 | 956,600 | US\$1.265                | To 14 January 2026 |

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were 785,421 share options unallocated as at the end of the financial year.

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

DIRECTORS' STATEMENT

---

5. Share option plan (Continued)

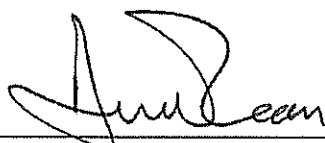
The information on Directors of the Company participating in the Plan is as follows:

| Name of Director           | Options granted during the financial year | Aggregate options granted since commencement of the Plan to the end of financial year | Aggregate options exercised since commencement of the Plan to the end of financial year | Aggregate options lapsed since commencement of the Plan to the end of financial year | Aggregate options outstanding as at end of the financial year |
|----------------------------|---|---|---|--|---|
| Christopher William Knight | 100,000                                   | 120,000   | -   | -  | 120,000   |
| Maung Aung Htun            | 500,000                                   | 742,000   | -   | -  | 742,000   |
| Anthony Michael Dean       | 460,000                                   | 658,000   | -   | -  | 658,000   |
| Craig Robert Martin        | 100,000                                   | 130,000   | -   | -  | 130,000   |
| Christopher David Appleton | 100,000                                   | 140,000   | -   | -  | 140,000   |


6. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept reappointment.

On behalf of the Board of Directors



Anthony Michael Dean  
Director



Maung Aung Htun  
Director

19 September 2016

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MYANMAR INVESTMENTS INTERNATIONAL LIMITED

---

### Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Myanmar Investments International Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group as at 31 March 2016, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year ended 31 March 2016, and a summary of significant accounting policies and other explanatory information.

### *Management's responsibility for the consolidated financial statements*

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
MYANMAR INVESTMENTS INTERNATIONAL LIMITED**

---

**Report on the consolidated financial statements (Continued)**

*Opinion*

In our opinion, the consolidated financial statements of the Group are properly drawn up in accordance with the International Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group as at 31 March 2016 and of the results, changes in equity and cash flows of the Group for the financial year ended 31 March 2016.

A handwritten signature in black ink that reads 'BDO LLP' in a stylized, cursive script.

**BDO LLP**  
Public Accountants and  
Chartered Accountants

Singapore  
19 September 2016

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

|  | Note | 2016<br>US\$       | 2015<br>US\$       |
|--|------|--------------------|--------------------|
| Revenue  |      | -                  | -                  |
| <b>Other item of income</b>  |      |                    |                    |
| Other income   | 4    | 21,598             | 216                |
| <b>Items of expense</b>  |      |                    |                    |
| Employee benefits expense  | 5    | (1,384,666)        | (1,011,340)        |
| Depreciation expense   | 12   | (14,996)           | (12,996)           |
| Other operating expenses   |      | (840,653)          | (642,099)          |
| Finance costs  | 6    | (14,413)           | (11,718)           |
| Share of results of joint venture, net of tax                            | 10   | 16,485             | (62,305)           |
| <b>Loss before income tax</b>  | 7    | (2,216,645)        | (1,740,242)        |
| Income tax expense   | 8    | (19,009)           | (3,156)            |
| <b>Loss for the financial year</b>                                       |      | <u>(2,235,654)</u> | <u>(1,743,398)</u> |
| <b>Other comprehensive income:</b>                                       |      |                    |                    |
| <i>Items that may be reclassified subsequently to profit or loss:</i>    |      |                    |                    |
| Exchange loss arising on translation of foreign operations               |      | (188,435)          | -                  |
| Exchange differences arising from dilution of interest in joint ventures |      | 107,303            | -                  |
| Other comprehensive income for the financial year, net of tax            | 10   | <u>(81,132)</u>    | <u>-</u>           |
| <b>Total comprehensive income for the financial year</b>                 |      | <u>(2,316,786)</u> | <u>(1,743,398)</u> |
| <b>Loss attributable to:</b>   |      |                    |                    |
| Owners of the parent   |      | (2,233,369)        | (1,743,398)        |
| Non-controlling interests  | 13   | <u>(2,285)</u>     | <u>-</u>           |
|  |      | <u>(2,235,654)</u> | <u>(1,743,398)</u> |
| <b>Total comprehensive income attributable to:</b>                       |      |                    |                    |
| Owners of the parent   |      | (2,314,501)        | (1,743,398)        |
| Non-controlling interests  |      | <u>(2,285)</u>     | <u>-</u>           |
|  |      | <u>(2,316,786)</u> | <u>(1,743,398)</u> |
| <b>Loss per share (cents)</b>  |      |                    |                    |
| - Basic and diluted  | 9    | <u>(10.21)</u>     | <u>(23.58)</u>     |

*The accompanying notes form an integral part of these consolidated financial statements.*

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2016

|  | Note | 2016<br>US\$      | 2015<br>US\$     |
|--|------|-------------------|------------------|
| <b>ASSETS</b>                                      |      |                   |                  |
| <b>Non-current assets</b>                          |      |                   |                  |
| Investment in joint venture                        | 10   | 1,813,957         | 1,450,195        |
| Available-for-sale financial assets                | 11   | 31,385,522        | -                |
| Plant and equipment                                | 12   | 16,887            | 24,252           |
| <b>Total non-current assets</b>                    |      | <b>33,216,366</b> | <b>1,474,447</b> |
| <b>Current assets</b>                              |      |                   |                  |
| Other receivables                                  | 14   | 91,750            | 88,854           |
| Cash and cash equivalents                          | 15   | 1,386,059         | 5,049,268        |
| <b>Total current assets</b>                        |      | <b>1,477,809</b>  | <b>5,138,122</b> |
| <b>Total assets</b>                                |      | <b>34,694,175</b> | <b>6,612,569</b> |
| <b>EQUITY AND LIABILITIES</b>                      |      |                   |                  |
| <b>Equity</b>                                      |      |                   |                  |
| Share capital                                      | 16   | 28,765,805        | 8,996,282        |
| Share option reserve                               | 17   | 313,561           | 160,113          |
| Accumulated losses                                 |      | (4,843,655)       | (2,610,286)      |
| Foreign exchange reserve                           |      | (81,132)          | -                |
| <b>Equity attributable to owners of the parent</b> |      | <b>24,154,579</b> | <b>6,546,109</b> |
| Non-controlling interests                          | 13   | 10,398,648        | -                |
| <b>Total equity</b>                                |      | <b>34,553,227</b> | <b>6,546,109</b> |
| <b>LIABILITIES</b>                                 |      |                   |                  |
| <b>Current liabilities</b>                         |      |                   |                  |
| Other payables                                     | 18   | 131,421           | 65,195           |
| Income tax payable                                 |      | 9,527             | 1,265            |
| <b>Total current liabilities</b>                   |      | <b>140,948</b>    | <b>66,460</b>    |
| <b>Total equity and liabilities</b>                |      | <b>34,694,175</b> | <b>6,612,569</b> |

*The accompanying notes form an integral part of these consolidated financial statements.*

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

|  | Note | Share capital<br>US\$ | Share option<br>reserve<br>US\$ | Foreign<br>exchange<br>reserve<br>US\$ | Accumulated<br>losses<br>US\$ | Equity<br>attributable<br>to owners of<br>the parent<br>US\$ | Non-<br>controlling<br>interests<br>US\$ | Total<br>US\$ |
|--|------|-----------------------|---------------------------------|--|-------------------------------|--|--|---------------|
| 2016   |      |                       |                                 |  |                               |  |  |               |
| At 1 April 2015  |      | 8,996,282             | 160,113                         | -                                      | (2,610,286)                   | 6,546,109  | -  | 6,546,109     |
| Loss for the financial year  |      | -                     | -                               | -                                      | (2,233,369)                   | (2,233,369)  | (2,285)                                  | (2,235,654)   |
| Other comprehensive income for the financial year  |      |                       |                                 |  |                               |  |  |               |
| Exchange gains arising on translation of foreign operations  |      | -                     | -                               | (188,435)                              | -                             | (188,435)  | -  | (188,435)     |
| Exchange differences arising from dilution of interest in joint ventures                                 |      | -                     | -                               | 107,303                                | -                             | 107,303  | -  | 107,303       |
| Total other comprehensive income for the financial year  | 10   | -                     | -                               | (81,132)                               | -                             | (81,132)   | -  | (81,132)      |
| Total comprehensive income for the financial year  |      | -                     | -                               | (81,132)                               | (2,233,369)                   | (2,314,501)  | (2,285)                                  | (2,316,786)   |
| Transactions with non-controlling interests: Contribution from non-controlling interests to a subsidiary | 13   | -                     | -                               | -                                      | -                             | -  | 10,400,933                               | 10,400,933    |
| Total transactions with non-controlling interests  |      | -                     | -                               | -                                      | -                             | -  | 10,400,933                               | 10,400,933    |

The accompanying notes form an integral part of these consolidated financial statements.

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

|  | Note | Share<br>capital<br>US\$ | Share option<br>reserve<br>US\$ | Foreign<br>exchange<br>reserve<br>US\$ | Accumulated<br>losses<br>US\$ | Equity<br>attributable<br>to owners of<br>the parent<br>US\$ | Non-<br>controlling<br>interests<br>US\$ | Total<br>US\$ |
|--|------|--------------------------|---------------------------------|--|-------------------------------|--|--|---------------|
| 2016 (Continued)                                   |      |                          |                                 |  |                               |  |  |               |
| Contributions by and distributions to owners       |      |                          |                                 |  |                               |  |  |               |
| Issue of shares                                    | 16   | 19,942,397               | -                               | -                                      | -                             | 19,942,397   | -  | 19,942,397    |
| Share issue expenses                               | 16   | (172,874)                | -                               | -                                      | -                             | (172,874)  | -  | (172,874)     |
| Grant of share options to employees                | 17   | -                        | 153,448                         | -                                      | -                             | 153,448  | -  | 153,448       |
| Total contributions by and distributions to owners |      | 19,769,523               | 153,448                         | -                                      | -                             | 19,922,971   | -  | 19,922,971    |
| At 31 March 2016                                   |      | 28,765,805               | 313,561                         | (81,132)                               | (4,843,655)                   | 24,154,579   | 10,398,648                               | 34,553,227    |

The accompanying notes form an integral part of these consolidated financial statements.

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

|  | Note | Share capital<br>US\$ | Share option<br>reserve<br>US\$ | Accumulated<br>losses<br>US\$ | Total<br>US\$ |
|--|------|-----------------------|---------------------------------|-------------------------------|---------------|
| 2015   |      |                       |                                 |                               |               |
| At 1 April 2014                                    |      | 5,439,353             | 74,749                          | (866,888)                     | 4,647,214     |
| Loss for the financial year                        |      | -                     | -                               | (1,743,398)                   | (1,743,398)   |
| Total comprehensive income for the financial year  |      | -                     | -                               | (1,743,398)                   | (1,743,398)   |
| Contributions by and distributions to owners       |      |                       |                                 |                               |               |
| Issue of shares                                    | 16   | 3,797,850             | -                               | -                             | 3,797,850     |
| Share issue expenses                               | 16   | (240,921)             | -                               | -                             | (240,921)     |
| Grant of share options to employees                | 17   | -                     | 85,364                          | -                             | 85,364        |
| Total contributions by and distributions to owners |      | 3,556,929             | 85,364                          | -                             | 3,642,293     |
| At 31 March 2015                                   |      | 8,996,282             | 160,113                         | (2,610,286)                   | 6,546,109     |

The accompanying notes form an integral part of these consolidated financial statements.

**MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

|   | Note | 2016<br>US\$ | 2015<br>US\$ |
|---|------|--------------|--------------|
| <b>Operating activities</b>                                 |      |              |              |
| Loss before income tax                                      |      | (2,216,645)  | (1,740,242)  |
| Adjustments for:  |      |              |              |
| Interest income   | 4    | (181)        | -            |
| Finance costs   | 6    | 14,413       | 11,718       |
| Depreciation of plant and equipment                         | 12   | 14,996       | 12,996       |
| Share-based payment expense                                 | 17   | 153,448      | 85,364       |
| Share of results of joint venture, net of tax               | 10   | (16,485)     | 62,305       |
| Gain on dilution of interest in joint venture               | 4    | (20,909)     | -            |
| Operating cash flows before working capital changes         |      | (2,071,363)  | (1,567,859)  |
| Changes in working capital:                                 |      |              |              |
| Other receivables   |      | (2,896)      | 10,381       |
| Other payables  |      | 66,226       | 1,483        |
| Cash used in operations                                     |      | (2,008,033)  | (1,555,995)  |
| Interest received   |      | 181          | -            |
| Finance costs paid  |      | (14,413)     | (11,718)     |
| Income tax paid   |      | (10,747)     | (1,891)      |
| Net cash flows used in operating activities                 |      | (2,033,012)  | (1,569,604)  |
| <b>Investing activities</b>                                 |      |              |              |
| Investment in available-for-sale financial assets           | 11   | (31,385,522) | -            |
| Investment in joint venture                                 | 10   | (407,500)    | (1,512,500)  |
| Purchase of plant and equipment                             | 12   | (7,631)      | (5,223)      |
| Net cash flows used in investing activities                 |      | (31,800,653) | (1,517,723)  |
| <b>Financing activities</b>                                 |      |              |              |
| Contribution from non-controlling interests to a subsidiary | 13   | 10,400,933   | -            |
| Net proceeds from issuance of shares                        | 16   | 19,769,523   | 3,556,929    |
| Increase in short-term deposits pledged                     |      | (163)        | (35,981)     |
| Net cash flows generated from financing activities          |      | 30,170,293   | 3,520,948    |
| <b>Net change in cash and cash equivalents</b>              |      | (3,663,372)  | 433,621      |
| Cash and cash equivalents at beginning of the year          |      | 5,013,287    | 4,579,666    |
| Cash and cash equivalents at the end of financial year      | 15   | 1,349,915    | 5,013,287    |

*The accompanying notes form an integral part of these consolidated financial statements.*

**1. General corporate information**

Myanmar Investments International Limited ("the Company") is a limited liability company incorporated and domiciled in the British Virgin Islands ("BVI"). The Company's registered office is at Jayla Place, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

The Company's ordinary shares and warrants are traded on the AIM market of the London Stock Exchange under the ticker symbols MIL and MILW respectively.

The Company has been established for the purpose of identifying and investing in, and disposing of, businesses operating in or with business exposure to Myanmar. The Company will target businesses operating in sectors that the Directors believe have strong growth potential and thereby can be expected to provide attractive yields, capital gains or both.

The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements.

The consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 March 2016 were approved by the Board of Directors on 19 September 2016.

**1.1 Going concern**

After due and careful enquiries, the Directors have a reasonable expectation that the Company has adequate financial resources to continue in operational existence for the foreseeable future.

This expectation is based on a review of the Company's existing financial resources, and the equity fund raising exercise amounting to US\$4,219,081 as disclosed in Note 23 to the financial statements, its present and expected future commitments in terms of its overheads and running costs; and its commitments to its existing investments.

Accordingly, the Directors have adopted the going concern basis in preparing the consolidated financial statements.

**2. Summary of significant accounting policies**

**2.1 Basis of preparation of the consolidated financial statements**

The consolidated financial statements, which are expressed in United States dollars, have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") which comprise standards and interpretations approved by IASB and International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements have been prepared on an historical cost basis, except as disclosed in the accounting policies below.

For the purpose of IFRS 8 Operating Segments, the Group has only one segment, being "Investments" which comprise investment in joint venture and available-for-sale financial assets as disclosed in Notes 10 and 11 respectively. No further operating segment financial information is therefore disclosed.

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of the consolidated financial statements (Continued)

The preparation of the consolidated financial statements in conformity with IFRS requires the management to exercise judgement in the process of applying the Group's accounting policies and requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period, and the reported amounts of revenue and expenses during the financial year. Although these estimates are based on the management's best knowledge of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

In the current financial year, the Group has adopted all the new and revised IFRS and interpretations that are relevant to its operations and effective for the current financial year. The adoption of these new/revised IFRS and interpretations did not result in any substantial changes to the Group's accounting policies and has no material effect on the amounts reported for the current financial year.

Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year, or in the financial year of the revision and future financial years if the revision affects both current and future financial years.

Critical accounting judgements and key sources of estimation uncertainty used that are significant to the consolidated financial statements are disclosed in Note 3 to the financial statements

**New or amended standards and interpretations that have been issued but are not yet effective**

At the date of authorisation of these financial statements, the following IFRS that are relevant to the Group were issued but not yet effective, and have not been adopted early in these financial statements:

|  |  |
|--|--|
| IFRS 2   | Clarification of Classification and Measurement of Share-based Payment Transactions <sup>3</sup>   |
| IFRS 9   | Financial Instruments <sup>3</sup>   |
| IFRS 11 (Amendments)                             | Accounting for Acquisitions of Interests in Joint Operations <sup>1</sup>                          |
| IFRS 15  | Revenue from Contracts with Customers <sup>3</sup>   |
| IFRS 15 (Amendments)                             | Clarifications to IFRS 15 <sup>3</sup>   |
| IFRS 16  | Leases <sup>4</sup>  |
| IFRS 10 and IAS 28 (Amendments)                  | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup> |
| IAS 1 (Amendments)                               | Disclosure Initiative <sup>1</sup>   |
| IAS 16 and IAS 38 (Amendments)                   | Clarification of Acceptable Methods of Depreciation and Amortisation <sup>1</sup>                  |
| IAS 27 (Amendments)                              | Equity Method in Separate Financial Statements <sup>1</sup>  |
| IAS 7 (Amendments)                               | Disclosure Initiative <sup>2</sup>   |
| Annual Improvements 2012-2014 Cycle <sup>1</sup> |  |

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of the consolidated financial statements (Continued)

*New or amended standards and interpretations that have been issued but are not yet effective* (Continued)

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2019

The Directors have considered the above and are of the opinion that the above Standards and Interpretations will have no material impact on the Group's consolidated financial statements, except as discussed below.

***IFRS 9 - Financial Instruments***

*IFRS 9* supersedes *IAS 39 Financial Instruments: Recognition and Measurement* with new requirements for the classification and measurement of financial assets and liabilities, impairment of financial assets and hedge accounting.

Under *IFRS 9*, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for certain equity investments, for which the Group will have a choice to recognise the gains and losses in other comprehensive income. A third measurement category has been added for debt instruments - fair value through other comprehensive income. This measurement category applies to debt instruments that meet the "Solely Payments of Principal and Interest" contractual cash flow characteristics test and where the Group is holding the debt instrument to both collect the contractual cash flows and to sell the financial assets.

*IFRS 9* carries forward the recognition, classification and measurement requirements for financial liabilities from *IAS 39*, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, *IFRS 9* retains the requirements in *IAS 39* for de-recognition of financial assets and financial liabilities.

*IFRS 9* introduces a new forward-looking impairment model based on expected credit losses to replace the incurred loss model in *IAS 39*. This determines the recognition of impairment provisions as well as interest revenue. For financial assets at amortised cost or fair value through other comprehensive income, the Group will always recognise (at a minimum) 12 months of expected losses in profit or loss. Lifetime expected losses will be recognised on these assets when there is a significant increase in credit risk after initial recognition.

*IFRS 9* also introduces a new hedge accounting model designed to allow entities to better reflect their risk management activities in their financial statements.

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of the consolidated financial statements (Continued)

*New or amended standards and interpretations that have been issued but are not yet effective* (Continued)

*IFRS 9 - Financial Instruments* (Continued)

The Group plans to adopt IFRS 9 in the financial year beginning on 1 April 2018 with retrospective effect in accordance with the transitional provisions. There may be a potentially significant impact on the accounting for financial instruments on initial adoption. The Group has reassessed the classification and measurement of its financial assets, and anticipates that there may be a material impact for the investment currently classified as available-for-sale which the Group will measure at fair value through other comprehensive income on adoption of IFRS 9.

The Group currently accounts for its investment in unquoted equity securities at cost less impairment loss, if any, as disclosed in Note 11 to the financial statements. On adoption of IFRS 9, the Group will be required to measure such investment in unquoted equity securities at fair value, with the difference between the previous carrying value and the fair value recognised in the opening balance of retained earnings.

*IFRS 15 - Revenue from Contracts with Customers*

IFRS 15 establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The core principle is that a company should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The amendments are applied retrospectively subject to certain transitional provisions.

On initial adoption of this standard, there may potentially be an impact on the timing and profile of revenue recognition of the Group. The Group is in the process of making a detailed assessment of the impact of this standard. The Group plans to adopt the standard in the financial year beginning on 1 April 2018 with either full or modified retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.

*IFRS 16 - Leases*

IFRS 16 supersedes IAS 17 Leases and introduces a new single lessee accounting model which eliminates the current distinction between operating and finance leases for lessees. IFRS 16 requires lessees to capitalise all leases on the statement of financial position by recognising a 'right-of-use' asset and a corresponding lease liability for the present value of the obligation to make lease payments, except for certain short-term leases and leases of low-value assets. Subsequently, the lease assets will be depreciated and the lease liabilities will be measured at amortised cost.

From the perspective of a lessor, the classification and accounting for operating and finance leases remains substantially unchanged under IFRS 16. IFRS 16 also requires enhanced disclosures by both lessees and lessors.

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of the consolidated financial statements (Continued)

*New or amended standards and interpretations that have been issued but are not yet effective* (Continued)

*IFRS 16 - Leases* (Continued)

On initial adoption of this standard, there may be a potentially significant impact on the accounting treatment for the Group's leases, particularly rented office premises and other operating facilities, which the Group, as lessee, currently accounts for as operating leases. Due to the recent release of this standard, the Group has not yet made a detailed assessment of the impact of this standard. The Group plans to adopt the standard in the financial year beginning on 1 April 2019 with either full or modified retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.

2.2 Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Inter-company transactions, balances, income and expenses between group companies are eliminated.

Accounting policies of subsidiaries are changed where necessary to ensure consistency with the policies adopted by the Group.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to accumulated profits) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

2. Summary of significant accounting policies (Continued)

2.2 Basis of consolidation (Continued)

Non-controlling interests in subsidiaries relate to the equity in subsidiaries which is not attributable directly or indirectly to the owners of the parent. They are shown separately in the consolidated statements of comprehensive income, financial position and changes in equity.

Non-controlling interests in the acquiree that are a present ownership interest and entitle its holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value, of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

2.3 Joint arrangements

The Group is a party to a joint arrangement when there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- *Joint ventures* : where the Group has rights to only the *net assets* of the joint arrangement.
- *Joint operations* : where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement.
- The legal form of joint arrangements structured through a separate vehicle.
- The contractual terms of the joint arrangement agreement.
- Any other facts and circumstances (including any other contractual arrangements).

The Group's interest in joint ventures are accounted for using the equity method. Under the equity method, the investment in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share in net assets of the joint ventures. The share of results of the joint ventures are recognised in profit or loss. Where there have been a change recognised directly to equity of the joint ventures, the Group recognises its share of such changes. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the joint ventures.

The Group's share of results and reserves of a joint venture acquired or disposed of are included in the financial statements from the date of acquisition up to the date of disposal or cessation of joint control over the relevant activities of the arrangements.

**2. Summary of significant accounting policies (Continued)**

**2.4 Revenue recognition**

*Interest income*

Interest income is recognised on an accruals basis using the effective interest rate ("EIR") method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability.

**2.5 Foreign currency translation**

Transactions in currencies other than US dollars, which is the functional currency of all of the respective Group entities, are recorded at the rate of exchange prevailing on the date of the transactions.

At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rate prevailing at the end of the reporting period.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in United States dollars using exchange rates prevailing at the end of the financial year. Share of results of joint venture, net of tax (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, are recognised initially in other comprehensive income and accumulated in the Group's foreign exchange reserve.

Non-monetary items carried at fair value which are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Foreign exchange gains and losses arising on the settlement of monetary items, and on the retranslation of monetary items, are included in net profit or loss for the period, except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity in which cases, the exchange differences are also recognised directly in equity.

**2.6 Income tax**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss if it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the financial year.

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

**2. Summary of significant accounting policies (Continued)**

**2.6 Income tax (Continued)**

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets, if any, is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates (and tax laws) that have been enacted or substantially enacted by the end of the financial year. Deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

**2.7 Plant and equipment**

Plant and equipment are all stated at cost less accumulated depreciation and any impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Subsequent expenditure on an item of plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other costs of servicing are recognised in profit or loss when incurred.

*Disposals*

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising from disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

**2. Summary of significant accounting policies (Continued)**

**2.7 Plant and equipment (Continued)**

*Depreciation*

Depreciation is provided to write off the cost of plant and equipment, using the straight line method, over their useful lives. The principal annual rates are as follows:

|                        | Years |
|------------------------|-------|
| Office equipment       | 3     |
| Computer equipment     | 3     |
| Furniture and fittings | 3     |

The residual values, useful lives and depreciation method are reviewed at each financial year-end to ensure that the residual values, period of depreciation and depreciation method are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of plant and equipment.

Fully depreciated assets still in use are retained in the consolidated financial statements.

**2.8 Impairment of non-financial assets**

The carrying amounts of non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment loss and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups of assets.

Impairment losses are recognised in profit or loss, unless they reverse a previous revaluation, credited to other comprehensive income, in which case they are charged to other comprehensive income up to the amount of any previous revaluation.

The recoverable amount of an asset or cash-generating unit is the higher of a) its fair value less costs to sell and b) its value in use. Recoverable amount is determined for individual assets, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, the recoverable amount is determined for the cash-generating unit to which the assets belong. The fair value less costs to sell is the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. Value in use is the present value of estimated future cash flows expected to be derived from the continuing use of an asset and from its disposal at the end of its useful life, discounted at pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset or cash-generating unit for which the future cash flow estimates have not been adjusted.

**2. Summary of significant accounting policies (Continued)**

**2.8 Impairment of non-financial assets (Continued)**

An assessment is made at the end of each reporting period as to whether there is any indication that an impairment loss recognised in prior periods for an asset may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. An impairment loss recognised in prior periods is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised. Reversals of impairment loss are recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal in excess of impairment loss recognised in profit or loss in prior periods is treated as a revaluation increase. After such a reversal, the depreciation or amortisation is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

**2.9 Financial assets**

The Group classifies its financial assets as loans and receivables or available-for-sale depending on the purpose of which the assets was acquired. The Group has not classified any of its financial assets as held to maturity and fair value through profit or loss.

The Group's accounting policy for each category is as follows:

*Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. The carrying amount of the asset is reduced through the use of an allowance account. The amount of the loss is recognised in profit or loss.

If, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed either directly or by adjusting an allowance account. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date.

The Group's loans and receivables comprise other receivables excluding prepayments and cash and cash equivalents in the consolidated statement of financial position.

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

*Available-for-sale financial assets*

Non-derivative financial assets not included in the above categories are classified as available-for-sale and comprise principally the Group's strategic investments in entities not qualifying as subsidiaries, associates or jointly controlled entities. They are carried at fair value with changes in fair value, other than those arising due to exchange rate fluctuations and interest calculated using the effective interest rate, recognised in other comprehensive income and accumulated in the available-for-sale reserve. Exchange differences on investments denominated in a foreign currency and interest calculated using the effective interest rate method are recognised in profit or loss.

Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognised in other comprehensive income, is recognised in profit or loss.

Purchases and sales of available-for-sale financial assets are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the available-for-sale reserve.

On sale, the cumulative gain or loss recognised in other comprehensive income is reclassified from the available-for-sale reserve to profit or loss.

Equity instruments without active quoted market prices and whose fair value cannot be reliably measured are measured at cost less impairment. For available for sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition, any difference between the carrying amount and the sum of proceeds received and amounts previously recognised in other comprehensive income is recognised in profit or loss.

2.10 Financial liabilities

Financial liabilities are classified as other financial liabilities.

The accounting policies adopted for other financial liabilities are set out below:

*Other payables*

Other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method.

**2. Summary of significant accounting policies (Continued)**

**2.10 Financial liabilities (Continued)**

*Other payables (Continued)*

Financial liabilities are recognised on the consolidated statement of financial position when, and only when, the Group becomes parties to the contractual provisions of the financial instruments.

Financial liabilities are derecognised when the contractual obligation has been discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount and the consideration paid is recognised in profit or loss.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

**2.11 Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**2.12 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

**2.13 Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity and recognised at the fair value of the consideration received.

Incremental costs directly attributable to the issuance of new equity instruments are shown in equity as a deduction from the proceeds.

2. Summary of significant accounting policies (Continued)

2.14 Share-based payments

Where equity settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated statement of comprehensive income over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of comprehensive income over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the consolidated statement of comprehensive income is charged with the fair value of goods and services received.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellation of equity-settled transaction awards are treated equally.

Fair value is measured using the Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

2.15 Operating leases

When the Group is the lessee of operating leases

Leases of assets in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are recognised in profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the financial year in which termination takes place.

2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

**2. Summary of significant accounting policies (Continued)**

**2.16 Provisions (Continued)**

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

**2.17 Contingent liabilities**

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised on the consolidated statement of financial position of the Group.

**3. Significant accounting judgements and estimates**

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities at the reporting date. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

**3.1 Judgements made in applying accounting policies**

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the consolidated financial statements:

**3. Significant accounting judgements and estimates (Continued)**

**3.1 Judgements made in applying accounting policies (Continued)**

**(i) Impairment of investment in subsidiaries and joint ventures.**

The Group follows the guidance of IAS 36 on determining whether investments in subsidiaries and joint ventures are impaired. This determination requires significant judgement. The Group evaluates, among other factors, the duration and extent to which the recoverable amount of an investment is less than its cost and the financial health of and near-term business outlook for the investment, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

**(ii) Classification of joint arrangements**

For all joint arrangements structured in separate vehicles, the Group must assess the substance of the joint arrangement in determining whether it is classified as a joint venture or joint operation. This assessment requires the Group to consider whether it has rights to the joint arrangement's net assets (in which case it is classified as a joint venture), or rights to and obligations for specific assets, liabilities, expenses, and revenues (in which case it is classified as a joint operation). Factors the group must consider include:

- Structure
- Legal form
- Contractual agreement
- Other facts and circumstances

Upon consideration of these factors, the Group has determined that its investment in a joint arrangement structured through a separate vehicle gives it rights to the net assets and it is therefore classified as a joint venture as disclosed in Note 10 to the financial statements.

**3.2 Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**(i) Impairment of investment in joint venture**

In determining whether the investment in a joint venture is impaired requires an estimation of the recoverable amount of the investment in the joint venture as at the end of the financial year. Management has assessed the value in use using the future cash flows expected to arise from the joint venture over a period of five years and assumed a terminal value up to perpetuity with 0% growth using a weighted average cost of capital discount rate of 11.1% (2015: 11.0%) per annum. Estimates of future cash flows are based on the expected growth of the loans portfolio. The carrying amount of the Group's investment in the joint venture as at 31 March 2016 was US\$1,813,957 (2015: US\$1,450,195) as disclosed in Note 10 to the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

---

3. Significant accounting judgements and estimates (Continued)

3.2 Key sources of estimation uncertainty (Continued)

(ii) Impairment of investment in available-for-sale financial assets

At the end of each financial year, an assessment is made on whether there is objective evidence that the available-for-sale equity instrument is impaired. In this respect, the Group evaluates among other factors the financial health and near term business outlook of the company that issued this equity instrument including industry and sector performance, changes in technology and operational and financing cash flows. In addition to the above objective evidence, the Group also assessed the present value of future cashflows expected to arise from the investment in this financial asset over a period of five years using the current market rate of return for a similar financial asset of 8.8% per annum and assumed a terminal value using discounted enterprise value. The estimates of future cash flows are based on a forecasted business plan. The amount of impairment loss is measured as the difference between the carrying amount of the available-for-sale equity instrument and the present value of estimated future cash flows as mentioned above. The carrying amount of the Group's investment in the available-for-sale financial assets as at 31 March 2016 was \$31,385,522 as disclosed in Note 11 to the financial statements.

(iii) Employee share option plan

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and model for estimating fair value for share-based payment transactions are set out in Note 17 to the financial statements. The carrying amount of the Group's share option reserve at 31 March 2016 is US\$313,561 (2015: US\$160,113).

4. Other income

|   | 2016<br>US\$  | 2015<br>US\$ |
|---|---------------|--------------|
| Interest income                               | 181           | -            |
| Gain on dilution of interest in joint venture | 20,909        | -            |
| Other   | 508           | 216          |
|   | <u>21,598</u> | <u>216</u>   |

**MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

**5. Employee benefits expense**

|  | 2016<br>US\$     | 2015<br>US\$     |
|--|------------------|------------------|
| Salaries, wages and other staff benefits | 1,230,710        | 925,976          |
| Share option expenses                    | 153,956          | 85,364           |
|  | <u>1,384,666</u> | <u>1,011,340</u> |

The employee benefits expense includes the remuneration of Directors as disclosed in Note 19 to the financial statements.

**6. Finance costs**

Finance costs represent bank charges for the financial year.

**7. Loss before income tax**

In addition to the charges and credits disclosed elsewhere in the notes to the consolidated financial statements, the above includes the following charges and credits:

|                            | 2016<br>US\$ | 2015<br>US\$ |
|----------------------------|--------------|--------------|
| Auditor's remuneration     | 48,791       | 34,131       |
| Consultants fees           | 264,591      | 107,681      |
| Foreign exchange loss, net | 1,242        | -            |
| Operating lease expenses   | 83,460       | 79,452       |
| Professional fees          | 16,076       | 44,275       |
| Travel and accommodation   | 84,998       | 80,569       |

**8. Income tax**

|   | 2016<br>US\$  | 2015<br>US\$ |
|---|---------------|--------------|
| Current income tax                        |               |              |
| - current financial year                  | 9,779         | 1,265        |
| - under-provision in prior financial year | 9,230         | 1,891        |
|   | <u>19,009</u> | <u>3,156</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

8. Income tax (Continued)

A reconciliation of income tax applicable to loss before income tax at the statutory income tax rate of 25% (2015: 25%) in Myanmar is as follows:

|  | 2016<br>US\$       | 2015<br>US\$       |
|--|--------------------|--------------------|
| Loss before income tax                                   | (2,216,645)        | (1,740,242)        |
| Share of results of joint venture, net of tax            | (16,485)           | 62,305             |
|  | <u>(2,233,130)</u> | <u>(1,677,937)</u> |
| Income tax at the applicable tax rates                   | (558,283)          | (419,984)          |
| Effects of different income tax rates in other countries | 571,480            | 416,758            |
| Under-provision in prior financial year                  | 9,230              | 1,891              |
| Tax effects of expenses not deductible for tax purposes  | 4,168              | 3,501              |
| Others   | (7,586)            | 990                |
| Income tax for the financial year                        | <u>19,009</u>      | <u>3,156</u>       |

9. Loss per share

Basic loss per share is calculated by dividing the loss for the financial year attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year.

The following reflects the loss and share data used in the basic and diluted loss per share computation:

|   | 2016           | 2015           |
|---|----------------|----------------|
| Loss for the financial year attributable to owners of the Company (US\$)                                | (2,233,369)    | (1,743,398)    |
| Weighted average number of ordinary shares during the financial year applicable to basic loss per share | 21,884,673     | 7,393,035      |
| <u>Loss per share</u>   |                |                |
| Basic and diluted (cents)   | <u>(10.21)</u> | <u>(23.58)</u> |

Diluted loss per share is the same as the basic loss per share because the potential ordinary shares to be converted are anti-dilutive as the effect of the shares conversion would be to decrease the loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

10. Investment in joint venture

|   | 2016<br>US\$ | 2015<br>US\$ |
|---|--------------|--------------|
| Investment in joint venture                   |              |              |
| At 1 April                                    | 1,450,195    | -            |
| Investments during the year                   | 407,500      | 1,512,500    |
| Share of results of joint venture, net of tax | 16,485       | (62,305)     |
| Foreign exchange adjustment                   | (81,132)     | -            |
| Gain on dilution of interest in joint venture | 20,909       | -            |
| At 31 March                                   | 1,813,957    | 1,450,195    |

On 26 August 2014 the Company's wholly-owned subsidiary, Myanmar Investments Limited ("MIL"), signed a joint venture agreement ("JVA") with Myanmar Finance Company Limited ("MFC") in which, the two parties agreed to establish a Myanmar microfinance joint venture company, Myanmar Finance International Ltd. ("MFIL"). The principal activities of MFIL are in line with the Company's strategy of investing in Myanmar businesses operating in sectors with strong growth potential.

Under the terms of the JVA, MFC injected its existing microfinance business into the joint venture which is jointly managed by MIL and MFC. The two partners agreed to a four-phased contribution of US\$4.8 million in capital (MIL's share being US\$2.84 million) with MIL owning 55 per cent of the new company and MFC holding the remaining 45 per cent.

As at 31 March 2015, three out of the four tranches of the equity capital contribution had been called. For MIL this totalled US\$1,512,500 with a further commitment, the fourth tranche, outstanding of US\$1,327,500.

On 7 August 2015, MIL invested an additional US\$266,667 in MFIL (which included US\$120,000 as premium paid, reflecting MFC's injected microfinance business) and the Company's equity interest in MFIL remained at 55%.

On 16 November 2015, The Norwegian Investment Fund for Developing Countries ("Norfund") exercised an option to subscribe for new shares in MFIL for a total consideration of US\$1,430,720. Concurrent with Norfund's investment, the fourth and final tranche of the initial capital specified under the JVA was called from MIL and MFC and MIL invested an additional US\$140,833 bringing its total capital contribution to date of US\$1,920,000. Following Norfund's investment and the final capital contributions by MIL and MFC, MIL's and MFC's shareholdings in MFIL were each reduced to 37.5%, while Norfund now has a 25% shareholding in MFIL. Arising from the dilution of equity interest in MFIL, a gain of US\$20,909 was recognised to the consolidated statement of comprehensive income.

MFIL is a well-established provider of microfinance loans to small-scale business operators in rural and urban areas of Yangon and neighbouring Bago.

MFIL is deemed to be a joint venture of the Company as the appointment of its directors and the allocation of voting rights for key business decisions require the unanimous approval of all its shareholders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

10. Investment in joint venture (Continued)

The detail of the joint venture is as follows:

| Name of joint venture<br>(Country of incorporation/place of business) | Principal activities           | Effective equity interest held by the Company |      |
|---|--------------------------------|---|------|
|   |                                | 2016  | 2015 |
|   |                                | %   | %    |
| Myanmar Finance International Limited <sup>(1)</sup><br>(Myanmar)     | Provider of microfinance loans | 37.5  | 55.0 |

<sup>(1)</sup>Audited by JF Group Audit Firm, Yangon, Myanmar.

The summarised financial information below reflects the amounts presented in the financial statements of the joint venture (and not the Company's share of those amounts), adjusted for differences in accounting policies between the Company and the joint venture.

|   | 2016<br>US\$ | 2015<br>US\$ |
|---|--------------|--------------|
| <b>Assets and liabilities</b>   |              |              |
| Cash and cash equivalents   | 1,259,004    | 945,056      |
| Trade receivables   | 4,037,562    | 1,886,233    |
| Other current assets  | 93,403       | 79,718       |
| Current assets  | 5,389,969    | 2,911,007    |
| Non-current assets  | 150,182      | 153,863      |
| Total assets  | 5,540,151    | 3,064,870    |
| Current liabilities   | 1,022,933    | 552,659      |
| Total liabilities   | 1,022,933    | 552,659      |
| Net assets  | 4,517,218    | 2,512,211    |
| Investment in joint venture   | 37.5%        | 55.0%        |
| Share of net assets   | 1,693,957    | 1,381,716    |
| Currency re-alignment   | -            | 68,479       |
| Premium paid  | 120,000      | -            |
|   | 1,813,957    | 1,450,195    |
| Included in the current liabilities are:  |              |              |
| Current financial liabilities<br>(excluding trade and other payables and provision) | 828,327      | 459,164      |
| <b>Income and expenses</b>  |              |              |
| Revenue   | 819,948      | 215,949      |
| Other income  | 142,255      | 91,655       |
| Operating expense   | (786,888)    | (382,321)    |
| Depreciation  | (34,406)     | (9,837)      |
| Interest expense  | (75,415)     | (28,728)     |
| Tax expense   | (16,373)     | -            |
| Profit/(Loss) after income tax  | 49,121       | (113,282)    |

**MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

**11. Available-for-sale financial assets**

|  | 2016<br>US\$ | 2015<br>US\$ |
|--|--------------|--------------|
| <b>Available-for-sale financial assets</b> |              |              |
| Unquoted equity shares, at cost            | 31,385,522   | -            |

As disclosed in Note 13 to the financial statements, MIL 4 Limited ("MIL 4") was incorporated by the Company to acquire shares in Apollo Towers Pte. Ltd. ("Apollo"), a Singapore incorporated company.

On 29 July 2015, MIL 4 acquired a 14.18% stake in Apollo Towers Pte. Ltd. ("Apollo"), an unquoted Singapore incorporated company, for a purchase consideration of US\$30,182,725.

On 24 December 2015, Apollo held a further round of fund raising in which MIL 4 only invested US\$1,202,797 into Apollo, resulting in a dilution of MIL 4's equity interest to 13.48%.

As at 31 March 2016, the Group's effective equity interest in Apollo is 8.99%.

Apollo owns and operates a leading telecommunication towers business in Myanmar through its subsidiary Apollo Towers Myanmar Limited.

The investment in unquoted equity securities is stated at cost, including transaction costs, less impairment loss, if any, as its fair value cannot be determined reliably. The investment is denominated in United States Dollars.

**12. Plant and equipment**

|                                     | Computer<br>equipment<br>US\$ | Office<br>equipment<br>US\$ | Furniture<br>and fittings<br>US\$ | Total<br>US\$ |
|-------------------------------------|-------------------------------|-----------------------------|-----------------------------------|---------------|
| <b>2016</b>                         |                               |                             |                                   |               |
| <b>Cost</b>                         |                               |                             |                                   |               |
| Balance at 1 April 2015             | 10,749                        | 2,297                       | 27,797                            | 40,843        |
| Additions                           | 2,990                         | 2,283                       | 2,358                             | 7,631         |
| Balance at 31 March 2016            | 13,739                        | 4,580                       | 30,155                            | 48,474        |
| <b>Accumulated depreciation</b>     |                               |                             |                                   |               |
| Balance at 1 April 2015             | 3,604                         | 752                         | 12,235                            | 16,591        |
| Depreciation for the financial year | 4,045                         | 847                         | 10,104                            | 14,996        |
| Balance at 31 March 2016            | 7,649                         | 1,599                       | 22,339                            | 31,587        |
| <b>Carrying amount</b>              |                               |                             |                                   |               |
| Balance at 31 March 2016            | 6,090                         | 2,981                       | 7,816                             | 16,887        |

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

12. Plant and equipment (Continued)

|                                     | Computer<br>equipment<br>US\$ | Office<br>equipment<br>US\$ | Furniture<br>and fittings<br>US\$ | Total<br>US\$ |
|-------------------------------------|-------------------------------|-----------------------------|-----------------------------------|---------------|
| <b>2015</b>                         |                               |                             |                                   |               |
| <b>Cost</b>                         |                               |                             |                                   |               |
| Balance at 1 April 2014             | 6,405                         | 1,418                       | 27,797                            | 35,620        |
| Additions                           | 4,344                         | 879                         | -                                 | 5,223         |
| Balance at 31 March 2015            | 10,749                        | 2,297                       | 27,797                            | 40,843        |
| <b>Accumulated depreciation</b>     |                               |                             |                                   |               |
| Balance at 1 April 2014             | 566                           | 158                         | 2,871                             | 3,595         |
| Depreciation for the financial year | 3,038                         | 594                         | 9,364                             | 12,996        |
| Balance at 31 March 2015            | 3,604                         | 752                         | 12,235                            | 16,591        |
| <b>Carrying amount</b>              |                               |                             |                                   |               |
| Balance at 31 March 2015            | 7,145                         | 1,545                       | 15,562                            | 24,252        |
| Balance at 1 April 2014             | 5,839                         | 1,260                       | 24,926                            | 32,025        |

13. Investment in subsidiaries

Details of the investments in which the Group has a controlling interest are as follows:

| Name of subsidiaries                       | Country of<br>incorporation/<br>principal place<br>of business | Principal activities                                   | Proportion of<br>ownership<br>interest held by<br>the Group |           | Proportion of<br>ownership<br>interest held by<br>non-control<br>interests |           |
|--|--|--|---|-----------|--|-----------|
|  |  |  | 2016<br>%   | 2015<br>% | 2016<br>%  | 2015<br>% |
| Myanmar Investments Limited <sup>(1)</sup> | Singapore  | Investment holding<br>company                          | 100   | 100       | -  | -         |
| MIL Management Pte. Ltd. <sup>(1)</sup>    | Singapore  | Provision of<br>management<br>services to the<br>Group | 100   | 100       | -  | -         |
| MIL No. 2 Pte. Ltd. <sup>(2)</sup>         | Singapore  | Dormant  | 100   | 100       | -  | -         |
| MIL No. 3 Pte. Ltd. <sup>(2)</sup>         | Singapore  | Dormant  | 100   | 100       | -  | -         |
| MIL 4 Limited <sup>(1)</sup>               | British Virgin<br>Islands                                      | Investment holding<br>company                          | 66.67   | -         | 33.33  | -         |
| <b>Held by MIL Management Pte. Ltd.</b>    |  |  |   |           |  |           |
| MIL Management Co., Ltd <sup>(3)</sup>     | Myanmar  | Provision of<br>management<br>services to the<br>Group | 100   | 100       | -  | -         |

13. Investment in subsidiaries (Continued)

*(1) Audited by BDO LLP, Singapore.*

*(2) Not required to be audited as the subsidiary is dormant since the date of its incorporation.*

*(3) Audited by JF Group Audit Firm, Yangon, Myanmar.*

*Incorporation of a subsidiary*

On 9 July 2015, the Company incorporated a 100.00% owned subsidiary, MIL 4 for a cash consideration of US\$5,000, in the British Virgin Islands for the purpose of investing into Apollo as disclosed in Note 11 to the financial statements.

On 29 July 2015, the Company and new shareholders injected an amount of US\$19,995,000 and US\$10,000,000 into MIL 4 respectively, which resulted in the dilution of equity interest in the subsidiary to 66.67%.

On 24 December 2015, the Company and MIL 4's shareholders further increased its investment in MIL 4 by US\$801,864 and US\$400,933 respectively and the Company's equity interest in MIL 4 remains at 66.67% during this round of additional investment.

**Non-controlling interests**

The summarised financial information before intra-group elimination of the subsidiary that has material non-controlling interests as at the end of each reporting period is as follows:

|                                       | MIL 4 Limited     |
|---------------------------------------|-------------------|
|                                       | 2016              |
|                                       | US\$              |
| <b>Assets and liabilities</b>         |                   |
| Non-current assets                    | 31,385,522        |
| Current assets                        | 32,289            |
| Current liabilities                   | (221,869)         |
| Net assets                            | <u>31,195,942</u> |
| Accumulated non-controlling interests | <u>10,398,648</u> |

MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

13. Investment in subsidiaries (Continued)

|  | Period from<br>9 July 2015<br>(Date of<br>incorporation)<br>to 31 March<br>2016<br>US\$ |
|--|---|
| Revenue  | -   |
| Administrative expenses  | (6,855)   |
| Loss for the financial period, representing total<br>comprehensive income for the financial period                             | <u>(6,855)</u>  |
| Loss allocated to non-controlling interests, representing total<br>comprehensive income allocated to non-controlling interests | <u>(2,285)</u>  |
| Net cash used in operating activities  | (3,022)   |
| Net cash used in investing activity  | (31,385,522)  |
| Net cash generated from financing activities   | <u>31,388,544</u>   |
| Net change in cash and cash equivalents  | <u>-</u>  |

14. Other receivables

|                   | 2016<br>US\$  | 2015<br>US\$  |
|-------------------|---------------|---------------|
| Other receivables | 29,591        | 4,077         |
| Deposits          | 14,605        | 10,398        |
| Prepayments       | <u>47,554</u> | <u>74,379</u> |
|                   | <u>91,750</u> | <u>88,854</u> |

Other receivables are denominated in the following currencies:

|                      | 2016<br>US\$  | 2015<br>US\$  |
|----------------------|---------------|---------------|
| United States dollar | 88,732        | 85,993        |
| Singapore dollar     | 2,105         | -             |
| Myanmar kyat         | <u>913</u>    | <u>2,861</u>  |
|                      | <u>91,750</u> | <u>88,854</u> |

**MYANMAR INVESTMENTS INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

**15. Cash and cash equivalents**

|                        | 2016<br>US\$     | 2015<br>US\$     |
|------------------------|------------------|------------------|
| Cash and bank balances | 1,349,915        | 5,013,287        |
| Short-term deposit     | 36,144           | 35,981           |
|                        | <u>1,386,059</u> | <u>5,049,268</u> |

The short-term deposit bears interest at an average rate of 0.25% (2015: 0.25%) per annum and is for a tenure of approximately 12 months (2015: 12 months).

The short-term deposit of the Company amounting to US\$36,144 (2015: US\$35,981) is pledged to bank to secure credit facilities.

Cash and cash equivalents are denominated in the following currencies:

|                      | 2016<br>US\$     | 2015<br>US\$     |
|----------------------|------------------|------------------|
| United States dollar | 1,233,692        | 4,912,866        |
| Singapore dollar     | 146,834          | 132,955          |
| Myanmar kyat         | 5,533            | 3,447            |
|                      | <u>1,386,059</u> | <u>5,049,268</u> |

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following at the end of the financial year:

|                                   | 2016<br>US\$     | 2015<br>US\$     |
|-----------------------------------|------------------|------------------|
| Bank balances                     | 1,386,059        | 5,049,268        |
| Less: short-term deposits pledged | (36,144)         | (35,981)         |
|                                   | <u>1,349,915</u> | <u>5,013,287</u> |

**16. Share capital**

|  | 2016<br>US\$      | 2015<br>US\$     |
|--|-------------------|------------------|
| <b>Issued and fully-paid share capital:</b>            |                   |                  |
| Ordinary shares at the beginning of the financial year | 8,996,282         | 5,439,353        |
| Issuance of ordinary shares during the financial year  | 19,942,397        | 3,797,850        |
| Share issuance expenses                                | (172,874)         | (240,921)        |
|  | <u>28,765,805</u> | <u>8,996,282</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

16. Share capital (Continued)

| Equity Instruments in issue            | 2016            |            | 2015            |           |
|--|-----------------|------------|-----------------|-----------|
|  | Ordinary Shares | Warrants   | Ordinary Shares | Warrants  |
| At the beginning of the financial year | 9,959,619       | 9,459,619  | 6,342,619       | 5,842,619 |
| Issuance during the financial year     | 17,341,214      | 5,780,408  | 3,617,000       | 3,617,000 |
| At the end of the financial year       | 27,300,833      | 15,240,027 | 9,959,619       | 9,459,619 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share without restriction at meetings of the Company.

On 21 July 2015, the Company allotted 17,341,214 Ordinary Shares at US\$1.15 per share (total of US\$19,942,397) pursuant to a subscription for new shares (the "Third Subscription").

On 9 December 2014, the Company allotted 3,617,000 Ordinary Shares at US\$1.05 per share (total of US\$3,797,850) Ordinary Shares pursuant to a subscription for new shares (the "Second Subscription").

All the shares have been admitted to trading on AIM under the ticker MIL.

The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

**Warrants**

On 21 July 2015, the Company allotted 5,780,408 Warrants pursuant to the Third Subscription. The Company had agreed that for every three Ordinary Shares subscribed for by a subscriber they would receive one Warrant at nil cost.

On 9 December 2014, the Company allotted 3,617,000 Warrants pursuant to the Second Subscription. The Company had agreed that for every Ordinary Share subscribed for by a subscriber they would receive one Warrant at nil cost.

The Warrants entitle the holder to subscribe for an Ordinary share at an exercise price of US\$0.75. The Warrants may be exercised during each 15 Business Day period commencing on the first day of each Quarter during the Subscription Period (from 21 June 2015 to 21 June 2018).

All Warrants have been admitted to trading on AIM under the ticker MILW.

17. Share option reserve

Details of the Share Option Plan (the "Plan")

The Plan allows for the total number of shares issuable under share options to constitute a maximum of one tenth of the number of the total number of ordinary shares in issue (excluding shares held by the Company as treasury shares and shares issued to the Founders prior to Admission).

Any future issuance of shares will give rise to the ability of the Remuneration Committee to award additional share options. Such share options will be granted with an exercise price set at a 10 percent premium to the subscription price paid by shareholders on the relevant issue of shares that gave rise to the availability of each tranche of share options.

Share options can be exercised any time after the first anniversary and before the tenth anniversary of the grant (as may be determined by the Remuneration Committee in its absolute discretion) of the respective share options.

Share options are not admitted to trading on AIM but application will be made for shares that are issued upon the exercise of the share options to be admitted to trading on AIM.

As at 31 March 2016, there were 2,680,082 (2015: 945,961) share options available for issue under the Plan of which 1,894,661 (2015: 574,061) had been granted. These granted share options have a weighted average exercise price of US\$1.194 (2015: US\$1.121) per share and a weighted average contractual life of 9.11 years (2015: 8.57 years).

The 2,680,082 share options available were created under the following series:

| Series/Date | Occasion                           | Number           | Exercise price (USD) |
|-------------|------------------------------------|------------------|----------------------|
| Series 1    | Admission Placing and Subscription | 584,261          | 1.100                |
| Series 2    | Second Subscription                | 361,700          | 1.155                |
| Series 3    | Third Subscription                 | 1,734,121        | 1.265                |
|             |                                    | <u>2,680,082</u> |                      |

The following share-based payment arrangements were in existence during the current financial year:

| Option series | Number of share options | Grant date        | Expiry date       | Exercise price (USD) | Fair value at grant date |
|---------------|-------------------------|-------------------|-------------------|----------------------|--------------------------|
| Series 1      | 410,000                 | 27 June 2013      | 26 June 2023      | 1.100                | 153,495                  |
| Series 1      | 25,000                  | 9 December 2013   | 8 December 2023   | 1.100                | 19,015                   |
| Series 1      | 135,661                 | 25 September 2014 | 24 September 2024 | 1.100                | 64,555                   |
| Series 2      | 25,500                  | 2 June 2015       | 1 June 2025       | 1.155                | 15,587                   |
| Series 1      | 10,200                  | 15 January 2016   | 14 January 2026   | 1.100                | 6,235                    |
| Series 2      | 331,700                 | 15 January 2016   | 14 January 2026   | 1.155                | 193,562                  |
| Series 3      | 956,600                 | 15 January 2016   | 14 January 2026   | 1.265                | 508,734                  |
|               | <u>1,894,661</u>        |                   |                   |                      |                          |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

17. Share option reserve (Continued)

Details of the Share Option Plan (the "Plan") (Continued)

Share options that are allocated to a Participant are subject to a three year vesting period during which the rights to the share options will be transferred to the Participant in three equal annual instalments provided, save in certain circumstances, that they are still in employment with or engaged by the Company.

Fair value of share options granted in the financial year

The weighted average fair value of the share options granted during the financial year is US\$0.547 (2015: US\$0.476). Share options were priced using Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on historical share price volatility from the date of grant of the share options.

The Black-Scholes option pricing model uses the following assumptions:

|                                 | Grant date     |                    |                    |                    |
|---------------------------------|----------------|--------------------|--------------------|--------------------|
|                                 | 2 June<br>2015 | 15 January<br>2016 | 15 January<br>2016 | 15 January<br>2016 |
| Grant date share price (US\$)   | 1.40           | 1.40               | 1.40               | 1.40               |
| Exercise price (US\$)           | 1.155          | 1.10               | 1.155              | 1.265              |
| Expected volatility             | 22.30%         | 21.04%             | 21.04%             | 21.04%             |
| Option life                     | 10 years       | 10 years           | 10 years           | 10 years           |
| Risk-free annual interest rates | 2.27%          | 2.03%              | 2.03%              | 2.03%              |

The Group recognised a net expense of US\$153,448 (2015: US\$85,364) related to equity-settled share-based payment transactions during the financial year.

Movement in share option during the financial year

The following reconciles the share options outstanding at the start of the year and at the end of the year.

|  | 2016             |  | 2015           |  |
|--|------------------|--|----------------|--|
|  | Number           | Weighted<br>average<br>exercise<br>price<br>US\$ | Number         | Weighted<br>average<br>exercise<br>price<br>US\$ |
| Balance at start of the financial year | 574,061          | 1.10   | 435,000        | 1.10   |
| Granted                                | 1,324,000        | 1.234  | 139,061        | 1.10   |
| Forfeited                              | (3,400)          | 1.10   | -              | -  |
| Balance at end of financial year       | <u>1,894,661</u> | <u>1.194</u>                                     | <u>574,061</u> | <u>1.10</u>                                      |

No share options were exercised during the financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

17. Share option reserve (Continued)

Movement in share option reserve during the financial year

|  | 2016<br>US\$   | 2015<br>US\$   |
|--|----------------|----------------|
| Balance at start of the financial year | 160,113        | 74,749         |
| Grant of share options                 | 153,448        | 85,364         |
| Balance at end of financial year       | <u>313,561</u> | <u>160,113</u> |

18. Other payables

|                | 2016<br>US\$   | 2015<br>US\$  |
|----------------|----------------|---------------|
| Accruals       | 130,237        | 65,195        |
| Other payables | 1,184          | -             |
|                | <u>131,421</u> | <u>65,195</u> |

Other payables are denominated in the following currencies:

|                      | 2016<br>US\$   | 2015<br>US\$  |
|----------------------|----------------|---------------|
| Singapore dollar     | 50,613         | 39,037        |
| United States dollar | 57,348         | 9,251         |
| British pound        | 20,678         | 14,999        |
| Euro                 | 2,782          | 1,908         |
|                      | <u>131,421</u> | <u>65,195</u> |

19. Significant related party disclosures

For the purposes of these consolidated financial statements, parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

19. Significant related party disclosures (Continued)

Compensation of key management personnel

For the financial year ended 31 March 2016, no emoluments were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

The remuneration of Directors for the financial years ended 31 March 2016 and 31 March 2015 was as follows:

|  | Directors' fee<br>US\$ | Short term employee benefits <sup>(3)</sup><br>US\$ | Share option plan<br>US\$ | Total<br>US\$    |
|--|------------------------|---|---------------------------|------------------|
| <b>Financial year ended 31 March 2016</b>  |                        |   |                           |                  |
| <b>Executive directors</b>                 |                        |   |                           |                  |
| Maung Aung Htun                            | -                      | 447,208 <sup>(1)</sup>                              | 58,193                    | 505,401          |
| Anthony Michael Dean                       | -                      | 429,909 <sup>(1)</sup>                              | 52,119                    | 482,028          |
| <b>Independent non-executive directors</b> |                        |   |                           |                  |
| Christopher William Knight                 | 35,000                 | -   | 7,896                     | 42,896           |
| Craig Robert Martin                        | 27,500                 | -   | 8,461                     | 35,961           |
| Christopher David Appleton                 | 27,500                 | -   | 9,027                     | 36,527           |
|  | <b>90,000</b>          | <b>877,117</b>                                      | <b>135,696</b>            | <b>1,102,813</b> |
| <b>Financial year ended 31 March 2015</b>  |                        |   |                           |                  |
| <b>Executive directors</b>                 |                        |   |                           |                  |
| Maung Aung Htun                            | -                      | 334,315 <sup>(2)</sup>                              | 33,370                    | 367,685          |
| Anthony Michael Dean                       | -                      | 279,903 <sup>(2)</sup>                              | 27,412                    | 307,315          |
| <b>Independent non-executive directors</b> |                        |   |                           |                  |
| Christopher William Knight                 | 30,000                 | -   | 2,681                     | 32,681           |
| Craig Robert Martin                        | 25,000                 | -   | 4,022                     | 29,022           |
| Christopher David Appleton                 | 25,000                 | -   | 5,363                     | 30,363           |
|  | <b>80,000</b>          | <b>614,218</b>                                      | <b>72,848</b>             | <b>767,066</b>   |

<sup>(1)</sup> The short term employee benefits include bonuses totalling US\$150,000 for the Executive Directors that relate to the financial year ended 31 March 2015 as determined by the Remuneration Committee.

<sup>(2)</sup> During the financial period ended 31 March 2014 the Executive Directors had agreed to forgo 50% of their compensation unless and until, in accordance with Rule 8 of the AIM Rules for Companies, the Company had "substantially implemented its Investment Policy". This condition was fulfilled with the investment in Myanmar Finance International Limited in September 2014. As such the contingent liability of the unpaid compensation, which amounted to US\$132,968 as at 31 March 2014, was recognised and settled in the financial year ended 31 March 2015. This amount is included in the Short Term Employee Benefits in the financial year ended 31 March 2015.

<sup>(3)</sup> The short term employee benefits also includes rental expenses paid for the Director's accommodation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

---

**20. Commitments**

**Operating lease commitments - as lessee**

The Group leases the Yangon office and accommodation for Directors under non-cancellable operating leases. The operating lease commitments are based on rental rates as specified in the lease agreements. The Group has the option to renew certain agreements on the leased premises for another one year.

In accordance with prevailing market conditions in Yangon, lease payments are paid in advance.

Future minimum rentals payable under non-cancellable operating leases at the reporting date are as follows:

|  | 2016<br>US\$  | 2015<br>US\$  |
|--|---------------|---------------|
| Within one financial year                                | 39,000        | 2,100         |
| After one financial year but within five financial years | -             | 14,700        |
|  | <u>39,000</u> | <u>16,800</u> |

**21. Dividends**

The Directors of the Company do not recommend any dividend in respect of the financial year ended 31 March 2016 (2015: Nil).

**22. Financial risk management objectives and policies**

The Group has risk management policies that systematically manage the risks that could prevent it from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Group's objectives are achieved. The Group's risk management takes place in the context of day-to-day operations and normal business processes such as strategic and business planning and are kept under review by the Directors. The Directors have identified each risk and are responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Group's established business objectives.

The Group's principal financial instruments consist of available-for-sale financial assets, other receivables, cash and cash equivalents and other payables. The main risks arising from the Company's financial instruments and the policies for managing each of these risks are summarised below.

**22.1 Credit risk**

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its obligations. The Group's credit risk is primarily attributable to other receivables and cash and cash equivalents with the maximum exposure being the reported balance in the consolidated statement of financial position. The Group has a nominal level of debtors and as such the Company believes that the credit risk to these is minimal. The Group holds available cash with licensed established banks. The Group considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

## 22. Financial risk management objectives and policies (Continued)

### 22.2 Market risks

#### *Foreign currency risks*

The Group incurs foreign currency risk on transactions and balances that are denominated in currencies other than its functional currency, the United States dollar. The main currencies giving rise to this risk are the Singapore dollar, Myanmar kyat and British Pound. Exposure to foreign currency risk is monitored on an on-going basis to ensure that the net exposure is at an acceptable level.

The Group monitors its foreign currency exchange risks closely and maintains funds in various currencies to minimise currency exposure. Currency translation risk arises when commercial transactions, recognised assets and liabilities and net investment in foreign operations are denominated in the currency that is not the entity's functional currency.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period were as follows:

|                  | Assets         |                | Liabilities   |               |
|------------------|----------------|----------------|---------------|---------------|
|                  | 2016           | 2015           | 2016          | 2015          |
|                  | US\$           | US\$           | US\$          | US\$          |
| Singapore dollar | 148,939        | 132,955        | 50,613        | 39,037        |
| Euro             | -              | -              | 2,782         | 1,908         |
| Myanmar kyat     | 6,446          | 6,308          | -             | -             |
| British pound    | -              | -              | 20,678        | 14,999        |
|                  | <u>155,385</u> | <u>139,263</u> | <u>74,073</u> | <u>55,944</u> |

#### *Foreign currency sensitivity analysis*

No sensitivity test was performed as the exposure to foreign currency risk is not significant to the consolidated financial statements.

#### *Interest rate risk*

The Group does not have any significant exposure to interest rate risk as the Group does not have any significant interest bearing liabilities and its interest earning assets are producing relatively low yields.

### 22.3 Liquidity risk

The Group is exposed to liquidity risk to the extent that it holds investments that it may not be able to sell quickly at close to fair value.

The risk is managed by the Group by means of cash flow planning to ensure that future cash requirements are anticipated and, where financial instruments have to be sold to meet these requirements, the process is carried out in a controlled manner intended to minimise the liquidity risk involved.

As at 31 March 2016, the Group's principal financial instruments consist mainly of cash and cash equivalents and available-for-sale financial assets.

**22. Financial risk management objectives and policies (Continued)**

**22.4 Fair value of financial assets and financial liabilities**

The carrying amounts of the Group's financial assets and financial liabilities approximate their respective fair values due to the short term maturity of these financial instruments except as disclosed in Note 11 to the financial statements.

**22.5 Capital management**

The Group manages its capital to ensure that the Group is able to continue as going concern and to maintain an optimal capital structure so as to maximise shareholders' value.

Management regards total equity attributable to owners of the parent as capital.

The management constantly reviews the capital structure to ensure the Group is able to service any debt obligations and contracted overheads based on its operating cash flows. At present the Group has taken on no debt obligations, other than other payables, and therefore has no difficulties in settling its debts as they fall due.

The Group is not subjected to any externally imposed capital requirements for the financial years ended 31 March 2016 and 31 March 2015.

**23. Subsequent events**

*Apollo Warrant*

On 16 June 2016, MIL4 acquired a warrant for a total consideration of US\$10,000, allowing MIL4 to purchase for a nominal amount 1.56% of Apollo's total capital stock on a fully diluted basis. As a result of this MIL 4 now has an effective equity interest of 14.0% in Apollo and the Company's indirect equity interest in Apollo is 9.3%.

*Equity fund raising*

On 16 September 2016, the Company raised US\$4,219,081 through the issuance of 3,245,447 new ordinary shares. As part of this fund raising the Company also issued 811,368 new warrants.