

TTG FINTECH LIMITED

(Formerly TTG Mobile Coupon Services Limited) ARBN 158 702 400

INTERIM REPORT Six months ended 30 September 2013

This interim financial report does not include all of the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the Annual Report for the year ended 31 March 2013 and any public announcements and prospectus made by TTG FINTECH LIMITED in accordance with the continuing disclosure requirements of the Corporation Acts 2001.

The financial statements are presented in Renminbi, the official currency of the People's Republic of China, unless otherwise stated.

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RESULTS FOR ANNOUNCEMENT TO THE MARKET

HALF-YEAR ENDED 30 SEPTEMBER 2013

(Previous corresponding period half-year ended 30 September 2012)

		RME	3'000	
Revenue from ordinary activities	down	85.0%	to	110
Loss after tax attributable to members	up	63.7%	to	9,487
Loss for the period attributable to members	up	63.7%	to	9,487

Dividends

No dividends were paid or declared during the six months ended 30 September 2013 (2012: Nil)

Explanation of Revenue

Revenues for both periods were largely derived from system development projects for clients seeking connections with ULPOS. The Company has focused on the expansion of the ULPOS platform to more major cities and cooperation with major operating partners, resulting in a decrease in system development revenue in the first half of the current year.

Comments on above figures

Net loss after tax attributable to members is RMB9.5 million, an increase of 63.7% over the last corresponding period.

The increase in net loss was primarily driven by

- 1. decrease in revenue of RMB0.6 million as discussed above;
- 2. increase in staff and operating expenses as a result of our rapid expansion.

The Company's business plan remains on track and the result for the six months ended 30 September 2013 was in line with the Company's expectations.

Please refer to the Directors' Report for more detailed description of the Company's business on ULPOS expansion and other business developments.

NTA Backing	30 September 2013	30 September 2012
Net tangible asset backing per ordinary share	4.0 cents	3.3 cents

Controlled entities acquired or disposed of

The Group acquired 100% of Shenzhen Taotaogu E-Commerce Company Limited ("Taotaogu E-Commerce"), Ltd for RMB100,000 which was completed on 2 July 2013.

Additional dividend information

The Company has not declared any dividend during both periods.

Dividend reinvestment plans

The Company does not have any dividend reinvestment plans on hand.



RESULTS FOR ANNOUNCEMENT TO THE MARKET (continued)

Associates and joint venture entities

The Group invested RMB5 million for 37.5% equity stake in Shenzhen Intelligent Preferential Pay Company Limited ("IPP"), which was completed on 5 August 2013.

IPP has become our associate since our investment.

Foreign entities

The reports have been prepared under both Hong Kong Financial Reporting Standards and International Financial Reporting Standards, and further details can be obtained by referring to Note 2 in the half year report attached.

Audit qualification or review

The accounts were subject to a review by the auditors and the review report is attached.



DIRECTORS REPORT

Your directors present their report on the consolidated entity consisting of TTG FINTECH LIMITED (Formerly TTG Mobile Coupon Services Limited) ("TTG") and its controlled entities for the six months ended 30 September 2013 (hereinafter referred to as the "Group").

Directors

The following persons were directors of TTG during the period and up to the date of this report:

Executive Directors

XIONG Qiang (Chairman & Chief Executive Officer) CHOW Ki Shui Louie (Deputy Chairman & Deputy Chief Executive Officer) KWOK Kin Kwong Gary (Chief Financial Officer) WU Linyan (Chief Technology Officer)

Non-executive Directors

RYAN Christopher John (Co-Chairman) BENSON Ross Kenneth CAI Wensheng LAN Jun YANG Yuchuan

Principal activities

TTG operates within the software and information services industry in the People's Republic of China. The Group's main business is based on its exclusive partnership with Shenzhen UnionPay Financial Network Co., Ltd. ("Shenzhen UnionPay Financial Network"), a member of the UnionPay Group. This partnership operates and maintains UnionPay's electronic payment and settlement platform, referred to as the "ULPOS Platform". TTG is entitled to a percentage of all spending on UnionPay card transactions which are processed through the ULPOS Platform.

Review of operations

TTG recorded a loss of RMB9,486,594 for the six months ended 30 September 2013, which was in line with the consolidated entity's expectations at this stage of its development.

ULPOS

During the first half of the financial year, TTG continued its geographical expansion of ULPOS with Shenzhen UnionPay Financial Network and Shenzhen Intelligent Preferential Pay Co., Ltd. ("IPP") to facilitate ULPOS's availability across China. Apart from large cities such as Shenzhen, Beijing and others named in TTG's previous annual report, ULPOS service is now available in over 30 cities in mainland China.

In the coming six months, TTG aims to further ULPOS services to cover most Chinese first and second tier cities, including Hong Kong, Macau and Taiwan. Specifically in Taiwan TTG has executed a cooperation agreement with Taiwan partner.

TTG has further concluded cooperation agreements with various new operating partners. Apart from the contract with China Telecom, a major telecommunications carrier in China, TTG continues to pursue agreements enabling more users and merchants to join the ULPOS platform. The Shenzhen Branch of SPD Bank was one of the partners with which TTG has executed agreements. At the conclusion of successful user acceptance testing, TTG intends to expand these services on a national basis.

Some of the functions of ULPOS 2.0 which allow UnionPay cardholders to redeem their reward points from other companies with the use of UnionPay cards have already passed the testing stage with China Unicom (Beijing). We aim to activate and promote this service with China Unicom (Beijing) by end of calendar 2013. This service named ULPOS2.0 will become a significant marketing tool for ULPOS service capabilities in the long term.



DIRECTORS REPORT (continued)

In October, TTG trial launched a customer relationship management system ("TLink System") which provides merchants a simple yet effective application for them to collect ULPOS transactions and analyse customer behaviour. The TLink System will increasingly become a major source of revenue for TTG.

In the coming few months, TTG will:

- 1. further expand its ULPOS services geographically;
- 2. continue to attract merchants to the ULPOS platform;
- 3. continue to execute cooperation agreements with potential partners, including but not limited to telecommunication operators and banks;
- 4. continue improving product design and offerings within ULPOS and TLink;
- 5. continue promoting ULPOS and TLink transactions after the completion of product design and trial testing with TTG's partners. For example the launch of the ULPOS service with a major partner outside Shenzhen is scheduled for the first half of 2014.

Concentration to date has been on building the ULPOS platform infrastructure across broader China. This infrastructure is over 50% complete and involves some 70 modules under the ULPOS banner. Each module is industry specific. Management plans to have the infrastructure rollout 80% complete by 31 March 2014 with essential completion some 6 months later.

Investment and cooperation with IPP

During the first half of the financial year, TTG announced a cooperation with IPP by providing value added services to IPP to support its preferential clearing services. TTG also announced an investment of RMB5 million in IPP, which was completed in August 2013, details of which are disclosed in these half-year accounts.

IPP commenced providing its preferential clearing services to various commercial banks in the first half of 2013. It is expected that this preferential clearing service will expand in the first half of 2014.

Others

In September 2013, TTG raised additional share capital of RMB 13,197,952 (net of share issue expenses), details of which are disclosed in these half-year accounts.

On 16 August 2013, the shareholders of the Company approved a change of the name of the Company to TTG FINTECH LIMITED, from TTG Mobile Coupon Services Limited.

Outlook

TTG's board considers TTG's operations for the current period have met management expectations and forecasts which will allow TTG to generate significant revenue from the ULPOS platform in the future. The board also expects recurring revenue to commence in Q2 2014 from TLink.

This report is made in accordance with a resolution of directors.

Mr. XIONG Qiang Chairman TTG FINTECH LIMITED

Sydney, 29 November 2013



Mr RYAN Christopher John Co-Chairman TTG FINTECH LIMITED

STATEMENT BY DIRECTORS

In accordance with a resolution of the Directors of TTG FINTECH LIMITED (Formerly TTG Mobile Coupon Services Limited) (the "Company"), we state that:

- (1) In the opinion of the Directors:
 - a. The consolidated statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Company and its subsidiary (the "Group") as at 30 September 2013; and
 - b. At the date of this statement there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.
- (2) In the opinion of the Directors, the consolidated financial statements give a true and fair view of:
 - a. The loss and cash flows of the Group for the year ended 30 September 2013; and
 - b. The state of affairs of the Group at 30 September 2013.

On behalf of the Board

Mr XIONG Qiang Chairman TTG FINTECH LIMITED

Sydney, 29 November 2013

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Mr RYAN Christopher John Co-Chairman TTG FINTECH LIMITED





國富浩華 (香港) 會計師事務所有限公司 Crowe Horwath (HK) CPA Limited Member Crowe Horwath International

香港 銅鑼灣 禮頓道77號 禮頓中心9樓 9/F Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong

INDEPENDENT REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) (Incorporated in Hong Kong with limited liability)

INTRODUCTION

We have reviewed the consolidated interim financial information of TTG FinTech Limited (formerly known as "TTG Mobile Coupon Services Limited") (the "Company") and its subsidiaries (together the "Group") set out on pages 9 to 28, which comprise the consolidated statement of financial position as of 30 September 2013 and the related consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months ended 30 September 2013, and other explanatory notes. As the annual financial statements of the Group are prepared in accordance with both International Financial Reporting Standards and Hong Kong Financial Reporting Standards, the directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with both International Accounting Standard 34 "Interim Financial Reporting" issued by the International Accounting Standards Board and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34 "Interim Financial Reporting" and Hong Kong Accounting Standard 34 "Interim Financial Reporting".

Crowe Horwath (HK) CPA Limited Certified Public Accountants Hong Kong, 29 November 2013

Lam Cheung Shing Practising Certificate Number P03552



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

		Six months 30 Septe	
	<u>Note</u>	2013 RMB <u>(unaudited)</u>	2012 RMB <u>(unaudited)</u>
Revenue	3	109,657	733,035
Cost of services		(85,096)	(586,839)
Gross profit		24,561	146,196
Other revenue Other income	5 5	76,968 697,156 774,124	541 155,666 156,207
Selling expenses General and administrative expenses Share of loss of an associate		(3,382,119) (6,851,137) (52,023) (10,285,279)	(1,779,048) (4,317,146) - (6,096,194)
Loss before taxation	6	(9,486,594)	(5,793,791)
Income tax	7		
Loss for the period attributable to the owners of the Company		(9,486,594)	(5,793,791)
Other comprehensive loss for the period (after tax and reclassification adjustments) Item that may be reclassified subsequently to profit or loss: Exchange difference on translation of financial statements of group entity outside			
of the PRC			(2,913)
Total comprehensive loss for the period		(9,486,594)	(5,796,704)
Total comprehensive loss for the period attributable to owners of the Company		(9,486,594)	(5,796,704)
Loss per share (RMB) Basic	8	(0.0149)	(0.0094)
Diluted		(0.0149)	(0.0094)



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2013

	<u>Note</u>	As at 30 September 2013 RMB <u>(unaudited)</u>	As at 31 March 2013 RMB <u>(audited)</u>	As at 30 September 2012 RMB <u>(unaudited)</u>
Non-current assets Property, plant and equipment, net Intangible assets, net Interest in an associate	10 11 12	1,715,961 95,913 4,947,977 6,759,851	1,653,360 - - 1,653,360	1,509,722 - - 1,509,722
Current assets Trade and other receivables Cash and bank balances	13	717,300 21,370,917 22,088,217	1,445,992 21,970,669 23,416,661	919,054 19,976,934 20,895,988
Current liabilities Other payables and accruals	14	3,478,084	3,411,395	1,635,968
Net current assets NET ASSETS		<u>18,610,133</u> 25,369,984	20,005,266 21,658,626	<u>19,260,020</u> 20,769,742
CAPITAL AND RESERVES Share capital Reserves	15	1,032,679 24,337,305	1,029,880 20,628,746	1,023,452 19,746,290
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		25,369,984	21,658,626	20,769,742

Approved and authorised for issue by the directors on 29 November 2013.

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Director

Director



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) CONSOLIDATED STATEMENT OF CHANGES IN EQUITY - UNAUDITED FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

			Att	tributable to owr	ners of the Compa	iny	
			Reserves				
	<u>Note</u>	Share <u>capital</u> RMB	Share <u>premium</u> RMB	Exchange <u>reserve</u> RMB	Accumulated <u>losses</u> RMB	<u>Subtotal</u> RMB	Total <u>equity</u> RMB
At 1 April 2012 (audited)		888,550	4,665,840	-	(1,469,925)	3,195,915	4,084,465
Loss for the period		-	-	-	(5,793,791)	(5,793,791)	(5,793,791)
Other comprehensive loss Exchange difference on translation of financial statements of group entity outside of the							
PRC				(2,913)		(2,913)	(2,913)
Total comprehensive loss for the period	r			(2,913)	(5,793,791)	(5,796,704)	(5,796,704)
Transactions with owners Issuance of new shares Issuance of new shares Placing of new shares Issuance of new shares Share issue expenses	15(c) 15(d) 15(e) 15(f)	67,607 16,958 40,718 9,619	3,164,814 11,075,370 11,633,585 (3,526,690)	- - - -		3,164,814 11,075,370 11,633,585 (3,526,690)	3,232,421 16,958 11,116,088 11,643,204 (3,526,690)
At 30 September 2012 (unaudited)		1,023,452	27,012,919	(2,913)	(7,263,716)	19,746,290	20,769,742
At 1 April 2013 (audited)		1,029,880	40,212,631	-	(19,583,885)	20,628,746	21,658,626
Loss for the period			<u> </u>		(9,486,594)	(9,486,594)	(9,486,594)
Total comprehensive loss for the period			<u> </u>		(9,486,594)	(9,486,594)	(9,486,594)
Transactions with owners Issuance of new shares Share issue expenses	15(g)	2,799	14,738,864 (1,543,711)	-		14,738,864 (1,543,711)	14,741,663 (1,543,711)
At 30 September 2013 (unaudited)		1,032,679	53,407,784		(29,070,479)	24,337,305	25,369,984



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

		ths ended otember 2012 RMB <u>(unaudited)</u>
NET CASH USED IN OPERATING ACTIVITIES	(8,262,273)	(5,450,206)
INVESTING ACTIVITIES Interest received Payments for purchase of property, plant and equipment Payments for purchase of intangible assets Proceeds from disposal of property, plant and equipment Net cash inflow for acquisition of subsidiaries, net of cash acquired Payments for acquisition of an associate	7,582 (251,728) - 335 11,524 (5,000,000)	541 (404,784) (200,000) - - -
NET CASH USED IN INVESTING ACTIVITIES	(5,232,287)	(604,243)
FINANCING ACTIVITIES Net proceeds from issuance of new shares Interest paid	13,197,952 -	22,481,981 (12)
NET CASH GENERATED FROM FINANCING ACTIVITIES	13,197,952	22,481,969
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(296,608)	16,427,520
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE REPORTING PERIOD	21,970,669	3,523,316
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	(303,144)	26,098
CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD Cash and bank balances	21,370,917	19,976,934



1. GENERAL INFORMATION

TTG FinTech Limited (formerly known as "TTG Mobile Coupon Services Limited") (the "Company") is a limited liability company domiciled and incorporated in Hong Kong. The address of its registered office and principal place of business is Unit 1806, 18/F., Park-In Commercial Centre, 56 Dundas Street, Mongkok, Kowloon, Hong Kong.

The Company is an investment holding company and its shares are listed on Australian Securities Exchange. Its subsidiaries are principally engaged in provision of system development and information technology services in the People's Republic of China (the "PRC").

The consolidated interim financial information was approved for issue by the Board of Directors on 29 November 2013.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The directors are responsible for preparing the interim financial information in accordance with applicable law and regulations. The interim financial information has been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting", issued by the International Accounting Standard Board ("IASB") ("IAS34"). IAS 34 is consistent with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") ("HKAS 34") and accordingly this unaudited consolidated interim financial information is also prepared in accordance with HKAS 34. The consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2013, which have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and Hong Kong Financial Reporting Standards ("HKFRS").

The consolidated interim financial information has been prepared under the historical cost convention.

The preparation of the unaudited consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparing the unaudited consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2013, as set out on pages 53 to 54 of the 2013 annual report.

Except as described below, the accounting policies adopted in the preparation of the consolidated interim financial information are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31 March 2013.

The following amended standards are mandatory for the first time for the financial year beginning 1 January 2013 but either have no significant impact to the Group's results and financial position or are not currently relevant to the Group.



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) NOTES TO THE CONSOLIDATED INTERIM FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

IAS 1 / HKAS 1 (Amendment)	Presentation of Financial Statements
IAS 19 / HKAS 19 (2011)	Employee Benefits
IAS 27 / HKAS 27 (2011)	Separate Financial Statements
IAS 28 / HKAS 28 (2011)	Investment in Associates and Joint Ventures
IFRS 1 / HKFRS 1 (Amendment)	Government Loans
IFRS 10 / HKFRS 10	Consolidated Financial Statements
IFRS 11 / HKFRS 11	Joint Arrangements
IFRS 12 / HKFRS 12	Disclosure of Interests in Other Entities
IFRS 13 / HKFRS 13	Fair Value Measurements
IFRS 10 / HKFRS 10,	Consolidated Financial Statements, Joint
IFRS 11/ HKFRS 11 and	Arrangements and Disclosure of Interests in Other
IFRS 12 / HKFRS 12	Entities: Transition Guidance
Annual Improvements Project	Improvements to IFRSs / HKFRSs 2011
IFRIC / HK(IFRIC) - Int 20	Stripping Costs in the Production Phase of a Surface
	Mine

The following new and amended standards have been issued but are not effective for the financial year beginning 1 January 2013 and have not been early adopted:

Offsetting Financial Assets and Financial Liabilities ¹
Recoverable Amount Disclosures for Non-Financial Assets ¹
Novation of Derivatives and Continuation of Hedge Accounting ¹
Financial Instruments ²
Financial Instruments – Financial Liabilities ²
Mandatory Effective Date and Transition Disclosures ²
Investment Entities ¹
Levies ¹

¹ Changes effective for annual periods beginning on or after 1 January 2014 ² Changes effective for annual periods beginning on or after 1 January 2015

Changes effective for annual periods beginning on or after 1 January 2015

The directors of the Company anticipate that the application of the above standards will have no material impact on the results and the financial position of the Group.



3. REVENUE

The revenue from provision of system development and information technology services recognised during the periods is as follows:

S	ix months end	ed 30 September
	2013	2012
	RMB	RMB
	(unaudited)	(unaudited)
Revenue from provision of system development services	97,087	689,500
Revenue from provision of information technology services	12,570	43,535
	109,657	733,035

4. SEGMENT INFORMATION

The Group manages its business by divisions which are organized from the services perspective.

The board of directors, being the chief operating decision maker, consider that the Group has only one single operating segment as the Group is principally engaged in provision of system development and information technology related services. Accordingly, the segment information for this sole operating segment is equivalent to the consolidated figures. No geographical information is presented as the Group's customers, operations and non-current assets are located in the PRC.

Information about major customers

An analysis of revenue from customers contributing 10% or more of the Group's total revenue is as follows:

	Six months ende	d 30 September
	2013	2012
	RMB	RMB
	(unaudited)	(unaudited)
Customer A	-	674,500
Customer B	97,087	



5. OTHER REVENUE AND OTHER INCOME

	Six months ended 3 2013 RMB <u>(unaudited)</u>	30 September 2012 RMB <u>(unaudited)</u>
Other revenue Interest income on bank deposits	7,582	541
Total interest income on financial assets not at fair value through profit or loss Promotion income Management fee income Income from leasing of plant and equipment	7,582 25,000 28,852 15,534 76,968	541 - - - 541
Other income Waiver of amount due to a related company Government grant Sundry income	- 585,098 112,058 697,156	153,220

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	Six months ended 30 September		
	2013	2012	
	RMB	RMB	
	(unaudited)	(unaudited)	
Depreciation	197,412	140,426	
Impairment loss of intangible assets	-	200,000	
Listing expenses	-	300,583	
Operating lease charges in respect of properties			
- minimum lease payments	483,706	163,650	
Loss on disposal of property, plant and equipment	389	-	
Staff costs (including directors' emoluments)			
- Salaries and allowances	4,484,565	2,240,110	
- Contribution to defined contribution retirement plan	159,935	91,230	
·	4,644,500	2,331,340	



7. INCOME TAX

No Hong Kong Profits Tax has been made as the Group has no estimated assessable profits arising in Hong Kong for the six months ended 30 September 2013 (2012: Nil).

Pursuant to a notice issued by the tax authority on 5 April 2012, Shenzhen Tao-taogu Information Technology Co., Ltd. ("Shenzhen Tao-taogu"), a wholly-owned subsidiary of the Company, is exempted from PRC enterprise income tax for two years starting from the first year of profitable operations after offsetting prior year losses, followed by a 50% reduction for the next three years. Except for Shenzhen Tao-taogu, the provision for PRC enterprise income tax for the Company's subsidiaries in the PRC is based on tax rate of 25% of the taxable income as determined in accordance with the relevant income tax rules, and regulations in the PRC.

No provision for PRC enterprise income tax has been made in the unaudited consolidated interim financial information as the PRC subsidiaries sustained a loss during the periods.

8. LOSS PER SHARE

<u>Basic</u>

The calculation of basic loss per share is calculated by dividing the loss for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Six months ended 30 September		
	2013	2012	
	RMB RMB		
	(unaudited)	(unaudited)	
Loss for the period attributable to owners of the Company	(9,486,594)	(5,793,791)	
Weighted average number of ordinary shares*	635,042,775	617,518,270	

* The number of ordinary shares has been adjusted to take into account the adjustment to the number of shares for the share subdivision in May 2012.

Diluted

Diluted loss per share is equal to the basic loss per share as there are no dilutive potential ordinary shares outstanding during both periods.



9. DIVIDEND

11.

The directors resolved not to pay any interim dividend for the six months ended 30 September 2013 (2012: Nil).

10. PROPERTY, PLANT AND EQUIPMENT, NET

The changes in property, plant and equipment during the period are as follows:

	<u>RMB</u>
Carrying amount at 1 April 2013 (audited)	1,653,360
Cost Additions	
 acquisition of a subsidiary (note 19) others 	9,009 251,728
Disposals	260,737 (12,787)
	247,950
Depreciation - charge for the period	197,412
- written back on disposals	(12,063) 185,349
Carrying amount at 30 September 2013 (unaudited)	1,715,961
INTANGIBLE ASSETS, NET	
	<u>Trademarks</u> RMB
Carrying amount at 1 April 2013 (audited) Additions	-
- acquisition of a subsidiary	95,913

Carrying amount at 30 September 2013 (unaudited)

The trademarks are with an indefinite life. On initial recognition, the directors of the Company are of the opinion that the Group has the ability to use the trademarks continuously and expected to contribute to net cash inflows of existing business indefinitely. As a result, the trademarks are considered by the management of the Group as having an indefinite useful life. The trademarks will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and when ever there is an indication that it may be impaired.



95,913

12. INTEREST IN AN ASSOCIATE

As at 30 September 2013 RMB <u>(unaudited)</u>

Share of net assets

4,947,977

On 5 August 2013, the Group acquired 37.5% equity interest in Shenzhen Intelligent Preferential Pay Company Limited ("IPP") from independent third parties for a total consideration of RMB5,000,000. The principal activities of IPP are the provision of e-commerce, information technology consultancy services, electronic promotion services and electronic messaging information services.

The particulars of the associate of the Group, which is unlisted, and the Group's share of its results and aggregated assets and liabilities as at 30 September 2013, are as follows:

Name of associate	Place of incorporation and business	Form of business <u>structure</u>	Particulars of registered capital	Proportion of ownership interest <u>held directly</u>	Principal activity
Shenzhen Intelligent Preferential Pay Company Limited* (深圳市智惠 付信息技術 有限公司)	Mainland China	Incorporated	RMB2,000,000	37.5%	Provision of e-commence, information technology consultancy services, electronic promotion services and electronic messaging information services.

* The English translation of the company name is for reference only. The official name of this company is in Chinese.

The above associate is accounted for using the equity method in the unaudited consolidated interim financial information.

	<u>Assets</u> RMB (unaudited)	<u>Liabilities</u> RMB (unaudited)	<u>Equity</u> RMB (unaudited)	<u>Revenue</u> RMB (unaudited)	Loss for <u>period</u> RMB (unaudited)
As at 30 September 2013					
100 percent Group's effective interest	13,214,741 4,955,528	(20,135) (7,551)	13,194,606 4,947,977	181,669 68,126	(138,728) (52,023)



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) NOTES TO THE CONSOLIDATED INTERIM FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

13. TRADE AND OTHER RECEIVABLES

		As at September 2013 RMB unaudited)	As at 31 March 2013 RMB <u>(audited)</u>	As at 30 September 2012 RMB <u>(unaudited)</u>
Trade receivables Other receivables	(a)	213,938 170.582	480,000 346,374	199,500 72,639
Amount due from a director	(b) and	170,302	340,374	
	16(c)	-	-	204,514
Amounts due from shareholders	(C)	20,323	481,181	330,069
Amounts due from related companies	16(c)	163,253	30,000	-
Loans and receivables		568,096	1,337,555	806,722
Prepayments and deposits		149,204	108,437	112,332
	-	717,300	1,445,992	919,054

Note:

a) Trade receivable is due within 60 days from the date of billing. There are no trade receivables impaired for the periods. The Group does not hold any collateral over these balances. The ageing analysis of trade receivables presented based on invoice date at the end of the reporting period that are neither nor collectively considered to be impaired are as follows:

3	As at 30 September 2013 RMB <u>(unaudited)</u>	As at 31 March 2013 RMB <u>(audited)</u>	As at 30 September 2012 RMB <u>(unaudited)</u>
Neither past due nor impairment Past due but not impairment	23,938	280,500	199,500
Less than 1 month past due	-	-	-
1 to 3 months past due	-	199,500	-
3 to 6 months past due	190,000		-
	213,938	480,000	199,500



13. TRADE AND OTHER RECEIVABLES (Continued)

Note: (Continued)

- b) As at 31 March 2012, there was an amount of RMB251,521 due from a debtor (the "Debtor") included in other receivables. On 14 May 2012, Mr. Xiong Qiang, a director of the Company, gave a guarantee in respect of the amount of RMB251,521 due from the Debtor. Under the guarantee, if the Debtor was unable to repay the amount of RMB251,521 due by the Debtor to the Company before 30 August 2012, Mr. Xiong Qiang shall repay the same amount on behalf of the Debtor to the Company. Since the Debtor was unable to repay the same amount due to the Company on 30 August 2012, Mr. Xiong Qiang agree to repay the same amount on behalf of the Debtor to the Company before 31 December 2012. As at 30 September 2012, an amount of RMB 49,056 has been set off with the amount due to Mr. Xiong Qiang leaving a balance of RMB 204,514 classified as amount due from a director.
- c) The amounts due from shareholders are unsecured, interest-free and repayable on demand.

14. OTHER PAYABLES AND ACCRUALS

	Note	As at 30 September 2013 RMB <u>(unaudited)</u>	As at 31 March 2013 RMB <u>(audited)</u>	As at 30 September 2012 RMB <u>(unaudited)</u>
Other payables and accruals		2,774,975	2,737,847	975,715
Amounts due to directors	(b) and 16(c)	367,631	376,863	124,810
Amount due to a related party	(b) and 16(c)	105,700	56,700	10,255
Amounts due to shareholders	(a)	-		293,787
Financial liabilities measured				
at amortised cost		3,248,306	3,171,410	1,404,567
Advance from a customer		199,606	199,952	204,400
Business tax and other levies				
payables		30,172	40,033	27,001
		3,478,084	3,411,395	1,635,968

Note:

- a) The amounts due to shareholders are unsecured, interest-free and have no fixed terms of repayment.
- b) The amounts due to directors and a related party include an amount of RMB51,000 and RMB49,000 consideration payable for acquisition of a subsidiary respectively. Details are set out in note 19 to the unaudited consolidated interim financial information.



TTG FINTECH LIMITED (FORMERLY KNOWN AS TTG MOBILE COUPON SERVICES LIMITED) NOTES TO THE CONSOLIDATED INTERIM FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

15. SHARE CAPITAL

Authorizodu	<u>Note</u>	Number of ordinary shares of HK\$0.01 <u>per share</u>	Number of ordinary shares of HK\$0.002 <u>per share</u>	<u>HK\$</u>	RMB <u>equivalent</u>
Authorised: At 1 April 2012 Share subdivision Increase in authorised	(a)	125,000,000 (125,000,000)	- 625,000,000	1,250,000 -	
share capital	(b)	-	375,000,000	750,000	
At 30 September 2012	•		1,000,000,000	2,000,000	
At 1 April 2013 and 30 September 2013	:	<u> </u>	1,000,000,000	2,000,000	
Issued and fully paid up:					
At 1 April 2012 (audited) Issuance of new shares Issuance of new shares Placing of new shares Share subdivision Issuance of new shares	(c) (d) (e) (a) (f)	117,912,500 2,087,500 5,000,000 (125,000,000)	- - - 625,000,000 5,911,400	1,095,813 83,312 20,875 50,000 - 11,823	888,550 67,607 16,958 40,718 - 9,619
At 30 September 2012 (unaudited)		<u> </u>	630,911,400	1,261,823	1,023,452
At 1 April 2013 (audited) Issuance of new shares	(g)	-	634,911,400 1,776,000	1,269,823 3,552	1,029,880 2,799
At 30 September 2013 (unaudited)	-	-	636,687,400	1,273,375	1,032,679

Note:

- a) Pursuant to a written resolution passed by all the shareholders of the Company on 28 May 2012, the authorised share capital comprising 125,000,000 ordinary shares of HK\$0.01 each be subdivided into 625,000,000 ordinary shares of HK\$0.002 each.
- b) Pursuant to a written resolution passed by all the shareholders of the Company on 12 September 2012, the authorised share capital of the Company was increased from HK\$1,250,000 to HK\$2,000,000 by the creation of 375,000,000 ordinary shares of HK\$0.002 each. The ordinary shares rank pasi passu with the existing ordinary shares of the Company in all respects.



15. SHARE CAPITAL (Continued)

Note: (Continued)

- c) Pursuant to a written resolution passed by all the shareholders of the Company on 15 December 2011, the Company allotted and issued 16,662,500 ordinary shares with par value of HK\$0.01 each at US\$0.06 per share for a total cash consideration of US\$1,000,000 of which US\$500,000 (equivalent to RMB3,162,353) were paid up as at 31 March 2012 and US\$489,319 (equivalent to RMB3,094,798) has been credited to share premium account. The remaining balance of US\$500,000 (equivalent to RMB3,232,421) was paid up on 11 April 2012 has been credited to share premium account.
- d) Pursuant to a written resolution passed by all the directors of the Company on 23 April 2012, the Company allotted and issued 2,087,500 ordinary shares at par value of HK\$0.01 for a total cash consideration of HK\$20,875 (equivalent to RMB16,958) as additional capital of the Company. All the 2,087,500 ordinary shares were fully paid up upon allotment.
- e) On 17 July 2011, the Company entered into a placing agreement with Investorlink China Limited for placing of 1,250,000 ordinary shares at US\$0.2 per share and 5,000,000 ordinary shares at US\$0.35 per share for a total cash consideration of US\$2,000,000 (equivalent to RMB12,649,416) as additional capital of the Company. Placement of the 1,250,000 ordinary shares for US\$250,000 (equivalent to RMB1,581,177) was completed on 1 February 2012. On 18 May 2012, the Company allotted and issued remaining 5,000,000 ordinary shares of HK\$0.01 each for a cash consideration of US\$1,750,000 (equivalent to RMB11,116,088) out of which US\$1,743,590 (equivalent to RMB11,075,370) has been credited to share premium account. All the ordinary shares were fully paid up upon allotment.
- f) Pursuant to a written resolution passed by all the directors of the Company on 25 September 2012, the Company allotted and issued 5,911,400 ordinary shares of HK\$0.002 each for a total cash consideration of HK\$14,310,081 (equivalent to RMB11,643,204) as additional capital of the Company. The premium of RMB11,633,585 upon issuance of the ordinary shares was credited to the share premium account. All the 5,911,400 ordinary shares were fully paid up upon allotment.
- g) Pursuant to a written resolution passed by all the directors of the Company on 3 September 2013, the Company alloted and issued 1,776,000 ordinary shares of HK\$0.002 each for a total cash consideration of HK\$18,707,170 (equivalent to RMB14,741,663) as additional capital of the Company. The premium of RMB14,738,864 upon issuance of the ordinary shares was credited to the share premium account. All the 1,776,000 ordinary shares were fully paid up upon allotment.

16. MATERIAL RELATED PARTY TRANSACTIONS

The Group has entered into the following material related party transactions during the period.



16. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

a) Transactions with key management personnel

All members of key management personnel are the directors of the Company. The remuneration of key management during the period was as follows:

	Six months ended 30 September		
	2013	2012	
	RMB	RMB	
	(unaudited)	(unaudited)	
Short-term employee benefits	877,636	187,810	

b) Transactions with other related parties

			••	hs ended otember 2012 RMB
Name of related party	Nature of transaction	<u>Note</u>	(unaudited)	(unaudited)
Shenzhen Bozhong Communication Technology Company Limited * ("Shenzhen Bozhong") (深圳市伯仲通信技術 有限公司)	System improvement expenses	i	568,000	-
Shenzhen Bobo Information Technology Company Limited * ("Shenzhen Bobo") (深圳市播播信息技術 有限公司)	Waiver of debt by a related company	ii	-	153,220
	Purchase of trade marks from a related company	iii	-	200,000
Investorlink Corporate Limited	Legal and professional fees	iv	-	194,810
Investorlink Securities Limited	Commission expenses	iv	-	8,668

* The English translation of the companies name are for reference only. The official names of these companies are in Chinese.



16. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

b) Transactions with other related parties (Continued)

Note:

- i) Ms. Ling Fang, an ex-director of the subsidiary and the wife of Mr. Xiong Qiang, a director and a shareholder of the Company is the director and major shareholder of Shenzhen Bozhong.
- ii) On 29 April 2012, Shenzhen Bobo entered into an agreement with the subsidiary, pursuant to which Shenzhen Bobo waived the amount of RMB153,220 due by the subsidiary. Mr. Xiong Qiang, a director and a shareholder of the Company, is a director and major shareholder of Shenzhen Bobo.
- iii) On 26 April 2012, the subsidiary entered into an agreement to acquire trademarks from Shenzhen Bobo for a consideration of RMB200,000.
- iv) Mr. Benson Ross and Mr. Ryan Christopher, the directors of the Company, are also the directors of Investorlink Corporate Limited and Investorlink Securities Limited.
- v) On 2 July 2013, Shenzhen Tao-taogu Information Technology Co., Ltd., a wholly-owned subsidiary of the Company, entered into an agreement with Mr. Xiong Qiang, a director and a shareholder of the Company and Ms. Ling Fang, the wife of Mr. Xiong Qiang to acquire 100% equity interest in Shenzhen Taotaogu E-commence Co., Limited, a company established in the PRC, at a total consideration of RMB100,000. Details are set out in note 19 to the unaudited consolidated interim financial information.
- c) The Group had the following material balances with related parties as follows:

		As at 30 September	As at 31 March 3	As at 0 September
Name of related party	<u>Note</u>	2013 RMB	2013 RMB	2012 RMB
		(unaudited)	(audited)	(unaudited)
Amount due to a related party		<u>(unaddited)</u>		(diladdited)
- Ling Fang	(i)	(105,700)	(56,700)	(10,255)
Amounts due (to)/from directors	(i)			
- Chow Ki Shui Louie		(98,546)	(100,020)	(122,685)
- Xiong Qiang		(74,640)	(23,993)	204,514
- Kwong Kin Kwong Gary		(39,401)	(39,990)	-
- Wu Lin Yau		(4,728)	(4,580)	(2,125)
- Yang Yu Chuan		-	(41,656)	-
- Lan Jun		-	(41,656)	-
 Ryan, Christopher John 		(75,158)	(41,656)	-
 Benson Ross, Kenneth 		(75,158)	(41,656)	-
- Cai Wensheng		-	(41,656)	-
		(367,631)	(376,863)	79,704



16. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

c) The Group had the following material balances with related parties:

Name of related party	<u>Note</u>	As at 30 September 2013 RMB (unaudited)	As at 31 March 3 2013 RMB (audited)	As at 30 September 2012 RMB <u>(unaudited)</u>
Amounts due from related companies				
 Shenzhen Bobo Information Technology Company Limited Shenzhen Bozhong Communication 	(ii)	-	30,000	-
- Investorlink Securities Limited	(iii) (iv)	40,000 123,253		- -

Note:

- The balances with Ms. Ling Fang, the wife of Mr. Xiong Qiang and an ex-director of the subsidiary and the amounts due to directors are unsecured, interest free and repayable on demand.
- ii) The amount was unsecured, interest free and repayable on demand. On 29 April 2012, the related company waived an amount of RMB153,220 due by the Company. Therefore, the amount of RMB153,220 was credited to the consolidated statement of comprehensive income.
- iii) The amount was unsecured, interest free and repayable on demand.
- iv) The amount was unsecured, interest free and repayable on demand. The Group advanced funds to this related company and this related company will then pay the company secretarial fee and subscription fee for listing in Australia on behalf of the Company.

17. OPERATING LEASE COMMITMENT

At 30 September 2013, the Group had commitments for future minimum lease payments under operating leases in respect of properties which fall due as follows:

	As at 30 September 2013 RMB (unaudited)	As at 31 March 2013 RMB (audited)	As at 30 September 2012 RMB (unaudited)	
Within 1 year	273,190	122,898	158,650	

The lease typically run for an initial period of 1 year, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.



18. CAPITAL COMMITMENT

At 30 September 2013, the Company had capital commitments not provided for in the unaudited consolidated interim financial information were as follows:

	As at	As at	As at
	30 September	31 March	30 September
	<u>2013</u>	<u>2013</u>	2012
	RMB	RMB	RMB
	(unaudited)	(audited)	(unaudited)
Contracted but not provided for			
 Capital contribution to the subsidiary 	7,880,000	4,958,760	5,069,120

19. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

On 2 July 2013, Shenzhen Tao-taogu Information Technology Co., Ltd. ("Shenzhen Tao-taogu"), a wholly-owned subsidiary of the Company, entered into an agreement (the "Agreement") with Mr. Xiong Qiang, a director and a shareholder of the Company and Ms. Ling Fang, the wife of Xiong Qiang to purchase 100% equity interest in Shenzhen Taotaogu E-commerce Co., Limited ("Taotaogu E-commerce"), a company established in the PRC, at a total consideration of RMB100,000.

The Group does not hold any ownership interests in Taotaogu E-commerce. However, based on the terms of Agreement under which Taotaogu E-commerce was acquired, the Group receives substantially all of the returns related to its operations and net assets and has the ability to direct Taotaogu E-commerce's activities that most significantly affect these returns. The acquisition was completed on 2 July 2013. Pursuant to the Agreement, the consideration for arrangement shall be paid in cash within 90 days upon signing of the Agreement.

The Group takes the view that the acquisition of Taotaogu E-Commence allows the Group to use the trademarks, which enable the Group to have a solid reputation in information technology sector to further expand its business in the PRC.



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19. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY (Continued)

Identifiable assets and liabilities acquired

	RMB
Non-current assets	
Intangible assets	95,913
Property, plant and equipment	9,009
	104,922
Current assets	
Other receivables	70
Cash and bank balances	11,524
	11,594
Current liabilities	
Other payables	(16,516)
	100,000

The financial information as disclosed above represent the financial information of Taotaogu E-commerce as of 2 July 2013.

	<u>RMB</u>
Total purchase consideration satisfied by:	
Payable for acquisition of a subsidiary (note 14(b))	100,000
	<u>RMB</u>
Cash and cash equivalents in a subsidiary acquired	11,524
Net cash inflow of cash and cash equivalents in respect of acquisition of a subsidiary	11,524

20. ULTIMATE CONTROLLING PARTY

At 30 September 2013, the directors of the Company consider the ultimate controlling party of the Company to be Mr. Xiong Qiang.

21. COMPARATIVE FIGURES

As a result of the application of IAS 1 / HKAS 1 (Amendment), certain comparative figures have been adjusted to conform to current period's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2013.



CORPORATE DIRECTORY

PRINCIPAL PLACE OF BUSINESS IN THE PRC

2302, Block 2, Internet Industrial Park Guo Wei Road, LuoHu District Shenzhen, PRC

REGISTERED OFFICE, PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

1806, Park-In Commercial Centre 56 Dundas Street Kowloon, Hong Kong

REPRESENTATIVE OFFICE IN AUSTRALIA

Investorlink China Limited Level 26, 56 Pitt Street Sydney NSW 2000

BOARD OF DIRECTORS

Executive Directors

XIONG Qiang (Chairman & Chief Executive Officer) CHOW Ki Shui Louie (Deputy Chairman & Deputy Chief Executive Officer) KWOK Kin Kwong Gary (Chief Financial Officer) WU Linyan (Chief Technology Officer)

Non-Executive Directors

RYAN Christopher John (Co-Chairman) BENSON Ross Kenneth CAI Wensheng LAN Jun YANG Yuchuan

COMPANY SECRETARIES

KWOK Kin Kwong Gary GROTH Tony

AUDITORS

Crowe Horwath (HK) CPA Limited

AUDIT COMMITTEE

RYAN Christopher John (Chairman) KWOK Kin Kwong Gary BENSON Ross Kenneth

REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

LAN Jun (Chairman) XIONG Qiang CHOW Ki Shui Louie KWOK Kin Kwong Gary WU Linyan RYAN Christopher John BENSON Ross Kenneth CAI Wensheng Yang Yuchuan

AUSTRALIA BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067

WEBSITE http://www.ttg.hk

