VERTU CAPITAL LIMITED

ANNUAL REPORT AND ACCOUNTS

From the period of incorporation
12 September 2014 to 31 December 2015

VERTU CAPITAL LIMITED

ANNUAL REPORT AND ACCOUNTS
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015

CONTENTS

OFFICERS AND PROFESSIONAL ADVISORS

Directors (*all non-executive*)	Kiat Wai (also known as 'William') Du Shunita Maghji
Company Secretary	Rada Palanisamy No. 23, Jalan BP3A Taman Bukit Permata Batu Caves 68100 Selangor Malaysia
Registered Office	Offshore Incorporations (Cayman) Limited Floor 4, Willow House Cricket Square PO Box 2804 Grand Cayman KY1-1112 Cayman Islands
Head Office	Suite A-02-02, 2nd Floor Empire Office Tower Jalan SS16/1, Subang Jaya 47500 Selangor DE Malaysia
Auditors	Crowe Clark Whitehill LLP St. Bride's House 10 Salisbury Square London EC4Y 8EH
Bankers	OCBC Bank 65 Chulia Street OCBC Centre Singapore 049513
Legal advisers to the Company	Harney Westwood & Riegels Singapore LLP 20 Collyer Quay #21-02 Singapore 049319

VERTU CAPITAL LIMITED

CHAIRMAN'S STATEMENT
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015

I have pleasure in presenting the financial statements of Vertu Capital Limited (the "Company") for the period from the date of incorporation on 12 September 2014 to 31 December 2015.

On 19 January 2015, the Company was successfully admitted to Standard Listing on the Official List and to trading on the London Stock Exchange's main market for listed securities.

Upon Admission the share capital of the Company was increased from £200,000, the amount when it was incorporated, to £1,000,000.

During the financial period, the Company reported a net loss of £272,001 (0.35p per share). As at 31 December 2015, the Company had cash at bank of £788,285.

The Board has actively reviewed a number of potential acquisition opportunities across the sector, none of which has met the necessary criteria for selection. To date, no acquisition has been made.

The Board looks forward to providing further updates to shareholders in due course.

Chairman

28 April, 2016

Directors' report

The Directors present their report together with the audited financial statements, for the period ended 31 December 2015.

The Company was incorporated on 12 September 2014 in the Cayman Islands, as an exempted company with limited liability under the Companies Law.

Its issued share capital, consisting of Ordinary Shares was admitted to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities on 19 January 2015.

Results and dividends

The results for the year are set out in the Statement of Comprehensive Income on page 9. The Directors do not recommend the payment of a dividend on the ordinary shares.

Company objective

The Company has been formed to undertake an acquisition of a target company or business in the financial services sector - including (but not to the exclusion of other types of business) fund management businesses, niche investment banks, trustee & custodian services businesses and financial planning businesses.

There is no specific expected target value for the acquisition and the Company expects that any funds not used for the acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business.

Following completion of an acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the acquisition. Following an acquisition, the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange's main market for listed securities.

The Company's business risk

An explanation of the Company's financial risk management objectives, policies and strategies is set out in note 11.

Key events

During the period, the Company raised initial funds of £1.0 million primarily by the Initial Public Offering of the Company's shares on the London Stock Exchange, to provide working capital and initial funding of an acquisition.

At the period end the Company has cash of approximately £0.8 million and continues to keep administrative costs to a minimum so that the majority of funds can be dedicated to the review of and potentially investment in, suitable projects.

Directors

The Directors of the Company during the period were:

William Du Kiat Wai	(appointed 12 September2014)
Shunita Maghji	(appointed 12 September2014)
Darren Hopkins	(appointed 12 September2014, resigned 25 June 2015)

Directors' interest

None of the directors hold any shares of the Company.

Substantial shareholders

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at 21 April 2016.

Party Name	Number of Ordinary Shares	% of Share Capital
Nordic Alliance Holdings Limited	25,000,000	25.00
Link Summit Limited	15,500,000	15.50
Amber Oak Holdings Limited	13,950,000	13.95
Infinity Mission Limited	13,000,000	13.00
Belldom Limited	10,750,000	10.75
Eastman Ventures Limited	10,000,000	10.00
Cape Light investment Limited	4,900,000	4.90
West Park Capital Managers Limited	4,900,000	4.90

Capital and returns management

The Directors believe that, following an acquisition, further equity capital raisings may be required by the Company for working capital purposes as the Company pursues its objectives. The amount of any such additional equity to be raised, which could be substantial, will depend on the nature of the acquisition opportunities which arise and the form of consideration the Company uses to make the acquisition and cannot be determined at this time.

The Company expects that any returns for Shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy.

Dividend policy

The Company intends to pay dividends on the Ordinary Shares following an acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. The Company's current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

Corporate governance

In order to implement its business strategy, the Company has adopted a corporate governance structure whereby the key features of its structure are:-

- a wholly non-executive board with independent non-executive Directors. The Board is knowledgeable and experienced and has extensive experience of making acquisitions such as the acquisition;
- consistent with the rules applicable to companies with a Standard Listing, unless required by law or other regulatory process, Shareholder approval is not required in order for the Company to complete the acquisition. The Company will, however, be required to obtain the approval of the Board of Directors, before it may complete the acquisition;
- the Board is not subject to the provisions of a formal governance code and given its present size do not intend to formally adopt any specific code, but will apply governance the directors consider to be appropriate, having due regard to the principles of governance set out in the UK Corporate Governance Code.
- until an acquisition is made, the Company will not have separate audit and risk, nominations or remuneration committees. The Board as a whole will instead review audit and risk matters, as well as the Board's size, structure and composition and the scale and structure of the Directors' fees, taking into account the interests of Shareholders and the performance of the Company, and will take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance;
- the Corporate Governance Code recommends the submission of all directors for re-election at annual intervals. None of the Directors will be required to retire by rotation and be submitted for re-election until the first annual general meeting of the Company following the Acquisition; and
- following an acquisition, the Company may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. If the Company is successful in obtaining a Premium Listing, further rules will apply to the Company under the Listing Rules and Disclosure and Transparency Rules and the Company will be obliged to comply with the Model Code and to comply or explain any derogation from the UK Corporate Governance Code.

Auditors and disclosure of information

The directors confirm that:

- there is no relevant audit information of which the Company's non-statutory auditor is unaware; and
- each Director has taken all the necessary steps he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's non-statutory auditor is aware of that information.

Responsibility Statement

The directors are responsible for preparing the annual report and the non-statutory financial statements. The directors are required to prepare financial statements for the Company in accordance with International Financial Reporting Standards as adopted by the EU (together, "IFRS").

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of transactions, other events and conditions in accordance with the definitions and recognition criteria for the assets, liabilities, income and expenses set out in the International Accounting Standards Board's "Framework for the Preparation and Presentation of Financial Statements". In virtually all circumstances, a fair representation will be achieved by compliance with all IFRS. Directors are also required to:

- select suitable accounting policies and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information; and
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time, the financial position of the Company. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The maintenance and integrity of the Vertu Capital Limited website is the responsibility of the Directors; work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website.

Legislation in the Cayman Islands governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

The Directors are responsible for preparing the Financial Statements in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ('DTR') and with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The directors confirm, to the best of their knowledge that:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the financial statements include a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that it faces.
- the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's performance, business model and strategy.

VERTU CAPITAL LIMITED

DIRECTORS' REPORT
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015 (continued)

Auditors

The auditors, Crowe Clark Whitehill LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

Events after the reporting date

Events after the reporting date have been disclosed in note 17 to the financial statements.

This responsibility statement was approved by the Board of Directors on 28 April 2016 and is signed on its behalf by:

William Du Kiat Wai
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VERTU CAPITAL LIMITED

We have audited the non-statutory financial statements of Vertu Capital Limited for the period ended 31 December 2015 set out on pages 9 to 20. These non-statutory financial statements have been prepared for the reasons set out in note 2 to the non-statutory financial statements and on the basis of the financial reporting framework of International Financial Reporting Standards (IFRSs) as adopted by the EU.

This report is made solely to the company's members, in accordance with our engagement letter dated 3 March 2016. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR
As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the non-statutory financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the non-statutory financial statements in accordance with International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE NON-STATUTORY FINANCIAL STATEMENTS
An audit involves obtaining evidence about the amounts and disclosures in the non-statutory financial statements sufficient to give reasonable assurance that the non-statutory financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the non-statutory financial statements.

In addition, we read all the financial and non-financial information in the annual report to identify any information that is apparently materially incorrect based on, or materially inconsistent with the knowledge acquired by us in the course of performing our audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON NON-STATUTORY FINANCIAL STATEMENTS
In our opinion the non-statutory financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the period then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the EU.

Crowe Clark Whitehill LLP

Crowe Clark Whitehill LLP
Statutory Auditor
St Bride's House
10 Salisbury Square
London EC4Y 8EH

28 April 2016

VERTU CAPITAL LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015

	Notes	£
REVENUE		-
		-
Listing expenses		(232,257)
Other operating expenses	4	(39,744)
OPERATING LOSS BEFORE TAXATION		**(272,001)**
Income tax expense	5	-
LOSS FOR THE PERIOD ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		**(272,001)**
OTHER COMPREHENSIVE INCOME		
Other comprehensive income		-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**(272,001)**
Basic and diluted loss per share (pence)	7	**(0.35)** *p*

The notes to the financial statements form an integral part of these financial statements

VERTU CAPITAL LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Notes	£
CURRENT ASSETS		
Other receivables	6	6,349
Cash and cash equivalents		788,285
		794,634
CURRENT LIABILITIES		
Other payables		43,592
Amount owing to directors		23,043
		66,635
NET ASSETS		**727,999**
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		
Share capital	8	1,000,000
Retained earnings		(272,001)
TOTAL EQUITY		**727,999**

The notes to the financial statements form an integral part of these financial statements

This report was approved by the board and authorised for issue on and signed on its behalf by:

....
William Du Kiat Wai
Director

VERTU CAPITAL LIMITED

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015

	Notes	£
Cash flow from operating activities		
Loss before tax		(272,001)
Changes in working capital		
Other receivables		(6,349)
Other payables		43,592
Amount owing to directors		23,043
		60,286
Net cash outflow from operating activities		**(211,715)**
Cash flow from financing activities		
Proceeds from issue of share		1,000,000
Net cash inflow from financing activities		**1,000,000**
Net increase in cash and cash equivalents		**788,285**
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at end of period		**788,285**

VERTU CAPITAL LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM 12 SEPTEMBER 2014 TO 31 DECEMBER 2015

	Share capital	Retained earnings	Total
Comprehensive income for the period			
Loss for the period	-	(272,001)	(272,001)
Total comprehensive loss for the period	-	(272,001)	(272,001)
Transactions with owners			
Shares issued on incorporation	-	-	-
Issue of ordinary shares	1,000,000	-	1,000,000
As at 31 December 2015	1,000,000	(272,001)	727,999

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 12 September 2014 as an exempted company with limited liability under the Companies Law. The registered office of the Company is at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands.

The Company's Ordinary shares are currently admitted to a standard listing on the Official List and to trading on the London Stock Exchange.

The Company's nature of operations is to act as a special purpose acquisition company.

2. ACCOUNTING POLICIES

The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Company's business activities.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use by the European Union and IFRIC interpretations applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention as modified for financial assets carried at fair value.

The financial information of the Company is presented in British Pound Sterling ("£").

Standards and interpretations issued but not yet applied

At the date of authorisation of this financial information, the directors have reviewed the Standards in issue by the International Accounting Standards Board ("IASB") and IFRIC, which are effective for annual accounting periods ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial reporting of the Company.

Comparative figures

No comparative figures have been presented as the financial information covers the period from incorporation on 12 September 2014 to 31 December 2015.

Going concern

This financial statement has been prepared on a going concern basis, which assumes that the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future

Cash and cash equivalents

The Company considers any cash on short-term deposits and other short term investments to be cash equivalents.

Taxation

The tax currently payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided for using the liability method on temporary timing differences at the balance sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised in full for all temporary differences. Deferred income tax assets are recognised for all deductible temporary differences carried forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is assessed at each balance sheet 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 deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that is probable that future taxable profits will allow the deferred income tax asset to be recovered.

Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the company becomes a party to the contractual provisions of the instrument.

Financial assets

Financial assets within the scope of IAS 39 are classified as either:

i) financial assets at fair value through profit or loss
ii) loans and receivables
iii) held-to-maturity investments
iv) available-for-sale financial assets

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this classification at every reporting date.

As at the balance sheet date, the company did not have any financial assets at fair value through profit or loss, and in the categories of held-to-maturity investments and available-for-sale financial assets.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities measured at amortised costs.

Financial liabilities are classified as at fair value through comprehensive income statement if the financial liability is either held for trading or it is designated as such upon initial recognition

Other financial liabilities

Trade and 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, with interest expense recognised on an effective yield basis.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Operating segments

The directors are of the opinion that the business of the Company comprises a single activity, that of an investment Company. Consequently, all activities relate to this segment.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of income, expenditure, assets and liabilities. Estimates and judgements are continually evaluated, including expectations of future events to ensure these estimates to be reasonable.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company's nature of operations is to act as a special purpose acquisition Company. Thus significantly reduces the level of estimates and assumptions required.

4. LOSS BEFORE TAXATION

The loss before income tax is stated after charging:

	£
Rental of premises	8,000
Auditors' remuneration:	
Fees payable to the Company's auditor for the audit of the Company's annual accounts	10,000
Fees payable to the Company's auditor for other services:	
Other services relating to the IPO transaction work	12,500

5. INCOME TAX EXPENSE

The Company is regarded as resident for the tax purposes in Cayman Islands.

No tax is applicable to the Company for the period ended 31 December 2015. No deferred income tax asset has been recognised in respect of the losses carried forward, due to the uncertainty as to whether the Company will generate sufficient future profits in the foreseeable future to prudently justify this.

6. OTHER RECEIVABLES

Prepayments	£6,349

7. LOSS PER SHARE

Basic loss per ordinary share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. There are currently no dilutive potential ordinary shares.

	Earnings	Weighted average number of shares	Per-share amount
	£	Unit	Pence
Loss per share attributed to ordinary shareholders	(272,001)	78,273,684	(0.35)

8. SHARE CAPITAL & RESERVES

Allotted, called up and fully paid (Ordinary shares of £0.01 each):

	Number of shares	£
On incorporation	1	-
Issue of shares – 12 September 2014	19,999,999	200,000
Issue of shares – 19 January 2015	80,000,000	800,000
	100,000,000	1,000,000

On 12 September 2014, the Company was authorised to issue 200,000,000 shares of a nominal or par value of £0.01 each of one class, designated as Ordinary Shares. On 12 September 2014, Offshore Incorporations (Cayman) Limited subscribed for one Ordinary Share of £0.01 in the Company. On the same date, Offshore Incorporations (Cayman) Limited transferred its one Ordinary Share of £0.01 in the Company to Nordic Alliance Holdings Limited and the Company issued a further 19,999,999 Ordinary Shares of £0.01 each to Nordic Alliance Holdings Limited.

On 19 January 2015, the Company issued 80,000,000 Ordinary shares of £0.01 each at par as part of the Initial Public Offering of the Company's shares.

9. DIRECTORS EMOLUMENTS

	£
Directors fee for the period	
William Du Kiat Wai	5,000
Shunita Maghji	5,000
Darren Hopkins	2,500
	12,500

During the period to 31 December 2015 there were no staff costs as no staff was employed by the Company, other than the directors fees.

10. CAPITAL MANAGEMENT POLICY

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of borrowings and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

11. FINANCIAL RISK MANAGEMENT

The Company uses a limited number of financial instruments, comprising cash, short-term deposits, bank loans and overdrafts and various items such as trade receivables and payables, which arise directly from operations. The Company does not trade in financial instruments.

Financial risk factors
The Company's activities expose it to a variety of financial risks: currency risk, credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

a) Currency risk
The Company does not operate internationally and its exposure to foreign exchange risk is limited to the transactions and balances that are denominated in currencies other than Pounds Sterling.

b) Credit risk
The Company does not have any major concentrations of credit risk related to any individual customer or counterparty.

c) Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash and available funding through an adequate amount of committed credit facilities. The Company ensures it has adequate resource to discharge all its liabilities. The directors have considered the liquidity risk as part of their going concern assessment. (See note 2).

d) Cash flow interest rate risk
The Company has no significant interest-bearing liabilities and assets. The Company monitors the interest rate on its interest bearing assets closely to ensure favourable rates are secured.

Fair values
Management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

12. FINANCIAL INSTRUMENTS

The Company's principal financial instruments comprise cash and cash equivalents, trade and other receivables and trade and other payable. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in Note 2. The Company do not use financial instruments for speculative purposes.

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

	£
Financial assets	
Loans and receivables	
Other receivables	6,349
Cash and cash equivalents	788,285
Total financial assets	794,634
Financial liabilities measured at amortised cost	
Amount owing to directors	23,043
Other payables	43,592
Total financial liabilities	66,635

There are no financial assets that are either past due or impaired.

13. PENSION COMMITMENT

The Company has no pension commitments at the end of the period.

14. OPERATING LEASES

There Company's future minimum lease payments under non-cancellable operating leases are as follows:

	Land and buildings £
Leases which expire:	
Not later than one year	8,571
Later than one year and not later than five years	8,571

15. RELATED PARTY TRANSACTIONS

Key management are considered to be the directors and the key management personnel compensation has been disclosed in note 9.

During the period the Company did not enter into any material transactions with related parties. As at balance sheet date, the amounts due to the directors were £23,043.

16. CONTROL

The Directors consider there is no ultimate controlling party.

17. SUBSEQUENT EVENTS

On 19 April 2016 the Company announced that it had entered into a non-binding letter of intent for the proposed acquisition of the entire issued share capital of VCB Malaysia Berhad, a company incorporated in Malaysia for consideration of £350,000 payable in cash on completion. The proposed acquisition is conditional, inter alia, on satisfactory due diligence, shareholder approvals, execution of the transaction and subsequent re-admission of the Company to trading on the Main Market of the London Stock Exchange on completion. Accordingly, while discussions regarding the proposed acquisition continue in accordance, there can be no certainty that any transaction will occur. Should the proposed transaction complete it would constitute a reverse takeover requiring compliance with the relevant provisions in the Listing Rules. VCB Malaysia Berhad was established in Malaysia in 1999. It is a management consulting firm that provides financial consultancy and support services in the areas of corporate finance and investment banking and advice to high net worth individuals seeking growth and steady income from their capital as well as providing corporate finance advice to growth companies.