9 JULY 2015

M2L HOLDINGS LIMITED

(Now known as ML Holdings Limited)

(Incorporated in the Republic of Singapore)

(UEN 201120428N | ARBN 154 095 897)

ANNUAL REPORT

FOR THE PERIOD FROM

1 APRIL 2014

TO

31 MARCH 2015

1. Managing Director's Statement

On behalf of the Board, I am pleased to present to you the 2015 Annual Report of ML Holdings Limited formerly known as M2L Holdings Limited (the "Company") for the financial period from 1 April 2014 to 31 March 2015 (the "Financial Year Under Review"), and the directors' review of operations for that period. The 2015 Annual Report incorporates the audited financial statements for the Financial Year Under Review (the " Financial Statements") for the Company and its subsidiary (the " Group"). A copy of this audited financial statements is attached to this Supplemental Annual Report as Appendix A.

The Financial Year Under Review marked the beginning of a new direction for the Company. During this period, the Company took the first step to transform itself to a resource company when it entered into an investment option agreement to purchase a majority interest in a tenement in Inner Mongolia in the People's Republic of China ("China"). More details of this agreement are set out in section 7 of this Annual Report. As of the date of this 2015 Annual Report, the company has not exercised the agreement.

If the Company exercises the option, the acquisition will give rise to a significant change to the nature and scope of the Company's activities. In this case, the Company will:

(a) immediately notify NSX in accordance with the Listing Rules; and

(b) seek a separate shareholders' approval for such substantial acquisition.

Finally, the Board thanks shareholders for their patience and support during this difficult Financial Year Under Review, and look forward to shareholders' continued support to implement a viable turnover for the Company.

2. Principal Activities of the Group

The principal activities of the Company are investment holding, and the provision of management services to companies it invests in.

The Company did not carry on business during the Financial Year Under Review.

3. Subsidiaries

As of end of the Financial Year Under Review (*i.e.,* 31 March 2015), the Company has no subsidiaries.

At the commencement of the Financial Year under review, the Company had one other subsidiary (the "Former Subsidiary"), namely:

Name of Subsidiary	Country of Incorporation	Equity Held	Principal Activities
M2L Blue Ocean Holdings Pte Ltd	Singapore	100%	Dormant

4. Directors' Interests in Securities

As the date of this Annual Report, the interests of directors and officers of the Company in equity securities (shares and CDIs) of the Company are as follows:

	Directly Held		Deemed Interests	
	Date of Appointment	31.03.2015	Date of Appointment	31.03.2015
Chong Hock Tat Robin	1	20,000,000	Nil	Nil
Chua Soon Beng Ellen	2,797,000	2,797,000	Nil	Nil

Save as disclosed above, no director or officer of the Company has a vested right to receive any distribution made on the securities or is entitled to exercise or direct the exercise of the voting rights attaching to the securities.

As of the end of the Financial Year Under Review:

(a) the Company does not have on issue any debt security; and

(b) the Company has not granted any right to subscribe for any equity or debt security of the Company to any person, including a director or officer of the Company

5. Forecast

The Company has not published any forecast in relation to the Financial Year Under Review.

6. Directors' Service Contract

During the Financial Year Under Review, the is no service contract in force with any director of the Company.

7. Material or Significant Contracts

During the Financial Year Under Review:

(a) On 26 March 2015, in connection with and to facilitate the striking-off of M2L Blue Ocean Holdings Pte Ltd ("Blue Ocean"), the Company's dormant wholly-owned subsidiary, the Company transferred its entire 100% interest in Blue Ocean to an unconnected third party for a nominal consideration of S$1. The transfer was completed on and became effective from 26 March 2015.

Blue Ocean has been dormant since its incorporation, and the Directors do not have any plans to re-activate it in the near future. Accordingly, the Directors are of the opinion that the disposal of Blue Ocean is in the best interest of the Company. The disposal of Blue Ocean will not have any financial impact on the Company. Save for their interests in the Company, none of the Company's directors or substantial shareholders have any interest in the disposal of Blue Ocean.

(b) On 10 January 2015, the Company entered into an Investment Agreement (the "Agreement"), under which the Company was granted the option to acquire 100% of the issued and paid-up share capital of Three Crystals Hong Kong Limited ("HKCo") for a consideration of S$1,400,000 to be satisfied in full by way of the issue of 14,000,000 new Shares in the share capital of the Company (the "Consideration Shares") (the "Option"). In addition to the Consideration Shares, on completion of the Company's purchase of HKCo (if the Company elects to exercise the Option), the Company will also issue 1,600,000 new Shares at an issue price of S$0.10 each as payment of arranger's fee.

On completion of the Company's purchase of HKCo (if the Company elects to exercise the Option), HKCo will, through a wholly-owned subsidiary registered in China, be the registered and beneficial owner of 55% of the registered and paid-up share capital of Inner Mongolia Jinsanyuan Mining Co., Ltd (内蒙古晶三源矿业有限公司) who will in turn hold the licence [Exploration Licence Number : 15120080702011049) to explore for industrial (not gemstone) grade garnet on a 0.95km^2 tenement located in Inner Mongolia in China.

Save as disclosed above and in the Financial Statements:

(A) there is no other material contract the Company had entered into during the Financial Year Under Review: and

(B) there is no contract subsisting during or at the end of the Financial Year Under Review:

(i) in which a director of the issuer is or was materially interested, either directly or indirectly; or

(ii) between the Company, or one of its subsidiaries, and a controlling shareholder or any of its subsidiaries; or

(iii) for the provision of services to the Group by a controlling shareholder or any of its subsidiaries;

8. Discloseable Arrangements with Directors and Shareholders

During and at the end of the Financial Year Under Review, there has been no arrangement under which:

(a) a director has waived or agreed to waive any emoluments; or

(b) a shareholder has waived or agreed to waive any dividends.

10. Directors' Review of Operations

Directors' review of operations is incorporated in the Managing Director’s statement set out in paragraph 1.

11. Statement of Main Corporate Governance Practices

Given the size of the Company, the board has not formally adopted corporate governance procedures. However, in performing its duties and functions, the board closely follows the informal principles and guidelines set out in this Note 11. As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance structures will be given further consideration.

The primary responsibility of the board is to represent and advance shareholders' interests and to protect the interests of all stakeholders. To fulfil this role the board is responsible for the overall corporate governance of the Company, including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

The responsibilities of the Board include:

(a) protection and enhancement of shareholder value;

(b) formulation, review and approval of the objectives and strategic direction of the Company;

(c) Approving all significant business transactions, including acquisitions, divestments and capital expenditures;

(d) monitoring the financial performance of the Company by reviewing and approving budgets and results;

(e) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;

(f) identification of significant business risks and ensuring that such risks are adequately managed;

(g) reviewing the performance and remuneration of executive directors and key staff; and

(h) establishment and maintenance of appropriate ethical standards.

As of the end of the Financial Year Under Review, the board comprise of two independent non-executive directors, namely Lam Peck Heng and Mah Seong Kung, one non-executive non-independent director, Chua Soon Beng Ellen, and one executive director, Chong Hock Tat Robin. Lam Peck Heng was appointed chair of the Board.

At present, the board does not have a fixed number of meetings it will hold per annum. The board meets as frequently as may be required to deal with matters arising.

12. List of Top-10 Shareholders

As of 8 July 2015 (the latest practical date before the 2015 Annual Report is issued), the ten (10) largest holders of CDIs issued by the Company (including non-listed CDIs which are subject to escrow arrangements and CDIs held by the Company) are:

S/No.	Name of CDI-holder	Number of CDIs held	%
1.	Chong Hock Tat Robin[1]	19,999,000	32.56
2.	Chua Soon Beng Ellen	2,797,000	4.55
3.	Chong Hock Huat Raymond	2,461,667	4.01
4.	Yan Bohan	2,208,000	3.60
5.	Fidus Custodians Limited	2,000,000	3.26
6.	Chua Kee Leng	2,000,000	3.26
7.	Tay Meow Kian	1,713,333	2.79
8.	Michael Lim Chung Khoon	1,100,000	1.79
9.	Fong Pei Lian Jamie	1,000,000	1.63
10.	Lam Yew Kong	1,000,000	1.63
		36,279,000	59.07
	Held by the Company[2]	21,797,999	35.49
	Held by other CDI-holders	3,340,001	5.44
		61,417,000	100.00

[1] Chong Hock Tat Robin holds an additional 1,000 shares in script form

[2] The Company holds an additional 2,000 shares in script form

On behalf of the board of Directors

Chong Hock Tat Robin
Managing Director
Singapore, 9 July 2015

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
(Incorporated in the Republic of Singapore)
ACRA No. 2011-20428-N

For the financial period ended 31 March 2015

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ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
DIRECTORS' REPORT
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015

The Directors have pleasure in submitting their report together with the audited financial statements of the Company for the financial period ended 31 March 2015.

1. **DIRECTORS**

The directors of the Company in office at the date of this report are:-

CHUA SOON BENG ELLEN
CHONG HOCK TAT ROBIN
LAM PECK HENG (Appointed on 26 March 2015)
MAH SEONG KUNG (Appointed on 26 March 2015)

2. **ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES**

Neither at the end of nor at any time during the financial year was, the Company a party to arrangement whose objects are to enable the Directors of the Company to acquire benefits by means of acquisition of shares or debentures of the Company or any other corporate body, as disclosed in this report.

3. **DIRECTORS' INTERESTS IN SHARES**

None of the Directors who held office at the end of the financial period had any interests in the shares of the Company or its related corporation, except as follows:

	Holdings registered in the name of Director	
	As at 1.4.2014	As at 31.03.15
The Company		
Chong Hock Tat Robin	20,000,000	20,000,000
Chua Soon Beng Ellen	2,797,000	2,797,000

4. **DIRECTORS' BENEFITS**

Except as disclosed in the financial statements, since the end of the previous financial period, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or by a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

5. **SHARE OPTIONS**

There were no share options granted by the Company during the financial period.

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

There were no unissued shares of the Company under option as at the end of the financial period.

6. AUDITORS

The independent auditors, MGI SINGAPORE PAC have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

CHONG HOCK TAT ROBIN

CHUA SOON BENG ELLEN

Singapore,
30 May 2015

STATEMENT BY DIRECTORS

In the opinion of the directors:-

a) the accompanying financial statements set out in the following sections of the financial statements:

· Statement of Financial Position
· Statement of Comprehensive Income
· Statement of Changes in Equity
· Cash Flows statement
· Notes, comprising a summary of significant accounting policies and other explanatory notes are drawn up so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of the results, of the business changes in equity and cash flows of the Company for the financial year then ended, on that date, 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.

The Directors authorised these financial statements for issued on the date of this report.

On behalf of the Board of Directors,

CHONG HOCK TAT ROBIN

CHUA SOON BENG ELLEN

Singapore,
30 May 2015

MGI SINGAPORE PAC

CHARTERED ACCOUNTANTS, SINGAPORE

(Company Regn. No. 200606965Z)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)

Report on the financial statements

We have audited the accompanying financial statements of the **ML Holdings Limited** (the "Company") which comprise the statement of financial position as at 31 March 2015, statement of comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management 's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditors' responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosure in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risk of material misstatement of the 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 financial statements 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 the management, as well as evaluating the overall presentation of the financial statements.

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

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)

Opinion

In our opinion, the financial statements of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and the results, changes in equity and cash flows of the company for the period ended on that date.

Report on other legal and regulatory requirements
In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

MGI Singapore PAC

MGI Singapore PAC
Chartered Accountants and
Public Accountant of Singapore

30 May 2015

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
STATEMENT OF FINANCIAL POSITION
As at 31 March 2015

	Note	2015 $	2014 $
ASSETS			
Current Asset			
Cash at bank		-	-
Non-current Assets			
Investment in subsidiary	7	-	2
Other receivables	8	-	-
Intangible asset	9	-	-
		-	-
Total Assets		-	**2**
EQUITY AND LIABILITIES			
Liabilities			
Current Liability			
Other payables	10	220,284	40,948
Capital and Reserves			
Share capital	11	3,101,594	3,101,594
Shares held for re-issue	12	(2,266,599)	(2,266,599)
Accumulated losses		(1,055,279)	(875,941)
		-	(40,946)
Total Equity and Liabilities		-	**2**

The accounting policies and explanatory notes form an integral part of the financial statements.

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
STATEMENT OF COMPREHENSIVE INCOME
For the financial period from 1 April 2014 to 31 March 2015

	Note	Period from 1.4.2014 to 31.3.2015	Period from 1.10.2012 to 31.3.2014
		$	$
Revenue			
Other Income-waiver of debts	13	-	27,590
Cost and expenses			
Loss on disposal of subsidiary		-	550,365
Other operating expenses		179,338	158,347
		179,338	708,712
Loss before taxation		(179,338)	(681,122)
Taxation	14	-	-
Loss after taxation		(179,338)	(681,122)
Other comprehensive income		-	-
Total comprehensive loss for the period		(179,338)	(681,122)

The accounting policies and explanatory notes form an integral part of the financial statements.

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
STATEMENT OF CHANGES IN EQUITY
For the financial period from 1 April 2014 to 31 March 2015

2015	Note	Share capital $	Accumulated losses $	Total equity $
Balance as at 01.4.2014	11	3,101,594	(875,941)	2,171,671
Total comprehensive loss for the period		-	(179,338)	(179,338)
Balance as at 31.03.2015	11	3,101,594	(1,055,279)	1,992,333

2014	Note	Share capital $	Loss for the period $	Total equity $
Balance as at 01.10.2012	11	2,541,226	(194,819)	2,346,407
Issue of shares	11	560.386	-	560,386
Total comprehensive loss for the period		-	(681,122)	(681,122)
Balance as at 31.03.2014	11	3,101,594	(875,941)	2,171,671

The accounting policies and explanatory notes form an integral part of the financial statements.

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
STATEMENT OF CASH FLOW
For the financial period from 1 April 2014 to 31 March 2015

	Not e	2015	2014
		$	$
Operating activities			
Loss before taxation		(179,338)	(681,122)
Operating profit before working capital changes		(179,338)	(681,122)
Changes in working capital			
Amount due to subsidiary		-	2,216,600
Other receivables		-	201,307
Intangible asset		-	49,999
Other payables		179,336	(80,656)
Cash flow (used in) operations		179,336	1,706,128
Net cash flow (used in) operating activities		179,336	1,706,128
Cash flows from investing activity			
Net cash inflow from disposal/acquisition of subsidiary		2	3
Net cash flows (used in) investing activity		2	3
Cash flows from financing activity			
Shares held for re-issue		-	(2,266,599)
Net proceeds from issue of shares		-	560,365
Net cash flows from financing activity		-	(1,706,234)
Net (decrease)/increase in cash at bank balance		-	(103)
Cash at bank at beginning of financial period		-	103
Cash at bank at end of financial period		-	-

The accounting policies and explanatory notes form an integral part of the financial statements.

1 CORPORATE INFORMATION

The financial statements of ML Holdings Limited for the period ended 31 March 2015 were authorised for issue in accordance with the resolution of the directors on the date of this statement.

ML Holdings Limited is a public company limited by shares incorporated in Singapore and listed on on the national Stock Exchange of Australia.

The registered office of the company in Singapore is located at 21 Bukit Batok Crescent, #15-74 WCEGA Tower, Singapore 658065.

The principal activities of the company are to carry on business as a content developer and provider of Mandarin Chinese Language learning programmes for adult non-native speakers. The Company also carry on business as organiser of short-term executive training programmes, in partnership with the School of Continuing Education of a premier state funded university in China.

The Company has not actively carried on business since it was registered on 30 August 2011 to the date of this report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 a)Basis of preparation

The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the “Act”) and Singapore Financial Reporting Standards (‘FRS”) including Interpretations of Financial Reporting Standards (“INT FRS”) and are prepared under the historical cost convention.

The financial statements of the Company are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Company are presented in Singapore Dollars, which is the functional currency of the Company and the presentation currency for the financial statements.

b)Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Company has adopted all the new and revised standards that are effective for annual periods beginning on or after 1 January 2013. The adoption of these standards did not have any effect on the financial performance or position of the Company except as discussed below:

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

b) Standards issued but not yet effective

	Description	**Effective date (Annual period beginning on or after)**
Revised FRS 27	Separate Financial Statements	1 January 2014
Revised FRS 28	Investments in Associates and Joint Ventures	1 January 2014
FRS 110	Consolidated Financial Statements	1 January 2014
FRS 111	Joint Arrangements	1 January 2014
FRS 112	Disclosure of Interests in Other Entities	1 January 2014
Amendments to FRS 32	Offsetting Financial Assets and Financial Liabilities	1 January 2014
Amendments to IFRS2 10,12 and IAS 27	Consolidation for investment entities	1 April 2014
Amendments to IAS 36	Impairment of assets	1 April 2014
Amendment to IAS 39	Financial instruments recognition and measurement	1 April 2014
IFRS 9	Financial instruments	1 April 2014
Improvements to IFRSs	Consolidated financial statements	1 April 2014

Except for FRS 111, Revised FRS 28 and FRS 112, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 111, Revised FRS 28 and FRS 112 are described below.

<u>FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures</u>

FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures are effective for financial periods beginning on or after 1 January 2014.

FRS 111 classifies joint arrangements either as joint operations or joint ventures. Joint operations is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities of the arrangement whereas joint venture is a joint arrangement whereby the parties that have join t control of the arrangement have rights to the net assets of the arrangement.

FRS 111 requires the determination of joint arrangement's classification to be based on the parties' rights and obligations under the arrangement, with the existence of a Separate legal vehicle no longer being the key factor. FRS 111 disallows proportionate consolidation and requires joint ventures to be accounted for using the equity method. The revised FRS 28 was amended to describe the application of equity method to investments in joint ventures in addition to associates.

The Company currently applies proportionate consolidation for its joint ventures. Upon adoption of FRS 111, the Company expects the change to equity accounting for these joint ventures will result in decrease in total assets and total liabilities.

2. **SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

b) Standards issued but not yet effective -continued

FRS 112 Disclosure of Interests in Other Entities
FRS 112 Disclosure of interests in Other Entities is effective for financial periods beginning on or after 1 January 2014.

FRS 112 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. FRS 112 requires an entity to disclose information that helps users of its financial statements. As this is a disclosure standard, it will have no impact to the financial position and financial performance of the Company when applied in 2014.

2.2 **Financial Instrument**

Financial Assets
Financial assets are recognised on the balance sheet when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classifications of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not act fair value through profit or loss, directly attributable transaction costs.

All regular purchases and sales of financial assets are recognised on the trade date i.e the date that the company commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned.

Loans and receivables
Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less impairment. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, and through the amortization process.

Impairment of financial assets
Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

2.2 **Financial Instrument** -continued

Impairment of financial assets-continued
The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the profit and loss statement.

Derecognition of financial assets
The Company 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. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement
The measurement of financial liabilities depends on their classification as follows:

a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

The Company has not designated any financial liabilities upon initial recognition at fair value through profit or loss.

2. **SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

Subsequent measurement -continued

b) Other financial liabilities
After initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. 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 de-recognition 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.

2.3 **Impairment of financial assets**

The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

a) Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial assets, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial assets is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial asset has been incurred, the Company considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

2. **SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

2.3 **Impairment of financial assets** -continued

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

b) Financial assets carried at cost
If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

2.4 **Income tax**

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit and loss statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax 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 tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. 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.

The carrying amount of deferred tax assets is reviewed 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 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 realised based on the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit and loss account, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity, or where they arise from the initial accounting for a business combination.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

2.5 Cash and cash equivalents

Cash and bank balances comprise cash in hand and at bank, bank overdraft and fixed deposits that are subject to an insignificant risk of changes in value.

2.6 Revenue recognition

Revenue is recognised to the extend that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured regard less of when the payment is made. Revenue is measured at fair value of consideration received or receivable and represent amounts receivable taking into account contractually, defined terms of payment and excluding taxes and duty.

The Company remained dormant during the financial year and till date of the financial report.

2.7 Impairment of tangible assets

At each balance sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset /cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset/cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit and loss statement, unless the relevant asset is carried at a revalued amount in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset /cash-generating unit is increased to the revised estimate of its recoverable amount, to the extent the increased carrying amount does not exceed the carrying amount that would have been determined had no impairments loss been recognised for the asset/cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in the profit and loss statement, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2 SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

2.8 Related parties

A related party is defined as follows:

a) A person or a close member of that person's family is related to the Group and Company if that person:

(i) has control or joint control over the Company;

(ii) has significant influence over the Company; or

(iii) is a member of the key management personnel of the Company or of a parent of the Company.

b) An entity is related to Company if any of the following conditions applies :

(i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) both entities are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.9 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.10 Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether there is control.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre- or post-acquisition profits are recognised in the Company's profit or loss.

2 SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

2.11 Intangible assets

Intangible assets are accounted for using the cost model with the exception of goodwill. Capitalised costs are amortised on a straight-line basis over their estimated useful lives for those considered as finite useful lives. After initial recognition, they are carried at cost less accumulated amortisation and accumulated impairment losses, if any. In addition, they are subject to annual impairment testing. Indefinite life intangibles are not amortised but are subject to annual impairment testing.

Intangible assets are written off where, in the opinion of the Directors, no further future economic benefits are expected to arise.

The copyright to the Proprietary Learning Programme
Copyright are initially recognised at cost. Subsequent to initial recognition, they are stated at cost less any accumulated impairment losses.

The carrying amount of the copyright is reviewed annually and adjusted for impairment in accordance with IAS 36 "Impairment of Assets". An impairment loss is recognised in the profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

2.12 Employee benefits

Pensions and other post employment benefits
The company makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the year in which the related service is performed.

2.13 Provisions and contingent liabilities

Provisions are recognised when the Company have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Present obligations arising from onerous contracts are recognised as provisions.

The Directors review the provisions annually and where in their opinion, the provision is inadequate or excessive, due adjustment is made.

Where the time value of money is material, provisions are discounted using a current pretax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in provision due to the passage of time is recognised as finance costs.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Company are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

2.13 Provisions and contingent liabilities

Contingent liabilities are not recognised in the statement of financial position of the Company, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably measured. Contingent liabilities are recognised in the course of the allocation of the purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisaton, if appropriate.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements in conformity with FRSs requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

3.1 Judgments made in applying accounting policies

There was no material judgement made by management in the process of applying the Company accounting policies that have the most significant effect on the amounts recognized in 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 statement of financial position, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the entity's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affect both current and future periods.

4. **CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**- continued

Critical judgements in applying the company's accounting policies
Management is of the opinion that there are no critical judgements involved that have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty
The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and the reported amounts of revenue and expenses within the next financial year, are discussed below.

(i) Income Taxes
Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

5. **FINANCIAL INSTRUMENT, FINANCIAL RISKS AND CAPITAL RISKS ARRANGEMENT-RISK MANAGEMENT**

a) Financial risk management objective and policies
The Company's activities expose it to credit risks, market risks (including foreign currency risks and interest rate risks). The Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's financial performance.

The Management is responsible for setting the objectives and underlying principles of financial risk management for the Company. The Company's management then establishes the detailed policies such as risk identification and measurement, exposure limits, in accordance with the objectives and underlying principles set.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risk.

Credit Risks
Credit risk refers to the risk that the counterparty will default on their obligations to pay the amounts owing to the Company, resulting in a loss to the Company. The Company seeks to minimise the potential adverse effects on its performance by adopting stringent credit policy in extending credit terms to customers and in the monitoring its credit risk.

The Company's credit policy states clearly the guidelines on extending credit terms to customers. These include assessing and evaluating each customer's credit worthiness. In certain instances, the Company would also request for letters of credits or advance payments from its customers in order to mitigate its exposures to credit risk.

5. **FINANCIAL INSTRUMENT, FINANCIAL RISKS AND CAPITAL RISKS ARRANGEMENT-RISK MANAGEMENT** -continued

Credit Risks -continued

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the Company's maximum exposure to credit risk.

Market risks
The Company is exposed to any market risks.

Liquidity risk
The Company ensures availability of funds through funding from it's holding company. Due to the dynamic nature of the underlying businesses, the Company's financial control maintains flexibility in funding by maintaining availability under sufficient balance of cash.

Foreign currency risk

The Company is exposed to fluctuations in Australian dollars
The management minimises the risk with constant monitoring of these risks.

b) Capital risk management policies and objectives

The Company's objective 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. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares, and sell assets to reduce debt, or adjust the amount of dividends paid to shareholders.

6. **SIGNIFICANT RELATED PARTY TRANSACTIONS**

Related parties are entities with common direct or indirect shareholders and/or directors. Parties are considered to be related if one party has the ability to control the other party in making financial and operating decisions.

Except as disclosed. the Company did not conduct any transactions with related parties nor related companies.

7. SUBSIDIARIES

	2015	2014
		$
Unquoted equity investments, at cost	-	2

Name	Country of incorpora-tion	Cost of investment 2015 $	Cost of investment 2014 $	Percen-tage of equity held	Principal activities
Held by the Company					
M2L Blue Ocean Holdings Pte Ltd ("M2LBO") *	Singapore	-	2	100%	Investment holding
		-	2		

During the financial period, the Company disposed of it's entire 100% equity interest in the dormant subsidiary, M2L Blue Ocean Holdings Pte Ltd for a cash consideration of $2.

8. OTHER RECEIVABLES

	2015 $	2014 $
Prepayment		
Acquisition during the period	-	201,307
Amortisation for the period	-	(35,133)
Assigned to related party#	-	(166,174)
As at end of period	-	-

Prepayment comprised of lease payments under a Lease Agreement entered into during the prior financial year, between the Company and Mr Chong Hock Tat Robin and Madam Chua Soon Beng Ellen (the "Landlord"), directors of the Company, under which the Landlord leased a real property (the "Leased Premises") to the Company for a 5 year term commencing on 12 September 2011 and ending on 11 September 2016 for a lump sum of S$254,999 (approximately A$196,200) payable by the issue of 24,999,999 Shares to persons nominated by the Landlord.

#During the prior financial period, the Company assigned the unexpired lease period to a company which Mr Chong Hock Tat Robin, a director, has an interest in as full and final settlement of debts due to that company. The Company recorded a gain of $27,950 from this assignment.

9. INTANGIBLE ASSET

	2015	2014
	$	$
Balance at beginning of the financial period	-	49,999
Disposed during the financial period#	-	(49,999)
Balance at end of the financial period	-	-

\# During the prior financial period, the Company forfeited the shares issued to that former director for his failure to deliver the related coursework and material to the Company. Following this forfeiture of shares, the agreement for the acquisition of the intangible asset was terminated and the Company ceased to interest in the copyright.

10. OTHER PAYABLES

	2015	2014
	$	$
Amount due to a Director	220,286	28,949
Accruals	12,000	12,000
	220,286	40,949

The amount owing to a director is non-trade in nature, unsecured, interest-free and repayable as and when the Company has resources to do so. Amount is denominated in Singapore dollars.

11. SHARE CAPITAL

2015

	No. of shares	Amount ($)
Issued and fully paid up:		
As at 01.4.2014 and 31.03.2015	61,420,00	3,101,594

2014

	No. of shares	Amount ($)
Issued and fully paid up:		
As at 01.10.2012	57,000,000	2,541,226
Issued for acquisition of Jade Palm Group Limited:		
As goodwill on acquisition	2,340,000	133,788
Attributable to Jade Palm Group Limited's 51% interest in Huaxiu Vocational School	2,080,000	6,580
As at 31.03.2014	61,420,00	3,101,594

11 SHARE CAPITAL-continued

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

12. CANCELLED SHARES HELD FOR RE-ISSUE

During the prior financial period, the following issued and paid up shares were cancelled:

	2015	
	No. of shares	**Amount** $
Shares issued for acquisition of Beijing Century Education Development Centre	(8,800,000)	(1,161,076)
Shares issued for acquisition of Xiamen Century Blue Ocean Tuition Centre	(8,000,000)	(1,055,524)
Shares issued for acquisition of copyright	(4,999,999)	(49,999)
	(21,799,999)	(2,266,599)

The above shares were cancelled pursuant to a resolution of members passed at an Extraordinary General Meeting of the Company held on 5 December 2012. The cancelled shares are held by the Company as for re-issue.

13. TAXATION

There is no tax expense and the Company incurred losses.

Reconciliation between the tax expenses / (benefit) and the product of accounting profit multiplied by the applicable tax rate for the financial year ended 30 September 2012 was as follows:

	2015 $	**2014** $
(Loss) before taxation	(179,338)	(681,122)
Tax at statutory rate 17%	(30,487)	(115,791)
Adjustments:		
Tax effect on non-deductible expenses		
Others	30,487	115,791
	-	-

At the financial position date, the company have unutilised tax losses which are available for offsetting against future taxable income subject to the agreement by the Comptroller of Income Tax.

14. SUBSEQUENT EVENT

On 10 January 2015, the Company entered into an Investment Agreement (the "Agreement"), under which the Company was granted the option to acquire 100% of the issued and paid-up share capital of Three Crystals Hong Kong Limited ("HKCo") for a consideration of S$1,400,000 to be satisfied in full by way of the issue of 14,000,000 new Shares in the share capital of the Company (the "Consideration Shares") (the "Option"). In addition to the Consideration Shares, on completion of the Company's purchase of HKCo (if the Company elects to exercise the Option), the Company will also issue 1,600,000 new Shares at an issue price of S$0.10 each as payment of arranger's fee.

On completion of the Company's purchase of HKCo (if the Company elects to exercise the Option), HKCo will, through a wholly-owned subsidiary registered in China, be the registered and beneficial owner of 55% of the registered and paid-up share capital of Inner Mongolia Jinsanyuan Mining Co., Ltd《内蒙古晶三源矿业有限公司》who will in turn hold the licence [Exploration Licence Number: 15120080702011049] to explore for industrial (not gemstone) grade garnet on a 0.95km2 tenement located in Inner Mongolia in China.

As of the date of this financial statement, the Company has not exercised the Option.

15. COMPARATIVES

The comparative figures are for the financial period is from 1 October 2012 to 31 March 2014.

16. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the financial period ended 31 March 2015 were authorised for issue in accordance with a resolution of the directors on the date of this report.

1. **AUDITORS**

The independent auditors, MGI SINGAPORE PAC have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

CHONG HOCK TAT ROBIN

CHUA SOON BENG ELLEN

Singapore,
30 May 2015

ML HOLDINGS LIMITED
(Formerly known as M2L Holdings Limited)
STATEMENT BY DIRECTORS